

**SUCHITRA FINANCE
&
TRADING CO. LTD.**

**ANNUAL REPORT
2018-2019**

Forward- looking statements:

The report contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words like 'plans', 'expects', 'anticipates', 'believes', 'intends', 'estimates' or any other similar expressions as they relate to Company or its business are intended to identify such forward-looking statements. Forward Looking statements are based on certain assumptions and expectations of future events. The Company's actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. The Company undertakes no obligation or responsibility to publicly amend, update, modify or revise any forward-looking statements, on the basis of any new information, future event, subsequent development or otherwise.

CONTENTS:

1. Corporate Information
2. Notice
3. Directors' Report
4. Report on Corporate Governance
5. Management Discussion and Analysis
6. Certificate by CEO/CFO
7. Auditor's Certificate on Corporate Governance
8. Auditors' Report
9. Balance Sheet
10. Statement of Profit and Loss
11. Cash Flow Statement
12. Significant Accounting Policies & Notes on Financial statements
13. Attendance Slips/ Proxy Forms

CORPORATE INFORMATION

CIN: L65910MH1981PLC234305

BOARD OF DIRECTORS:

- | | | |
|----------------------------|---|-----------------------------------|
| 1. Mr. Vinod Kumar Sodani | - | Chairman & Non Executive Director |
| 2. Mrs. Anjana Soni Thakur | - | Whole Time Director |
| 3. Mr. Mahesh C. Lakhotiya | - | Non- Executive Director |
| 4. Mr. Ratan Lal Samriya | - | Independent Director |
| 5. Mr. Arjun Agal | - | Independent Director |

COMPANY SECRETARY & CHIEF FINANCIAL OFFICER:

Mr. Govinda Soni

Ms. Antima Soni – CFO (upto 14th November, 2018)

AUDITORS:

M/s. S. S. Rathi & Co.,
Chartered Accountants
502, Shree Shiv dutta Apartment,
Near Lalit Restaurant, Station Road,
Goregaon (W), Mumbai - 400062

BANKER'S NAME:

Corporation Bank
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT:

M/s. Niche Technologies Pvt. Ltd.,
3A, Auckland Place, 7th Floor,
Room No. 7A & 7B,
Kolkata – 700 017

REGISTERED OFFICE ADDRESS:

B/306-309, Dynasty Business Park,
Opp. Sangam Cinema, A. K. Road,
Andheri (E), Mumbai (M.H.) - 400059
Phone No: 022-61115222
Fax No: 022-28227865
Email Id: suchitra@sangamgroup.com
Website: www.sftc.co.in

Directors' Profile:

MR. V. K. SODANI

(DIN: 00403740)

Mr. Vinod Kumar Sodani is the Chairman and the Non-Executive Director of the Company and a Fellow Member of the Institute of Chartered Accountants of India. He is also the President of Mewar Institute of Commerce & Industry since 2011 besides Memberships in several esteemed organizations. He has experience in varied areas such as Audit, Accounts, Treasury, Capital Markets, Corporate finance, Project Finance and General Management.

MRS. ANJANA SONI THAKUR

(DIN: 00401469)

She is the Whole Time Director of the company. She has completed her graduation from Bentley College, U.K. and has a Degree in Masters in Business Administration from University of Phoenix, Boston. She has experience in Risk management, System Administration and Corporate Governance.

MR. MAHESH CHAND LAKHOTIYA

(DIN: 00128889)

Mr. Mahesh Chand Lakhotiya is a Bachelor of commerce and having vast experience in Business and Financial Management.

MR. RATAN LAL SAMRIYA

(DIN: 00151077)

Mr. Ratan Lal Samriya has been appointed as Independent Director of the Company and he has Completed his B.A. and has rich experience in accounts field.

MR. ARJUN AGAL

(DIN: 07575105)

Mr. Arjun Agal has been appointed as Independent Director of the Company. He is a Member of the Institute of Chartered Accountants of India and he has completed his graduation from MDS University, Ajmer having rich & varied experience in Corporate Finance and Business Management.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th (Thirty Sixth) Annual General Meeting (AGM) of the members of **Suchitra Finance & Trading Co. Ltd.** will be held at its registered office of the Company at B/306-309, Dynasty Business Park, Opp. Sangam cinema, A. K. Road, Andheri (E), Mumbai (M.H.) - 400059 on **Monday, the 30th September, 2019** at 11:00 a.m. to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at **March 31st, 2019**, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mrs. Anjana Soni Thakur (DIN: 00401469)** who retires by rotation and being eligible, offers herself for re-appointment.

**For and on behalf of Board of Directors
For Suchitra Finance & Trading Co. Ltd.**

Date: 04th September, 2019

Place: Mumbai

Sd/-

**Vinod Kumar Sodani
Chairman
(DIN: 00403740)**

CIN: L65910MH1981PLC234305

REGISTERED OFFICE:

B/306-309, Dynasty Business Park,
Opp. Sangam cinema, Andheri (E), Mumbai – 400059
Email id: suchitra@sangamgroup.com, website: www.sftc.co.in

NOTES:

1. The Companies Statutory Auditor, M/s. S. S. Rathi & Co., Chartered Accountants (Firm Registration No. 108726W), were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting ("AGM") of the Members held on 28th September, 2018 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the Provision of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 17. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested

to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking appointed / reappointed, nature of their expertise in specific functional areas, names of the Companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Regulation 36 of the SEBI (Listing obligation and Disclosure Requirements), 2015 are provided in the Annexure.
7. Pursuant to Regulation 42 of the SEBI (Listing obligation and Disclosure Requirements), 2015, The Register of Members & Share Transfer Books will be closed from **Tuesday, 24th September, 2019 to Monday, the 30th September, 2019** (both days inclusive).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
10. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
11. The Company's shares are listed on BSE Limited and The Calcutta Stock Exchange Ltd.
12. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/s. Niche Technologies Private Limited

3A, Auckland Place, 7th Floor,
Room No. 7A & 7B, Kolkata – 700 017

Phones: (033) 2280 6616 / 6617 / 6618,

Fax: (033) 2280 6619

E-Mail: nichetechpl@nichetechpl.com,

Website: <https://www.nichetechpl.com>

13. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
14. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
15. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in Demat form, they must quote their DP ID and Client ID Number.
16. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. **VOTING THROUGH ELECTRONIC MEANS:**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
- (i) The remote e-voting period commences on **27th September, 2019 at 9:00 a.m. (IST)** and ends on **29th September, 2019 at 5:00 p.m. (IST)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- | | For Members holding shares in Demat Form and Physical Form |
|---|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein

they are required to mandatorily enter their login password in the 'New Password' field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant Company name i.e. **SUCHITRA FINANCE & TRADING CO. LTD.** on which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 22 5533.
- In case of members receiving the physical copy:**
- (A) Please follow all steps from sr. no. (i) to sr. no. (xviii) above to cast vote.
 - (B) The voting period begins on **27th September, 2019 at 9:00 a.m. (IST) and ends on 29th September, 2019 at 5:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **23rd September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Institutional Members / Bodies corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, through e-mail at suchitra@sangamgroup.com with a copy marked to helpdesk.evoting@cdslindia.com without which the vote shall not be treated as valid.
 19. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **23rd September, 2019**. A person who is not a member as on cut off date should treat this notice for information purpose only.
 20. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / register of beneficial owners maintained by

- depositories as at closing hours of business on **Friday, 16th August, 2019.**
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of **23rd September, 2019.** The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 22. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2019** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 23. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 24. Investors who became members of the Company subsequent to the dispatch/email of the Notice and holds the shares as on the cut-off date **23rd September, 2019** are requested to send the written/email communication to the Company at suchitra@sangamgroup.com by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 25. **M/s. R. Mahadeshwar & Co.,** (C.P. No. 13797) Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer for providing facility to the member of the Company to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and remote e-voting, will not later than 48 hours of conclusion of the Meeting, makes a consolidated scrutinizer's report and submit the same to the chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of the CDSL. The results shall also be immediately forwarded to BSE Limited and Calcutta Stock Exchange Ltd.
 26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sftc.co.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE & CSE.
 27. The Company has listed its shares on:
 - i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.
 - ii) The Calcutta Stock Exchange Ltd., 07, Lyons Range, Kolkata -700001.
 28. The Listing Fees of these Exchanges have been paid regularly.

ANNEXURE TO THE NOTICE

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and of Secretarial Standard - 2 (SS-2) issued by ICSI on General Meetings, the particulars of the aforesaid Directors seeking appointment/ re-appointment at the AGM are given below:

Name	Mrs. Anjana Soni Thakur
Directors Identification Number (DIN)	00401469
Date of Birth	16 th May, 1978
Original Date of Appointment	08 th November, 2010
Qualification	MBA from University of Phoenix, Boston
Experience in special functional area	Risk management, System administration and Corporate Governance.
List of Directorship held in other Companies	1. Sapatrisi Commercial Co. Ltd. 2. Khetan Tradelink Pvt. Ltd. 3. Sangam E-Com Ltd. 4. Sangam Capital Services Ltd. 5. Sangam Study Circle Pvt. Ltd.
Relationship with other Directors, Managers and KMPs	-
No. of Board Meetings attended during Financial Year 2018-19	6 (Six) [out of 6 (Six) held]
Chairman/ Member of Committees of other Companies	Nil
No. of shares held in the Company	Nil

**For and on behalf of Board of Directors
For Suchitra Finance & Trading Co. Ltd.**

Date: 04th September, 2019

Place: Mumbai

**Sd/-
Vinod Kumar Sodani
Chairman
(DIN: 00403740)**

DIRECTORS' REPORT

To,
The Members,

The Board of Directors of **Suchitra Finance & Trading Co. Ltd.** ("your Company" or "the Company") are pleased to present the 36th Annual Report and the Audited Financial Statements of your Company for the financial year ended **31st March, 2019** ("financial year under review").

FINANCIAL HIGHLIGHTS:

The Company's financial performance for the financial year ended 31st March, 2019 as compared to the previous financial year ended 31st March, 2018 is summarized below:

(Rs. in Lakhs)

Particulars	For the year ended 31 st March, 2019	For the year ended 31 st March, 2018
Revenue from Operations	3306.05	2433.51
Other Income	NIL	0.16
Total Revenue	3306.05	2433.67
Less: Total Expenses	97.88	96.84
Profit before Depreciation, Finance Cost & Tax	3208.17	2336.83
Less: Depreciation	0.00	0.05
Finance Cost	1887.70	1283.55
Profit/Loss before Tax	1320.47	1053.23
Less: Tax	399.70	317.08
Profit/(Loss) after Tax	920.77	736.15
Earnings Per share (Rs.)	9.88	7.90

Note: The above figures are extracted from the financial statements for the financial year ended on 31st March, 2019.

OPERATIONAL REVIEW:

Your Company is non-deposit taking NBFCs. Some of the key highlights of your Company's performance during the year under review are:

- **Revenue:**

Company's Revenue from operations as on 31st March, 2019 stand at Rs. 3306.05/- Lakhs against Rs. 2433.51/- Lakhs recorded in the previous year.

- **Net worth:**

The Net Worth of the Company increased from Rs. 8162.89/- Lakhs to Rs. 8948.79/- Lakhs.

- **Profit before tax:**

Profit before taxation is Rs. 1320.48/- Lakhs as against Rs. 1053.23/- Lakhs in the last year.

- **Net profit after tax:**

Net profit after taxation is Rs. 920.77/- Lakhs as against Rs. 736.15/- Lakhs in the last year.

The Financial Statements of your Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014) and the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, as applicable and Regulation 48 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. Your Company discloses standalone unaudited financial results on a quarterly basis, which are subjected to limited review, and standalone audited financial results on an annual basis.

DIVIDEND:

Given the growth requirements of the business, your Directors think it prudent to plough back the profits and therefore do not recommend any dividend on equity shares for the financial year 2018-2019.

TRANSFER TO RESERVES:

The Company has transferred Rs. 184.15/- Lakhs to Special Reserve in terms of Section 45-IC of the Reserve Bank of India Act, 1934 and the Company has transferred Rs. 230.19/- Lakhs to General Reserve.

SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as at 31st March, 2019 was Rs. 9,32,25,500/- Share capital comprised of 93,22,550 Equity Shares with a face value Rs. 10/- each. There was no increase in equity capital compared to the previous year.

CHANGES IN THE NATURE OF BUSINESS OF THE COMPANY:

The Company continues to operate in the same business of lending and receiving loans & advances, there was no change in business activity. No material changes of the Company occurred between end of the financial year and the date of this report.

PUBLIC DEPOSITS:

Being a non-deposit taking Company, your Company has not accepted any deposits from the public / members under

Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year and within the meaning of the provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016.

SUBSIDIARIES, HOLDING & ASSOCIATE COMPANIES:

'Marigold Investrade Private Limited' is the Holding Company and holds 63.08% of the Company's Equity Share Capital as on 31st March, 2019.

During the financial year under review, no new Company became Subsidiary/Joint Venture/Associate of the Company.

SEGMENT REPORTING:

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the Company is predominantly engaged in a single reportable segment of 'Financial Services'.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in MGT - 9 as provided under Section 92(3) of the Companies Act, 2013 is appended to this Report as **Annexure 'A'**.

LISTING OF SHARES:

The Shares of the Company are listed on BSE Limited and The Calcutta Stock Exchange Limited.

DIRECTORS:

In accordance with the Articles of Association of the Company and in view of the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, **Mrs. Anjana Soni Thakur (DIN: 00401469)**, director of the Company retire at the ensuing Annual General Meeting and being eligible offer herself for re-appointment.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of Independent Director prescribed both under section 149 (6) of the Companies Act, 2013 and as per SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015.

PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN OR SECURITY PROVIDED:

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 of the Companies Act, 2013 in respect of loans and guarantees.

The particulars of loans, guarantees and investments made under provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given under notes to the Financial Statements, which forms part of this Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders passed by the Regulators or Courts that would impact the going status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:

There is no such material change and commitment affecting the financial position of your Company which have occurred between the end of the financial year of your Company to which the financial statements relate and the date of the Report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of our knowledge and belief and according to the information and explanations obtained, Directors make the following statement in terms of Section 134 (3) (c) of the Companies Act, 2013:

- (a) that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL:

During the year under review, the Company has the following persons as the Key Managerial Personnel.

- Mrs. Anjana Soni : Whole Time Director (WTD) Thakur
- Mr. Govinda Soni: Company Secretary (CS) & Chief Financial Officer (CFO) w.e.f. 14th November, 2018

- Ms. Antima Soni : Chief Financial Officer (CFO) upto 14th November, 2018

FORMAL EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES OF THE BOARD AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of Section 134(3)(p) the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Criteria adopted for evaluation:

The Board shall evaluate the roles, functions, duties of Independent Directors (ID's) of the Company. Each ID shall be evaluated by all other directors' not by the Director being evaluated. The board shall also review the manner in which ID's follow guidelines of professional conduct.

- Performance review of all the Non-Independent Directors of the Company on the basis of the activities undertaken by them, expectation of board and level of participation;
- Performance review of the Chairman of the company in terms of level of competence of chairman in steering the Company;
- The review and assessment of the flow of information by the company to the board and manner in which the deliberations take place, the manner of placing the agenda and the contents therein;
- The review of the performance of the directors individually, its own performance as well as evaluation of working of its committees shall be carried out by the board;
- On the basis of performance evaluation, it shall be determined by the Nomination and Remuneration Committee and the Board whether to extend or continue the term of appointment of ID subject to all other applicable compliances.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The details of the number of meetings of the Board held during the Financial Year 2018-2019 forms a part of the Corporate Governance Report.

COMMITTEES OF THE BOARD:

Currently there are following Committees which are as follows:

1. Audit Committee
2. Stakeholders Relationship committee
3. Nomination and Remuneration Committee
4. Investment Committee
5. Corporate Social Responsibility Committee

Details of all the committees along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance, forming part of this Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In compliance with the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI Listing Regulations, the Company has formulated a vigil mechanism for Directors and Employees. The Vigil Mechanism / Whistle Blower policy has been posted on the website of the Company (www.sftc.co.in).

PREVENTION OF SEXUAL HARASSMENT:

Your Company has in place an appropriate policy which is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints, if any, received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

We further state that during the financial year under review, there were no complaints received/cases filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

RISK MANAGEMENT:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner; your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

The Company has a Risk Management Policy (a) to ensure that all the Current and future material risk exposures of the company are indentified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management process (b) to establish a framework for the company's risk management process and to ensure its implementation (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices (d) to assure business growth with financial stability.

There are no risks which threaten the existence of the company.

RELATED PARTY TRANSACTIONS:

Your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provision of the Companies Act, 2013, Rules issued there under. Thus the disclosure in AOC-2 is not required. Further, there are no materially significant related party transactions

made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

DEPOSITORY SERVICES:

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE475D01010.

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

INTERNAL FINANCIAL CONTROL:

Your Company has in place an adequate internal control system commensurate with the size of its operations. The Internal control system comprising of policies and procedures is designed to ensure sound management of your Company's operations, safekeeping of its assets, optimal utilisation of resources, reliability of its financial information and compliance. Clearly defined roles and responsibilities have been institutionalised. Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of your Company's operations.

During the financial year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on such controls.

CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. The Code with revision made in accordance with the requirements of Listing Regulations has been posted on the Company's website www.sftc.co.in.

All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

STATUTORY AUDITOR:

The members of the Company at its Annual General Meeting held on 28th September, 2018 appointed **M/s. S. S. Rath & Co.**, Chartered Accountants (Firm Registration No. 108726W), as Statutory Auditors of the Company to hold the office of the Statutory Auditors of the Company until the conclusion of 40th Annual General Meeting. The auditors confirmed that their appointment shall be in compliance with Section 139 and 141 of the Companies Act, 2013 subject to ratification at the ensuing AGM by the shareholders.

The Company had received certificate from the Statutory Auditors confirming their eligibility and willingness for their appointment pursuant to Section 139(1) of the Act.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting and M/s. S. S. Rath & Co., Chartered Accountants, will continue to act as auditor of the Company till **financial Year 2022-2023**.

The Report given by the Auditors on the Financial Statement of the company is part of this report.

INTERNAL AUDIT:

Pursuant to the provision of Section 138 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014, the Board on recommendation of the Audit committee re-appointed **M/s. Kavita Birla & Co.**, (M. No. 405577), Practising Chartered Accountant, Mumbai as an Internal Auditor of the Company. The Internal Auditor submits his reports to the Audit Committee.

Based on the report of Internal Audit, Management undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and Corrective actions thereon are presented to the Audit Committee of the Board.

SECRETARIAL AUDIT REPORT:

Your Company appointed **M/s. Reena S. Modi & Associates**, Practising Company Secretary, holding membership of The Institute of Company Secretaries of India (Membership No. A-25346, Certificate of Practice No. 12621) as the Secretarial Auditor of your Company to conduct the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit report is annexed herewith as **Annexure 'B'** and forms an integral part to this Report.

In addition to the above and pursuant to SEBI circular dated 8th February 2019, a report on secretarial compliance by **M/s. Reena S. Modi & Associates** (Membership No. 25346), a firm of Company Secretaries in Practice for the FY 2018-2019 has been submitted with Stock exchanges.

EXPLANATIONS OR COMMENTS BY BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE:

- **Reply by management on the Statutory Auditors' report:**
Delete Yellow highlighted & insert :-
a. The Company in the preceding year ended 31st March, 2018 had borrowed loan of Rs.100 crs. from M/s Kalyan Sangam Infratech Ltd. (KSIL) and Rs.150 crs. from M/s. Sangam Business Credit Ltd. (SBCL), group concerns of the Company, for in turn

advancing to M/s IL & FS Transportation Network Ltd. (IL & FSTN). As the Company was having running account of KSIL in respect of other business transactions, the loan of Rs.100 crs. borrowed from the said company was inadvertently credited to the said running account having debit balance, instead of to a separate loan account. Since the said borrowing was having direct nexus with the loans advanced as above, the Company during the year under report has transferred the said borrowings from the running account of the said company to a separate loan borrowed account which has resulted in short-term borrowings & short-term loans & advances for the year under report being higher by Rs.100 crs. Since the said running account and the loan borrowed were carrying different rate of interest this correction has resulted in profit for the year being higher by Rs. 41,09,589/- .

The company has rectify and accounting the Profit in current financial year.

- b. The Company has Advance Loan to IL&FSTN in March 2018 of Rs.250 crores. The interest on loan of Rs.250 crs. advanced to IL & FSTN was receivable on quarterly basis. The Company during the year has received interest on the said loan for the first quarter ended 30th June, 2018 and for the subsequent quarters has not received any interest. Though the said loan has become NPA in April, 2019 i.e. in the financial year 2019-20, the Company, following the prudential norms, has not recognized interest amounting to Rs. 26,27,39,726/- on the said loan from 1st July, 2018. The Company has correspondingly not provided interest on the loans borrowed from KSIL & SBCL from July, 2018 amounting to Rs. 25,33,56,164/- on matching principles.

The Management is contemplating to Assign this loans of Rs.250 crores advanced to IL&FSTN to another lenders / parties in next financial Quarter.

• **Reply by management on the Secretarial Auditors' report:**

The Company has received Notice with fine of INR 37,660 including GST for Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has provided the clarification on the same to the Bombay Stock Exchange and the same is under consideration.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Whole Time Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

The Company has in place adequate policies and procedures for ensuring the orderly business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation.

CORPORATE GOVERNANCE:

The Company is committed in maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI).

All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the financial year under review. A declaration to this effect signed by the Chief Executive Officer of the Company forms part of the Corporate Governance Report.

The Chief Executive Officer and Chief Financial Officer have certified to the Board with regard to the Financial Statements and other matters as required under Regulation 17(8) of the SEBI Listing Regulations which forms part of the Corporate Governance Report.

The Corporate Governance Report, which form an integral part of this Report, are set out as a separate Annexures, together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (LODR) Regulation, 2015.

MANAGEMENT DISCUSSION & ANALYSIS REPORTS:

Pursuant to Regulation 34 of SEBI Listing Regulations, the Management Discussion and Analysis Report for the financial year under review, is presented as a separate section forming part of this Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING:

Considering the Company's activities as a non-banking finance company (NBFC), particulars with respect to the conservation of energy and technology absorption as required to be disclosed pursuant to provision of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not relevant to the Company.

PARTICULARS OF EMPLOYEES:

The prescribed particulars of remuneration of employees pursuant to Section 197 read with Rule 5 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out as **Annexure “C”** to the Directors’ Report and forms part of this Annual Report.

None of the employees have drawn remuneration more than Rs. 10 lakhs p.m., if employed for the part of the year and Rs. 120 lakhs p.a. if employed throughout the year.

CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Board has constituted the Corporate Social Responsibility (CSR) Committee under the Chairmanship of Mrs. Anjana Soni Thakur. The other members of the Committee are Mr. Ratan Lal Samriya and Mr. Arjun Agal.

A detailed CSR Policy has been framed which is placed on the Company’s Website. As a part of its initiative under the CSR drive, the company has undertaken CSR activities by giving contribution to various permitted entities.

These CSR Projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company’s CSR Policy. Details of the CSR activities as required under Section 135 of the Companies Act, 2013 and rules framed thereunder are given in the CSR Report framed thereunder are given in the CSR Report as **Annexure ‘D’** forming part of this Report.

ACKNOWLEDGMENT:

The Directors place on record their appreciation to all those people, who have so willingly placed their trust in the company & management and to all customers across all area, shareholders, Financial Institutions, Banks, Government, and Local Authorities under our operation, who have given the company an opportunity to serve them.

It is worth mentioning that, working with many NBFCs has been a very encouraging experience especially in being catalyst to their sustainability and growth. The company looks forward to further strengthening the synergies.

The entire Team of the Company deserves the appreciation for their sincere efforts and determination to excel. The core teams of the plays a pivotal role in articulating and implementing the strategic decisions and thus contributing to the development of the company. I take this opportunity to express my heartfelt appreciation for their continuous support, hard work and dedication.

**For and on behalf of Board of Directors
For Suchitra Finance & Trading Co. Ltd.**

Sd/-

**Vinod Kumar Sodani
Chairman
(DIN: 00403740)**

Date: 20th June, 2019

Place: Mumbai

REGISTERED OFFICE:

B/306-309, Dynasty Business Park,
Opp. Sangam cinema, Andheri (E), Mumbai – 400059

Email id: suchitra@sangamgroup.com,
website: www.sftc.co.in

ANNEXURE TO DIRECTORS' REPORT
"ANNEXURE A"
EXTRACT OF ANNUAL RETURN
Form No. MGT-9

(As on the Financial Year ended on 31st March, 2019)

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

I. REGISTRATION AND OTHER DETAILS :

i.	CIN	L65910MH1981PLC234305
ii.	Registration Date	09/12/1981
iii.	Name of the Company	SUCHITRA FINANCE & TRADING COMPANY LIMITED
iv.	Category/Sub-Category of the Company	Public Company, Limited by shares, NBFC.
v.	Address of the Registered office and contact details	B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A. K. Road, Andheri (E), Mumbai (M.H.) - 400059 Phone No: 022-61115222 E-mail Id: suchitra@sangamgroup.com
vi.	Whether listed Company	Yes (BSE & CSE)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017 Phones: (033) 2280 6616 / 6617 / 6618 E-Mail: nichetechpl@nichetechpl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Interest Income & Syndication Fees	649	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Marigold Investrade Pvt. Ltd.	U67120MH1997PTC106020	Holding	63.08%	2(46)

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 (2018)				No. of Shares held at the end of the year (2019)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter/PAC									
1) Indian									
a) Individual/ HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp	5880250	Nil	5880250	63.08	5880250	Nil	5880250	63.08	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(A) (1) :-	5880250	Nil	5880250	63.08	5880250	Nil	5880250	63.08	Nil
2) Foreign									
g) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
j) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
k) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(A)(2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoters (A)= (A) (1) + (A) (2)	5880250	Nil	5880250	63.08	5880250	Nil	5880250	63.08	Nil

Category of shareholders	No. of Shares held at the beginning of the year (2018)				No. of Shares held at the end of the year (2019)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(B)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	3090584	2000	3092584	33.17	3095464	2000	3097464	33.22	0.05
Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	115187	75190	190377	2.04	116109	75190	191299	2.05	0.01
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	154298	0	154298	1.66	109085	0	109085	1.17	-0.49
Clearing Member	5041	0	5041	0.05	44152	0	44152	0.47	0.42
Others (Specify)- NRI	Nil	Nil	Nil	Nil	300	Nil	300	0.03	0.03
Sub-total (B)(2)	3365110	77190	3442300	36.92	3365110	77190	3442300	36.92	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3365110	77190	3442300	36.92	3365110	77190	3442300	36.92	0.00
Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	9245360	77190	9322550	100	9245360	77190	9322550	100	Nil

ii. Shareholding Of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Marigold Investrade Pvt. Ltd.	5880250	63.08	Nil	5880250	63.08	Nil	Nil
	Total	5880250	63.08	Nil	5880250	63.08	Nil	Nil

iv. Change in promoters' shareholding:

Sr. no	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	*NO CHANGE*			
	At the End of the year				

v. Share holding pattern of top ten share holders (other than, Directors Promoters and Holders of GDRS, ADRS):

Sr. No.	Name	Shareholding		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning of the year	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Fantastic Vyapaar Pvt. Ltd.	464000	4.98	-	-	-	464000	4.98
2	Gawarja Merchants Pvt. Ltd.	411000	4.41	-	-	-	411000	4.41
3	Seawoods Hospitality & Realty Pvt. Ltd.	410000	4.40	-	-	-	410000	4.40
4	Sukaniya Properties Pvt. Ltd.	363000	3.89	-	-	-	363000	3.89
5	Nouveau Cotspin Pvt. Ltd.	300000	3.22	-	-	-	300000	3.22
6	Kelvin Merchants Pvt. Ltd.	266750	2.86	-	-	-	266750	2.86
7	Intime Realty Pvt. Ltd.	250000	2.68	-	-	-	250000	2.68
8	Novelty Tie Up (P) Ltd.	197000	2.11	-	-	-	197000	2.11
9	Laxmi Management Pvt. Ltd.	149500	1.60	-	-	-	149500	1.60
10	Vinayak Vinimay (P) Ltd.	149000	1.60	-	-	-	149000	1.60

vi. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP Name of the Director/KMP	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
1.	Mrs. Anjana Soni Thakur	-	-	-	-
2.	Mr. V. K. Sodani	-	-	-	-
3.	Mr. Mahesh. C. Lakhotiya	-	-	-	-
4.	Mr. Govinda Soni	-	-	-	-
5.	Ms. Antima Soni*	-	-	-	-
6.	Mr. Ratan Lal Samriya	-	-	-	-
7.	Mr. Arjun Agal	-	-	-	-

*Note: Antima Soni has resigned w.e.f. 14/11/2018 from the post of CFO & Mr. Govinda Soni has appointed as CFO w.e.f. 14/11/2018.

vii. INDEBTEDNESS:

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

(Rs. In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4103.65	20284.16	Nil	24387.81
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	4103.65	20284.16	NIL	24387.81
Change in Indebtedness during the financial year				
- Addition		12334.86		12334.86
- Reduction	945.76	1737.07		2682.83
Net Change	-945.76	10597.79	NIL	9652.03
Indebtedness at the end of the financial year				
i) Principal Amount	3157.89	30881.95	Nil	34039.84
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ ii+ iii)	3157.89	30881.95	NIL	34039.84

V. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. **Remuneration to Managing Director, Whole time Directors and/or Manager:**

(Amt. In Lakhs)

Sr. no.	Particulars of Remuneration Name	Name of MD/WTD/Manager	
		Anjana Soni Thakur	Total
1.	Gross Salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20.00	20.00
(b)	Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	NIL	NIL
(c)	Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission	NIL	NIL
	-as % of profit		
	-Others, Specify....		
5.	Others	NIL	NIL
	Total	20.00	20.00

B. **Remuneration to other directors: N.A.**C. **Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

(Amt. in Lakhs)

Sr. no.	Particulars of Remuneration Name	Key Managerial personnel		
		Company Secretary & CFO Govinda Soni (CFO w.e.f. 14/11/2018)	CFO Antima Soni (upto 14/11/2018)	Total
1.	Gross Salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.35	NIL	7.35
(b)	Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	NIL	NIL	NIL
(c)	Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission	NIL	NIL	NIL
	-as % of profit			
	-Others, Specify....			
5.	Others	NIL	NIL	NIL
	Total	7.35	NIL	7.35

VI. **PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/Punishment/Compounding fees imposed	Authority[RD/NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers In Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

“Annexure - B”**Form No. MR-3****SECRETARIAL AUDIT REPORT**

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

To,
The Members,

SUCHITRA FINANCE & TRADING CO LTD
B/306-309, DYNASTY BUSINESS PARK
OPP: SANGAM CINEMA A.K. ROAD, ANDHERI (E),
MUMBAI-400059

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

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SUCHITRA FINANCE & TRADING CO LTD.** for the financial year ended on 31st March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;- Not applicable during Audit period
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 -Not applicable during Audit period;
 - (e) The Securities and Exchange Board of India (Issue

and Listing of Debt Securities) Regulations, 2008;- Not applicable during Audit period

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not applicable during Audit period and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;- Not applicable during Audit period

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and the same has been complied.
- (ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange and Bombay Stock Exchange.

I 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 sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards except the following:

- 1- Reg (34) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received Notice with penalty of INR 37,660 including GST. The Company has provided the clarification on the same to the Bombay Stock Exchange and the same is under consideration.
- 2- The Report of the Statutory Auditors on the Financial Statement for the Financial Year 2018-19 is qualified on the basis of the Notes on Accounts Point 24(b). The directors are giving their explanation to the same in their report to the shareholders.

For Reena S Modi & Associates
Practicing Company Secretary

Sd/-

Reena Modi

ACS No- A25346

CP No- 12621

Place : Mumbai
Date : 20th June, 2019

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

Annexure A to the Secretarial Audit Report

To,
The Members,

SUCHITRA FINANCE & TRADING CO LTD
B/306-309, DYNASTY BUSINESS PARK
OPP: SANGAM CINEMA A.K. ROAD, ANDHERI (E),
MUMBAI-400059

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on the random test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company. The report has been issued based on facts and documents presented before me during Audit

For Reena S Modi & Associates
Practicing Company Secretary

Place : Mumbai
Date : 20th June, 2019

Sd/-
Reena Modi
ACS No- A25346
CP No- 12621

Annexure 'C'**Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Particulars	Status
1	Ratio of the remuneration to each executive Director to the median remuneration of the employees of the Company for F.Y. 2018-19	NA
2	% increase in remuneration Executive Directors, CFO and CS during the F.Y. 2018-19	10%
3	% increase in median remuneration of the employees for the F.Y. 2018-19	10%
4	Total employees on role of Company as on 31 st March, 2019	3
5	Relationship between average increase in remuneration and Company's performance	NA
6	Comparison of the remuneration of the KMPs against the performance of the Company	NA
7	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer	NA
8	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	10 (No exceptional increment)
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	As per market trend
10	The key parameters for any variable component of remuneration	NA
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	NA
12	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes

“Annexure-D”

Corporate Social Responsibility:

We submit that Section 135(1) of the Companies Act, 2013 provides that every Company having net worth of Rs. 500 Crore or more, or turnover of Rs. 1,000 Crore or more or a net profit of Rs. 5 Crore or more during any financial year shall constitute a Corporate Social Responsibility (“CSR”) Committee.

In accordance with the requirements of Section 135 of Companies Act, 2013, your Company has already formed Corporate Social Responsibility Committee, which comprises Mrs. Anjana Soni Thakur, Mr. Ratan Lal Samriya and Mr. Arjun Agal, Directors of the Company. Your Company has also formulated a Corporate Social Responsibility Policy (CSR Policy).

The Company has made the relevant provisions for CSR activities as per Section 135 of the Companies Act in pursuance of CSR Policy formulated by its CSR Committee in accordance with the Companies (Corporate Social Responsibility) Rules 2014.

The average net profit of the Company, computed as per Section 198 of the Companies Act, 2013, during the three immediately preceding financial years was Rs. 586.34 lakhs. It was hence required to spend Rs. 11.73 lakhs on CSR activities during the Financial Year 2019-20 being 2% of the average net profits of the three immediately preceding financial years.

The Company evaluated various options and projects like rural development foundation, improving the quality of life in rural area like backward people & adiwasi people, promoting of education along with adequate facilities and other areas of activities mentioned in the CSR Policy of the Company.

CSR- Disclosure required pursuant clause (0) of sub-section (3) of Section 134 of the Companies Act 2013 and The Companies (Corporate Social Responsibility Policy) Rules, 2014

Sr. No.	Particulars	Remarks					
1	A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs.	The Company evaluated various options and projects like rural development foundation, improving the quality of life in rural area like backward people & adiwasi people, promoting of education along with adequate facilities and other areas of activities mentioned in the CSR Policy of the Company. During the year company has incurred CSR activities in education Area through an Agency who is Constructing a Hostel for Students who comes to Mumbai / or nearby Area for pursuing Education. This hostel will provide accommodation & food at concession rate to Students for unprivileged students (Other words can be inserted).					
2	The Composition of the CSR Committee.	CSR Committee comprises Mrs. Anjana Soni Thakur, Mr. Ratan Lal Samriya and Mr. Arjun Agal.					
3	Average net profit of the Company for last three financial years.	Rs. 586.34 lakhs					
4	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above).	Rs. 11.73 lakhs for the Current Financial year					
5	Details of CSR spent during the financial year: a) Total amount to be spent for the financial year b) Amount unspent, if any;	Rs. 16.46 lakhs (Rs. 11.73 lakhs for the Financial Year 2018-19 & Rs.4.73 lakhs for the Financial Year 2017-18) Nil					
c) Manner in which the amount spent during the financial year is detailed Below:							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project or activity identified	Sector in which the product is covered	Project or Programs 1. Local area or other 2. Specify the state and district where projects or programs was undertaken	Amount outlay (Budget) Project or Programs wise	Amount spent on the Projects or Programs Sub-heads: 1. Direct Expenditure on Projects or programs 2. Over-heads:	Cumulative Expenditure up to the reporting period	Amount spent direct or through implementing agency
[1]	Education and Training / facilities	Schedule VII (ii)	Local Area, Mumbai, Maharashtra	Rs. 17,00,000/-	Rs. 17,00,000/-	Rs. 17,00,000/-	ABM Maheshwari Education Trust
6	In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.		NA				
7	Responsibility statement of the CSR Committee		We hereby declare that implementation and monitoring of CSR Policy are in Compliance with CSR Objectives and Policy of the Company.				

REPORT ON CORPORATE GOVERNANCE

1. **CORPORATE GOVERNANCE:**

Corporate Governance refers to a set of laws, regulations and good practices that enable an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

2. **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

The Company's essential character revolves around the values based on transparency, integrity, professionalism and accountability. At the Highest level, the Company continuously endeavors to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the Company forward.

3. **BOARD OF DIRECTORS:**

The Board of Directors provides strategic directions and thrust to the operations of the Company, thereby enhancing the value of the stakeholders.

(a) **COMPOSITION:**

The Board of Directors of the Company has an optimum combination of executive and non-executive and independent directors. There are 5 Directors on Board of the Company, comprising of 1 Whole Time Director, 2 Independent Directors and 2 Non- Executive Directors as on **March 31st, 2019**. The Chairman of the Board is Non - Executive Director. The directors have made necessary disclosures regarding positions occupied by them in other companies.

The Composition of the Board of Directors of the Company as on **31st March, 2019** are as under with details of other directorships and committee memberships:-

Sr. No.	Name	Status	No. of other Directorships and Committee Memberships	
			Other Directorships	Committee Membership
1.	Mr. V. K. Sodani	Chairman (Non-Executive Director)	05	-
2.	Mr. Mahesh. C. Lakhotiya	Non-Executive Director	07	-
3.	Mrs. Anjana Soni Thakur	Whole Time Director	05	-
4.	Mr. Arjun Agal	Independent Director	-	-
5.	Mr. Ratan Lal Samriya	Independent Director	01	-

(b) **MEETINGS OF THE BOARD AND ATTENDANCE OF THE DIRECTORS:**

Attendance at Board meetings during the year and last Annual General Meetings are as follows:

- 6 meetings of the Board are held on 20th April, 2018, 30th May, 2018, 13th August, 2018, 01st September, 2018, 14th November, 2018 & 14th February, 2019.
- The Last Annual General Meeting was held on 28th September, 2018

Sr. No.	Name of the Director	No. of Board Meeting attended	Whether attended Last AGM
1.	Mr. V. K. Sodani	6	No
2.	Mr. Mahesh. C. Lakhotiya	6	Yes
3.	Mrs. Anjana Soni Thakur	6	Yes
4.	Mr. Ratan Lal Samriya	6	Yes
5.	Mr. Arjun Agal	6	Yes

None of the above directors are related inter-se.

(c) **BOARD PROCEDURE:**

The annual calendar of board meetings is agreed upon at beginning of the year. The Agenda is circulated in advance to the Board Members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions.

(d) **CODE OF CONDUCT & DECLARATION:**

The Company has adopted a Code of Conduct for the Directors, Senior Management Personnel and Employees of the

Company. The Members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the code for the effective period. Declaration from Mrs. Anjana Soni Thakur, Whole Time Director affirming compliance of the said code by all the Board Members and members of senior management of the company to whom the code is applicable is annexed separately to this report.

(e) **OBLIGATIONS OF INDEPENDENT DIRECTORS:**

As mandated by Regulation 25 of the Listing Regulations, the Independent Directors on the Company's Board held a meeting on 14th November, 2018 without the presence of Non-Independent Directors and Members of the management to:

- (a) review the performance of non-independent Directors and the Board of Directors as a whole;
- (b) review the performance of the chairperson of the listed entity, taking into account the views of executive Directors and non-executive Directors;
- (c) Assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Accordingly, the performance evaluation of the Chairman & Managing Director and Whole-time Director was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

(f) **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The Company has in place a policy for Familiarization Programme for Independent Director and the same is disclosed on the website of the company i.e. www.sftc.co.in.

INFORMATION PLACED BEFORE BOARD OF DIRECTORS:

The Board has complete access to all information with the Company.

All Board meetings are governed by a structured agenda which is backed by comprehensive background information. Inter-alia, the following information is regularly provided to the Board, as part of the agenda papers well in advance of the Board meetings, or is tabled in the course of the Board meeting:

- a. Annual operating plans and budgets and any updates.
- b. Quarterly results for the Company.
- c. Minutes of meetings of audit committee and other committees of the board.
- d. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- e. Show cause, demand, prosecution notices and penalty notices which are materially important.
- f. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- g. Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- h. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed structures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- i. Details of any joint venture or collaboration agreement.
- j. Any transactions that involves substantial payment towards goodwill, brand equity, or intellectual property.
- k. Sale of material, nature of investments, subsidiaries, assets, which is not in normal course of business.
- l. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as nonpayment of dividend, delay in share transfer etc.

The Board has an effective post meeting follow up procedure. The Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company, as well as steps taken by the Company to rectify instances of non-compliance.

4. **BOARD COMMITTEES:**

The Board currently has following Committees:

- (a) Audit Committee.

- (b) Nomination & Remuneration Committee.
- (c) Shareholders'/Investors' Grievance Committee.
- (d) Investment Committee
- (e) Corporate Social Responsibility Committee

(a) **AUDIT COMMITTEE:**

(i) **TERMS OF REFERENCE:**

1. Oversight of the Company's financial reporting process, review of internal control system and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment of the Statutory Auditors and fixation of their remuneration.
3. Reviewing the major accounting policies and practices and adoption of applicable Accounting Standards.
4. Reviewing the management, the annual financial statements before submission to the board for approval.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval, with particular reference to:-
 - a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major Accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
6. Discussion with the internal/statutory auditors on any significant finding and follow-up there on.
7. Reviewing the risk management mechanisms of the Company.
8. Approval of the appointment of the Chief Executive officer (CEO).

Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken care of.

(ii) **COMPOSITION:-**

The composition of Audit Committee as on **31st March, 2019** is as follows:-

Sr. No.	Name of the Director	Composition
1.	Mr. Ratan Lal Samriya	Chairman (Independent Director)
2.	Mr. V. K. Sodani	Member (Chairman & Non-Executive Director)
3.	Mr.Arjun Agal	Member (Independent Director)

(iii) **MEETING AND ATTENDANCE:**

The Committee met 4 times during the year on 30th May, 2018, 13th August, 2018, 14th November, 2018 & 14th February, 2019.

The attendances of the Members at the meetings were as follows:-

Name of the Director	Status	No. of Meetings during the year	No. of Meetings Attended
Mr. Ratan Lal Samriya	Chairman	1	1
Mr. V. K. Sodani	Member	1	1
Mr.Arjun Agal	Member	1	1

All the members of the Audit Committee are financially literate and have Accounting or related financial management expertise. The Chief Financial Officer and Head of the Corporate Audit Services are permanent invitees to the meetings of the Audit Committee. The Company Secretary is the Secretary to the Committee.

(b) **NOMINATION & REMUNERATION COMMITTEE:**

The Company is having "Nomination and Remuneration Committee" constituted in accordance with section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulation, 2015.

(i) TERMS OF REFERENCE:

The Remuneration Committee is there to identify persons qualified to become directors & KMPs, formulate and recommend to the Board the compensation/ remuneration structure for managing director/whole time directors & KMPs, their evaluation & removal. However, at present, no compensation or remuneration is paid to Executive & Non-Executive directors.

(ii) COMPOSITION:-

The composition of the Nomination & Remuneration Committee as on **31st March, 2019** is as follows:-

Sr. No.	Name of the Director	Composition
1.	Mr. Ratan Lal Samriya	Chairman (Independent Director)
2.	Mr. V. K. Sodani	Member (Chairman & Non-Executive Director)
3.	Mr.Arjun Agal	Member (Independent Director)

(i) MEETING AND ATTENDANCE:

The Committee met 2 times during the year on 28th September, 2018 & 14th November, 2018.

The attendances of the Members at the meetings were as follows:-

Name of the Director	Status	No. of Meetings during the year	No. of Meetings Attended
Mr. Ratan Lal Samriya	Chairman	2	2
Mr. V. K. Sodani	Member	2	2
Mr.Arjun Agal	Member	2	2

All the members of the Nomination & Remuneration Committee are financially literate and have Accounting or related financial management expertise. The Company Secretary is the Secretary to the Committee.

(c) SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE:**(i) TERMS OF REFERENCE:**

The Committee oversees redressal of shareholders/investors grievances, transfers of shares, non-receipt of balance sheets and related matters. It also reviews the system of dealing with and responding to correspondence from the Investors viz- shareholders and the reporting of the same to the Board periodically.

(ii) COMPOSITION:-

The composition of the Shareholders/Investors Committee as on **31st March, 2019** is as follows:-

Sr. No.	Name of the Director	Composition
1.	Mr. Ratan Lal Samriya	Chairman (Independent Director)
2.	Mr. V. K. Sodani	Member (Chairman & Non-Executive Director)
3.	Mr.Arjun Agal	Member (Independent Director)

(iii) MEETING AND ATTENDANCE:

The Committee met 4 times during the year on 30th May, 2018, 13th August, 2018, 14th November, 2018 & 14th February, 2019.

The attendances of the Members at the meetings were as follows:-

Name of the Director	Status	No. of Meetings during the year	No. of Meetings Attended
Mr. Ratan Lal Samriya	Chairman	4	4
Mr. V. K. Sodani	Member	4	4
Mr.Arjun Agal	Member	4	4

All the members of the Shareholders/Investors Grievance Committee are financially literate and have Accounting or related financial management expertise. The Company Secretary is the Secretary to the Committee.

(d) INVESTMENT COMMITTEE:**(i) TERMS OF REFERENCE:**

The Company formed "Investment Committee" on 20th February, 2016 & Reconstituted with effect from 14th February,

2019. The Committee Re-consist of Mrs. Anjana Soni Thakur, Chairman (WTD), Mr. Govinda Soni, Member (CFO) and Mrs. Sejal Sagar Modi, Member (Independent Financial Consultant) to meet as and when necessary to take Investment decision required by the Company being Non Banking Financial Company.

(ii) **COMPOSITION:-**

The composition of the Shareholders/Investors Committee as on **31st March, 2019** is as follows:-

Sr. No.	Name of the Director	Composition
1.	Mrs. Anjana Soni Thakur	Chairman (Whole Time Director)
2.	Mr. Govinda Soni	Member (Chief Financial Officer)
3.	Mrs. Sejal Sagar Modi	Member (Independent Financial Consultant)

(iii) **MEETING AND ATTENDANCE:**

The Committee met 1 time during the year on 14th February, 2019.

The attendances of the Members at the meetings were as follows:-

Name of the Director	Status	No. of Meetings during the year	No. of Meetings Attended
Mrs. Anjana Soni Thakur	Chairman	1	1
Mr. Govinda Soni	Member	1	1
Mrs. Sejal Sagar Modi	Member	1	1

All the members of the Investment Committee are financially literate and have Accounting or related financial management expertise. The Company Secretary is the Secretary to the Committee.

(e) **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

(i) **TERMS OF REFERENCE:**

The Board of Directors of the Company had constituted the Corporate Social Responsibility Committee on 14th February, 2018 in accordance with section 135 of Companies Act, 2013 comprising of three Directors.

(ii) **COMPOSITION:**

The composition of the Corporate Social Responsibility Committee as on **31st March, 2019** is as follows:-

Sr. No.	Name of the Director	Composition
1.	Mrs. Anjana Soni Thakur	Chairman
2.	Mr. Ratan Lal Samriya	Member
3.	Mr. Arjun Agal	Member

(iii) **MEETING AND ATTENDANCE:**

The Committee met 1 time during the year on 14th November, 2018.

The attendances of the Members at the meetings were as follows:-

Name of the Director	Status	No. of Meetings during the year	No. of Meetings Attended
Mrs. Anjana Soni Thakur	Chairman	1	1
Mr. Ratan Lal Samriya	Member	1	1
Mr. Arjun Agal	Member	1	1

All the members of the Corporate Social Responsibility Committee are financially literate and have Accounting or related financial management expertise. The Company Secretary is the Secretary to the Committee.

(f) **RISK MANAGEMENT POLICY:**

During the Year, your Directors have formulated the Risk Management Policy at Board Meeting, which has been entrusted with the responsibility to assist the Board:

1. To ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management and
2. To establish a framework for the Company's risk management process and to ensure its implementation
3. To enable compliance with appropriate regulations, wherever applicable.
4. To assure business growth with financial stability.

5. SHAREHOLDERS MEETINGS:

The date, time and venue of the Annual General Meetings of last three years are given below:

Financial Year	Date	Time	Venue
2015-2016	30.09.2016	11:00 a.m.	Registered Office
2016-2017	28.09.2017	11:00 a.m.	Registered Office
2017-2018	28.09.2018	11:00 a.m.	Registered Office

All resolutions moved at the Last Annual General Meeting were passed with requisite majority.

6. SECRETARIAL AUDIT:

Secretarial Audit is being carried out by Company Secretary in practice to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) & Central Depository Services Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number in physical form and total number of dematerialized shares held with NSDL & CDSL.

7. CERTIFICATE FROM PRACTISING COMPANY SECRETARY:

A certificate from **M/s. Abhik Jain & Associates, Practising Company Secretary** (Membership No.: 37412, CP No.: 20056) to the effect that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. The same forms a part of this Report.

8. DISCLOSURES:

- i) The Company did not have any material significant related party transaction having a potential conflict with the interest of the Company at large.
- ii) The financial statements have been prepared in accordance with the Accounting Standards and policies generally accepted on India.
- iii) The Company has implemented the mandatory requirements of Corporate Governance as set out in SEBI (LODR) Regulation, 2015. The annual financial results are published in English and Marathi newspapers.
- iv) The Company has a Risk Management Policy Framework for risk identification, assessment and control to effectively manage risks associated with the business of the Company.
- v) Vigil Mechanism/ Whistle Blower Policy:

Pursuant to Section 177 (9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulation, 2015 the Company has adopted a Vigil Mechanism/ Whistle Blower Policy. The Company believes in professionalism, transparency, integrity and ethical behavior and had thus 'Whistle Blower Policy' to facilitate employees to report concerns of any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. No employee of the Company has been denied access to the Audit Committee of the Board of Directors. The same is also posted on the website of the Company.

vi) Proceeds From Public Issue:

The Company has not made any Public issue during the financial year March 31, 2019.

vii) CEO/CFO Certification:

As required under Regulation 17(8) of the SEBI (LODR) Regulation, 2015, the CEO/CFO certification is annexed.

viii) Compliance certificate of the Auditors on Corporate Governance:

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance laid down in the SEBI (LODR) Regulation, 2015. This certificate is annexed to the Report.

9. MEANS OF COMMUNICATION:

- i) The quarterly/annual financial results are regularly submitted to the Stock Exchanges and published in one English daily and one Marathi daily.
- ii) The Management Discussion and Analysis Report, in compliance with requirements of SEBI (LODR) Regulation, 2015 is annexed to the Directors' Report and forms part of the Annual Report being sent to all the members of the Company.
- iii) website of Company: **www.sftc.co.in**

10. DISCLOSURE OF EVENTS OR INFORMATION:

In accordance with Regulation 30(4)(ii) of SEBI (LODR) Regulation, 2015, the Company has framed a policy for determination of materiality, based on criteria specified in Regulation 30(4)(i), duly approved by the Board of Directors, which shall be disclosed on the Company's Website www.sftc.co.in

Further, the Company has authorized KMP'S for the purpose of determining the materiality of an event or information and for the purpose of making disclosure to stock exchange(s) under the said Regulation and the contact details of such personnel has been disclosed to the stock exchange(s) and as well is placed on the Company's Website www.sftc.co.in

11. DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSE (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT:

Company has complied with the corporate Governance Requirements specified in Regulation 17 to 27 and in accordance with Regulation 46(2) of SEBI (LODR) Regulation, 2015 required information has been hosted on the Company's website www.sftc.co.in.

12. GENERAL SHAREHOLDER INFORMATION:

1.	36 th Annual General Meeting - Date & Time - Venue	30.09.2019 & 11:00 a.m. B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A. K. Road, Andheri (E), Mumbai - (M.H.) - 400059.
2.	Financial Calendar -Unaudited results for the quarter ended June, 2019 -Unaudited results for the quarter/half year ended September, 2019 -Unaudited results for the quarter ended December, 2019 -Audited results for the year ending March 31 st , 2020	2 nd week August, 2019 2 nd week November, 2019 2 nd week February, 2020 Audited result by end of May, 2020
3.	Book Closure Date	24.09.2019 to 30.09.2019 (Both days inclusive)
4.	The listing fees has been paid up to the date to all the stock exchanges	Yes
5.	Scrip Code: BSE Ltd. (BSE) Calcutta Stock Exchange Ltd. (CSE)	538714 029400

13. STOCK MARKET DATA:

The reported high and low prices of equity shares of Suchitra Finance & Trading Co. Ltd. traded during the Financial Year 2018-19 on BSE are set out in the following table:

Months	Bombay Stock Exchange Limited (BSE)	
	Share Price (Rs.)	
	High	Low
April, 2018	65.50	58.95
May, 2018	67.00	48.55
June, 2018	62.10	50.60
July, 2018	57.95	38.75
August, 2018	40.00	32.60
September, 2018	55.70	31.00
October, 2018	63.85	55.55
November, 2018	57.30	54.05
December, 2018	69.90	53.25
January, 2019	70.35	51.30
February, 2019	70.00	62.00
March, 2019	64.90	61.90

14. DISTRIBUTION OF EQUITY SHARE AS ON 31ST MARCH, 2019:

Sr. No.	Category	Shareholders		Shareholding	
		Number	%	Number	%
1.	1 to 500	552	90.7895	75,707	0.8121
2.	501 to 1000	11	1.8092	9,984	0.1071
3.	1001 to 5000	19	3.1250	43,582	0.4675
4.	5001 to 10000	9	1.4803	77,566	0.8320
5.	10001 to 50000	4	0.6579	98,211	1.0535
6.	50001 to 100000	1	0.1645	55,000	0.5900
7.	100001 to above	12	1.9737	89,62,500	96.1379
	Total	608	100.0000	93,22,550	100.0000

15. PATTERN OF SHAREHOLDING AS ON 31ST MARCH, 2019:

CATEGORY	NO. OF SHARES HELD	% OF SHAREHOLDING
PROMOTERS HOLDINGS		
a) Individual	Nil	Nil
b) Body Corporate	5880250	63.08%
PUBLIC HOLDINGS		
a) Institutions	Nil	Nil
b) <u>Non Institutions</u>		
i) Body Corporate	3097464	33.22%
ii) <u>Individuals</u>		
a) Shareholders Nominal Shares upto 1 Lakh	191299	2.05%
b) Shareholders Nominal Shares more than 1 Lakh	109085	1.17%
iii) Clearing Member	44152	0.48%
TOTAL	9322550	100%

16. DETAILS OF DEMAT SHAREHOLDING:

As notified by SEBI, the Company's Equity shares have been included in the compulsory trading in electronic form (Demat mode). As on 31st March, 2019, the total percentage of shares in Demat form was 99.17% i.e. 92,45,360. Efforts for converting the remaining Physical Shareholding in Demat mode are in place.

Dematerialization of shares as on **31st March, 2019** is as follows:-

Mode of Holding	No. of Shares held	% of Shares
NSDL	1038274	11.14%
CDSL	8207086	88.03%
Total Demat Holdings	9245360	99.17%
Physical Holding	77190	0.83%
Total Shareholding	9322550	100%

17. REGISTRARS AND TRANSFER AGENTS:

The Niche Technologies Private Limited,

3A, Auckland Place, 7th Floor,
Room No. 7A & 7B, Kolkata – 700 017

Phones: (033) 2280 6616 / 6617 / 6618, **Fax:** (033) 2280 6619

E-Mail: nichetechpl@nichetechpl.com, **Website:** https://www.nichetechpl.com

18. **ADDRESS FOR CORRESPONDENCE:**

Requests or complaints in other matters such as Unpaid/Unclaimed Dividend/Change of Address/Splitting of shares etc. are sent to:-

Suchitra Finance & Trading Co. Ltd.

B/306-309, Dynasty Business Park,
Opp. Sangam Cinema, A. K. Road,
Andheri (E), Mumbai - 400059.
Tel.: 022 - 61115216
Email: suchitra@sangamgroup.com
Website: www.sftc.co.in

19. **DECLARATION:**

All the members of the Board and senior Management Personnel of the Company have affirmed due observation of the code of the conduct, framed pursuant to Regulation 26(3) of the SEBI (LODR), Regulation, 2015 with Stock Exchange is so far as it is applicable to them and there is no non-compliance thereof during the year ended **31st March, 2019**.

**For and on behalf of the Board of Directors
For Suchitra Finance & Trading Co. Ltd.**

**Sd/-
Vinod Kumar Sodani
Chairman
(DIN: 00403740)**

Date:-20th June, 2019

Place: Mumbai

REGISTERED OFFICE:

B/306-309, Dynasty Business Park,
Opp. Sangam cinema, Andheri (E), Mumbai – 400059
Email id: suchitra@sangamgroup.com, website: www.sftc.co.in

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW:

The financial statements for the year have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI), the Accounting Standards prescribed by the Institute of Chartered Accountants of India and the Generally Accepted Accounting Principles in India. Management accepts responsibility for the integrity and objectivity of these financial reported statements. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner and reasonably present our state of affairs, profits and cash flows for the year.

INDUSTRY STRUCTURE AND REVIEW:

Your Company is a NBFC registered with the RBI to carry out NBFC activities under Section 45(IA) of the Reserve Bank of India Act, 1934 and it is engaged primarily in the business of investing / trading in securities and advancing loans. The Company is also involved in providing fund based financial services and funding solutions to the Indian Corporate, institutions, SME's etc.

NBFCs have been playing a complementary role to the other financial institutions including banks in meeting the funding needs of the economy. They help fill the gaps in the availability of financial services that otherwise occur in bank-dominated financial systems. NBFCs have traditionally focused on customer segments which were not served by banks like MSMEs, construction, mining and farm equipment, commercial vehicles (new and used) and plant and machinery; etc. NBFCs typically are specialized vehicles both in terms of products and the geographies in which they operate. This specialization provides them a unique framework to assess the risk in the undertaken business. The ability of NBFCs to produce innovative products in consonance with needs of their clients is well recognized. This, in addition to the proximity to the clients, makes the NBFCs distinct from its banking sector counterparts.

Your Company is keeping a consistent monitoring of all these developments and is continuously exploring new opportunities. Your Company has been the flag bearer for the NBFC sector for the last decade now and has been aggressively taking up the cause of the sector by way of regular interaction with the regulators and the Governments, both at the Centre and the States.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Share Capital:

The paid up equity share capital of the Company as on 31st March 2019 stands at Rs. 9,32,25,500 divided into 9,322,550 equity shares of Rs. 10/- each fully paid up.

Net Worth:

The Net Worth of the Company increased from Rs. 8162.89/- Lakhs to 8948.79/- Lakhs.

Secured Loans:

The secured loans decreased from Rs. 3050.85/- Lakhs to Rs. 2105.09/- Lakhs.

Revenue & Profit:

Company's Revenue from operations as on 31st March, 2019 stand at Rs. 3306.05/- Lakhs against Rs. 2433.51/- Lakhs recorded in the previous year.

Considerable increase in the Revenue, the Company has been able to post Net Profit of Rs. 920.77/- Lakhs as against Net Profit of Rs. 736.15/- Lakhs of previous year.

DEBT STRUCTURE:

The Company has taken Secured and unsecured loan from Body Corporate.

SEGMENT WISE PERFORMANCE:

The Company is engaged in the business of financing industrial enterprises and accordingly this is the only single reportable segment.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has set up internal control procedures commensurate with its size and nature of the business. These business procedures ensure optimum use and protection of the resources and compliance with the policies, procedures and statutes. The internal control systems provide for well-defined policies, guidelines and authorizations and approval procedures. The prime objective of such audits is to test the adequacy and effectiveness of the internal controls lay down by management and to suggest improvements.

An extensive internal audit is carried out by independent firm of Chartered Accountants. Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES:

Your Company has senior qualified professionals in the areas of operations and is looking at fresh recruitment to support the growth and diversification of business i.e. planned, Getting fresh talent is a critical input to ensure and equip the organization to deliver a wide variety of products and services to growing customer base of your Company. It is our endeavor to create an environment where people can use all of their capabilities in support of the business. Therefore, your Company encourages its employees to balance their work and personal responsibilities.

OPPORTUNITIES AND THREATS:**Opportunities:**

Reports from the World Bank indicate that Non Banking Financial Ins turns act as critical pillars contributing to macroeconomic stability and sustained economic growth and prosperity, due to their ability to finance firms and individuals at a reasonable cost, reduce volatility by providing multiple sources to finance and park funds and enable creation of a competitive environment characterized by a diverse array of products. This has been proven me and again in developed markets. Non-Banking Finance Companies (NBFCs) continue to play a critical role in making financial Services accessible to a wider set of India's population and are emerging as strong intermediaries in the retail finance space. Going forward, one should expect NBFCs to further strengthen their presence in retail finance and grow at a reasonably healthy pace.

Threats:

The biggest challenge before NBFCs is that they are facing off competition from banks and financial institutions, due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate. More stringent capital adequacy norms have been stipulated by RBI for NBFCs which is making difficult for them to give cheaper finance. Ever-increasing competition on from commercial counterparts whose capacity to absorb losses is higher, counter-party failures, recommendations being made to increase the purview of monitoring by regulatory authorities increase the threat of losing the essence of Non-banking Finance Companies which are specifically designed to reach out and finance certain target groups.

INDUSTRY OUTLOOK:

Considering the stiff competition from similar market players, the Company is following a cautious approach in fresh financing and is poised to initiate all possible efforts to recover losses booked in the earlier financial years.

As regards the money changing business, the Company is expecting a consistent profitability from this area of business.

With the Government's commitment and initiatives for the growth of the Financial Sector in India, this arena now poses a very promising growth potential in India in the near future.

The Indian Financial Sector is currently witnessing a structural transformation towards being a complete organized sector on account of multiple initiatives by the Government. Considering the fact that, India is a growing economy, the expected outlook for the Financial Sector continuous to remain positive and improving over time.

Further, believes there are multiple drivers in the vehicle finance and real estate finance segments that will, in the coming years, pose good opportunities for NBFCs to invest and expand within. The most significant driver of growth will be the ability to create innovative products, delivered efficiently through the use of technology.

CAUTIONARY NOTE:

Management discussion and analysis report contains Statements which are forward looking based on assumptions. Actual results may differ from those expressed or implied due to risk and uncertainties which have been detailed in this report. Several factors as listed in this report could make significant difference to the Company's operations. Investors, therefore, are requested to make their own independent judgments and seek professional advice before taking any investment decisions.

**For and on behalf of the Board of Directors
For Suchitra Finance & Trading Co. Ltd.**

**Sd/-
Vinod Kumar Sodani
Chairman
(DIN: 00403740)**

Date: 20th June, 2019

Place: Mumbai

REGISTERED OFFICE:

B/306-309, Dynasty Business Park,

Opp. Sangam cinema, Andheri (E), Mumbai – 400059

Email id: suchitra@sangamgroup.com,

website: www.sftc.co.in

ANNEXURE TO CORPORATE GOVERNANCE REPORT
CHIEF EXECUTIVE OFFICER'S DECLARATION ON CODE OF CONDUCT

In terms of the requirements of Regulation 26(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015. This is to confirm that all the members of the Board and the senior managerial personnel have affirmed compliance with the code of conduct for the year ended **31st March, 2019**.

For and on behalf of the Board of Directors
Suchitra Finance & Trading Co. Ltd.

Sd/-
Anjana Soni Thakur
Whole time Director
DIN: 00401469

Date: 20th June, 2019

Place: Mumbai

CERTIFICATE**BY CHIEF EXECUTIVE OFFICER/CHIEF FINANCIAL OFFICER**

To,
The Board of Directors,

Suchitra finance and Trading Co. Limited

B/306-309, Dynasty Business Park, Opp. Sangam Cinema,
A.K. Road, Andheri (E), Mumbai - 400059

We, Anjana Soni Thakur, Whole Time Director & Govinda Soni, Company Secretary & CFO of Suchitra Finance & Trading Co. Ltd., to the best of our knowledge and belief, certify that:

- a) We have reviewed the Financial statements and the Cash Flow statement of the Company for the year and that to the best of our knowledge and belief:
- I. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
 - II. These statements together present a true and fair view of the Company' affairs and are in compliance with the existing Accounting standards, applicable laws and regulations.
- b) These are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and 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 of the steps taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee:-
- (i) Significant changes in internal controls over financial reporting during the year.
 - (ii) Significant changes in Accounting Policies during the year and that the same have also been disclosed in the notes to the accounts to the Financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the Involvement therein, if any of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board of Directors
Suchitra Finance & Trading Co. Ltd.**

Date: 20th June, 2019

Place: Mumbai

**Sd/-
Anjana Soni Thakur
Whole Time Director
DIN: 00401469**

**Sd/-
Govinda Soni
Company Secretary & CFO**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

To
The Members,
(L65910MH1981PLC234305)

SUCHITRA FINANCE & TRADING CO LTD
B/306-309, DYNASTY BUSINESS PARK
OPP. SANGAM CINEMA, A. K. ROAD,
ANDHERI (E) MUMBAI,
MH 400059 IN

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of “**SUCHITRA FINANCE & TRADING CO LTD**” having CIN L65910MH1981PLC234305 and having registered office at B/ 306-309, DYNASTY BUSINESS PARK, OPP. SANGAM CINEMA, A. K. ROAD, ANDHERI (E) MUMBAI, Mumbai City MH 400059 IN. (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 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 ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	DATE OF APPOINTMENT IN COMPANY
1.	MAHESH CHAND LAKHOTIYA	00128889	08/11/2010
2.	RATAN LAL SAMRIYA	00151077	27/07/2016
3.	ANJANA SONI THAKUR	00401469	08/11/2010
4.	VINOD KUMAR SODANI	00403740	08/11/2010
5.	ARJUN AGAL	07575105	27/07/2016

Ensuring the eligibility of 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.

For and on behalf of
Abhik Jain & Associates

Sd/-
Abhik Jain

Address: A-31, Kashipuri,
Bhilwara, Rajasthan-311001

Dated: 18/05/2019
Place: BHILWARA

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of,

Suchitra Finance & Trading Co. Limited

We have examined the Compliance of Corporate Governance by **Suchitra Finance & Trading Co. Ltd** for the year ended **31st March, 2019**, as stipulated in regulation 17 to 27 , clauses (b) to (i) of sub-section (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and the implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of the our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulation as applicable.

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

For S. S. Rathi & Co
Chartered Accountants
(Firm Regn. No.108726W)

Sd/-
D. P. Rathi
Partner
M.No. 042068

Place: Mumbai
Date: 20th June, 2019

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SUCHITRA FINANCE AND TRADING COMPANY LIMITED

Report on the audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Suchitra Finance and Trading Company Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Qualified Opinion

As mentioned in Note 24(b) to the financial statements, the Company has not recognised interest of Rs. 262739726/- on loan advanced to IL&FS Transportation Network Ltd.(IL&FSTN) though the said loan has become NPA after the close of the year and correspondingly it has not provided interest aggregating to Rs. 253356164/- on short-term borrowing from group concerns which borrowings were utilized for in turn advancing to IL&FSTN. Consequently, the interest income and the interest expense would have been increased by Rs. 262739726/- and Rs. 253356164/- respectively and profit for the year and shareholders' funds would have increased by Rs. 9383562/-.

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section we have determined the matters described below to be the key audit matters to be communicated in our report.

KEY AUDIT MATTERS	HOW ADDRESSED IN AUDIT
Accuracy in identification and categorization of receivables from financing activities as performing and non-performing assets including those under securitization arrangements and in ensuring appropriate asset classification, existence of security, income recognition, provisioning/ write off thereof and completeness of disclosure including compliance in accordance with the applicable extant guidelines issued by Reserve Bank of India (RBI).	We have assessed the systems and processes laid down by the company to appropriately identify and classify the receivables from financing activities including those in place to ensure correct classification, income recognition and provisioning/write off including of Non-performing assets as per applicable RBI guidelines. The audit approach included testing the existence and effectiveness of the control environment laid down by the management and conducting of detailed substantive verification on selected samples of continuing and new transactions in accordance with the principles laid down in the Standards on Auditing and other guidance issued by Institute of Chartered Accountants of India. Agreements entered into regarding significant transactions including related to corporate loans and securitization/ assignment arrangements have been examined to ensure compliance. We have also reviewed the reports generated from management information systems, audit reports issued by the internal/secretarial auditors. The impact of all significant external and internal events including those if any, subsequent to balance sheet date have been taken into consideration for the above purposes. Compliance with material disclosure requirements prescribed by RBI guidelines and other statutory requirements have been verified.
Completeness in identification, accounting and disclosure of related party transactions in accordance with the applicable laws and financial reporting framework.	We have assessed the systems and processes laid down by the company to appropriately identify, account and disclose all material related party transactions in accordance with applicable laws and financial reporting framework. We have designed and performed audit procedures in accordance with the guidelines laid down by ICAI in the Standard on Auditing (SA 550) to identify, assess and respond to the risks of material misstatement arising from the entity's failure to appropriately account for or disclose material related party transactions which includes obtaining necessary approvals at appropriate stages of such transactions as mandated by applicable laws and regulations. We have also reviewed the Secretarial Audit report during the course of evaluating the internal control systems in ensuring compliance with applicable laws, rules, regulations and guidelines.

Other Information

The Company's Board of Directors is responsible for preparation and presentation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and auditors' 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 during the course of our audit or otherwise appear to be materially misstated.

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

Management's Responsibilities for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

- i. 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.
- ii. obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such control.
- iii. evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. 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.
- v. 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except for the matter described in the Basis for Qualified Opinion paragraph.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements 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 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.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations as on 31st March, 2019 on its financial position vide Note 16 to the financial statements.
 - ii. The Company did not have any long-term contracts, including derivative contract, for which there were any material foreseeable losses.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund and, therefore, the question of delay in transferring such sums does not arise.

For S. S. Rathi & Co
Chartered Accountants
(Firm Regn. No.108726W)

Sd/-
D. P. Rathi
Partner
M.No. 042068

Place: Mumbai
Date: 20th June, 2019

ANNEXURE “A” TO THE AUDITORS’ REPORT**(Referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements section of our Report of even date)**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) As explained to us, the Management has physically verified fixed assets during the year and no discrepancies have been noticed. In our opinion, the frequency of physical verification of fixed assets is reasonable.
(c) Reporting under clause 3(i)(c) of the Order is not applicable as the Company does not own any immovable property.
2. The Company does not have any inventories. Hence reporting under clause 3(ii) of the Order is not applicable to the Company.
3. As informed to us, the Company has granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013. There are no firms/LLP/other parties which are covered in the said register.
(a) The terms and conditions of the grants of such loans are not prejudicial to the Company's interest.
(b) The loans advanced to the aforesaid companies are repayable on demand and interest accrues accordingly, and on that basis the same is regular.
(c) In respect of aforesaid loans, there is no amount which is overdue for more than ninety days.
4. In our opinion and according to the information and explanations given to us, the provisions of section 185 of the Act are not applicable to the Company. The Company has complied with the provisions of section 186 of the Act to the extent applicable.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed thereunder to the extent notified.
6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been regular in depositing undisputed statutory dues applicable to it.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Service Tax, Customs Duty, Excise Duty, Goods and Service Tax & Value Added Tax that have not been deposited with the appropriate authorities on account of any dispute. Details of dues towards Income Tax that have not been deposited on account of dispute are as stated below:

Name of the Statute	Nature of Dues	Amount (in Rs.)	Period to which it relates	Forum where dispute is pending
Income-tax Act, 1961	Income Tax	31556300/-	A.Y. 2011-12	CIT(Appeals)-12, Pune

8. According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institution. The Company has not taken any loans or borrowings from Bank and Government nor has it issued any debentures as at the balance sheet date.
9. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). The term loan raised by the Company in the preceding year were for the purpose of advancing loans inter alia to M/s Kalyan Toll Infrastructure Ltd which though initially advanced to the said Company, the major part of the said advances has been received back and advanced to other company during the year. There is no delay or defaults in respect of the term loan so availed by the Company.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
11. 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.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with the related parties are in compliance with sections 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.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
16. On examination of relevant records and according to the information and explanations given to us, the Company is required to be registered under section 45-IA of Reserve Bank of India Act, 1934 and holds a valid certificate of registration under the same.

For S. S. Rathi & Co
Chartered Accountants
(Firm Regn. No.108726W)

Sd/-
D. P. Rathi
Partner
M.No. 042068

Place: Mumbai
Date: 20th June, 2019

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

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

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 Suchitra Finance and Trading Co. Ltd. (“the Company”) as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under section 143(10) of Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the criteria for internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. S. Rathi & Co
Chartered Accountants
(Firm Regn. No.108726W)

Sd/-
D. P. Rathi
Partner
M.No. 042068

Place: Mumbai
Date: 20th June, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note	As At 31.03.2019	As At 31.03.2018
		Amt (Rs.)	Amt (Rs.)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	9,32,25,500	9,32,25,500
Reserves & Surplus	3	80,16,53,855	72,30,63,008
		89,48,79,355	81,62,88,508
Non-current Liabilities			
Long-term Borrowings	4	21,05,09,476	30,50,85,365
Long-term Provisions	5	1,03,14,969	76,56,873
		22,08,24,445	31,27,42,238
Current Liabilities			
Short-term Borrowings	6	3,08,81,95,436	2,02,84,16,890
Other Current Liabilities	7	12,23,09,202	11,23,36,536
Short-term Provisions	8	99,10,948	78,19,297
		3,22,04,15,586	2,14,85,72,723
TOTAL		4,33,61,19,386	3,27,76,03,469
ASSETS			
Non-current Assets			
Property, Plant & Equipments			
- Tangible	9	3,826	4,071
Non-current Investments	10	20,49,99,675	20,49,99,675
Deferred Tax Asset	11	1,897	2,663
Long-term Loans & Advances	12	30,79,151	14,97,693
		20,80,84,549	20,65,04,102
Current Assets			
Cash and Bank Balances	13	20,07,781	83,50,016
Short-term Loans & Advances	14	4,12,60,12,056	3,06,27,49,348
Other Current Assets	15	15,000	NIL
		4,12,80,34,837	3,07,10,99,364
TOTAL		4,33,61,19,386	3,27,76,03,469
Summary of Significant Accounting Policies	1		
The accompanying notes form an integral part of the Financial Statements.			
As per our report of even date For S. S. Rathi & Co Chartered Accountants (Firm Regn. No.108726W)		For and on behalf of the board For Suchitra Finance & Trading Co. Ltd.	
Sd/- D. P. Rathi Partner Mem. No. 042068	Sd/- Vinod K. Sodani Chairman DIN: 00403740	Sd/- Anjana Soni Thakur Whole Time Director DIN: 00401469	
Date: 20th June, 2019 Place: Mumbai	Sd/- Govinda Soni Company Secretary & CFO ACS: 38908	Sd/- Arjun Agal Independent Director DIN: 07575105	

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

Particulars	Note	Year ended 31.03.2019	Year ended 31.03.2018
		Amt (Rs.)	Amt (Rs.)
Revenue			
Revenue from Operations	17	33,06,05,378	24,33,51,360
Other Income	18	NIL	15,847
Total Revenue		33,06,05,378	24,33,67,207
Expenses			
Employee Benefits Expenses	19	32,47,346	12,67,794
Finance Costs	20	18,87,69,269	12,83,55,479
Depreciation	9	245	4,650
Other Expenses	21	38,82,870	44,64,325
Increase/(Decrease) in Provisions		26,58,096	39,51,658
Total Expenses		19,85,57,825	13,80,43,906
Profit Before Tax		13,20,47,553	10,53,23,301
Tax Expense:			
- Current Tax		3,99,69,346	3,17,08,354
- Deferred Tax		766	(300)
Profit For The Year		9,20,77,441	7,36,15,247
Earnings per equity share of face value of Rs.10/-each			
Basic and Diluted (Rs.)	26	9.88	7.90
Summary of Significant Accounting Policies	1		
The accompanying notes form an integral part of the Financial Statements.			
As per our report of even date For S. S. Rathi & Co Chartered Accountants (Firm Regn. No.108726W)		For and on behalf of the board For Suchitra Finance & Trading Co. Ltd.	
Sd/- D. P. Rathi Partner Mem. No. 042068	Sd/- Vinod K. Sodani Chairman DIN: 00403740	Sd/- Anjana Soni Thakur Whole Time Director DIN: 00401469	
Date: 20th June, 2019 Place: Mumbai	Sd/- Govinda Soni Company Secretary & CFO ACS: 38908	Sd/- Arjun Agal Independent Director DIN: 07575105	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	As At 31.03.2019	As At 31.03.2018
	Amt (Rs.)	Amt (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
a) Net Profit before taxes	13,20,47,553	10,53,23,301
<u>Adjustments for</u>		
Depreciation	245	4,650
Interest on deferement of Advance Tax	8,54,354	6,70,225
Interest on IT Refund	NIL	(15,847)
General Provision of Standard Assets	26,58,096	39,51,658
b) OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	13,55,60,247	10,99,33,987
ADJUSTMENTS FOR:		
Decrease/(Increase) in Short-term Loans and Advances	(1,06,32,62,708)	(1,58,06,63,317)
Decrease/(Increase) in Long-term Loans and Advances	(81,457)	(6,958)
Increase/(Decrease) in Other Current Liabilities	83,19,481	1208580
Decrease/(Increase) in Other Current Assets	(15,000)	13,56,00,000
CASH GENERATED FROM OPERATIONS	(91,94,79,437)	(1,33,39,27,708)
Direct Tax (Paid)/Refund	(4,02,32,049)	(2,96,98,287)
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	(95,97,11,486)	(1,36,36,25,995)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of Investments	10,00,00,000	NIL
Purchase of Investments	(10,00,00,000)	NIL
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	NIL	NIL
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(decrease) in Long-term Borrowings	(9,45,75,889)	(8,96,34,635)
Increase/(decrease) in Short-term Borrowings	1,05,97,78,546	1,47,25,41,538
Dividend Paid	(1,11,87,060)	(93,22,550)
Tax on Distributed Profits	(22,99,533)	(18,97,852)
NET CASH FROM/(USED IN) FINANCING ACTIVITIES	95,17,16,064	1,37,16,86,501
NET INCREASE IN CASH AND CASH EQUIVALENTS	(79,95,422)	80,60,506
CASH AND CASH EQUIVALENTS	82,77,571	2,17,065
(At the beginning of the year)		
CASH AND CASH EQUIVALENTS		
(At the end of the year)	2,82,149	82,77,571
RECONCILIATION OF CASH AND CASH EQUIVALENTS WITH BALANCE SHEET		
Cash & Bank Balances (refer Note 13)	20,07,780	83,50,016
Less: Bank Balance in Unclaimed Dividend A/cs	17,25,631	72,446
Cash & Cash Equivalents	2,82,149	82,77,570
1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard -3 on Cash Flow Statement issued by The Institute of Chartered Accountants of India.		
2. Previous Year's figure have been regrouped/ rearranged, wherever necessary, to correspond with the current year's classification/ disclosure.		
As per our report of even date For S. S. Rathi & Co Chartered Accountants (Firm Regn. No.108726W)	For and on behalf of the board For Suchitra Finance & Trading Co. Ltd.	
Sd/- D. P. Rathi Partner Mem. No. 042068	Sd/- Vinod K. Sodani Chairman DIN: 00403740	Sd/- Anjana Soni Thakur Whole Time Director DIN: 00401469
Date: 20th June, 2019 Place: Mumbai	Sd/- Govinda Soni Company Secretary & CFO ACS: 38908	Sd/- Arjun Agal Independent Director DIN: 07575105

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019**1. Summary of Significant Accounting Policies :-**

- a. These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention under accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the Central Government in consultation with the National Advisory Committee on Accounting Standards has notified the Companies (Indian Accounting Standards) Rules, 2015 vide MCA's notification dated 16.02.15 which Accounting Standards are still not made applicable to the Company and will be applicable for the accounting period beginning on or after 1st April, 2019.

Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards including the Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 (Companies (Accounting Standards), Rules, 2006, as amended) and other relevant provisions of the Companies Act, 2013.

- b. The Company follows the Prudential Norms for Asset Classification, Income Recognition, Accounting Standards, and Provisioning for bad and doubtful debts as prescribed by the Reserve Bank of India for Non Banking Financial Companies.
- c. Interest Income is recognised on a time proportion basis taking into account the amount outstanding and applicable interest rate.
- d. Fixed Assets are stated at cost less depreciation. The Company capitalises all the cost relating to acquisition and installation of fixed assets.
- e. Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value Method. Depreciation is provided based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.
- f. Long-term Investments are stated at cost after deducting provision made for permanent diminution in the value, if any.
- g. Income-tax expense comprises current tax and deferred tax charge or credit. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax asset arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax asset on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax asset is reviewed to reassure realisation.
- h. Provisions are recognised for present obligations of uncertain timing or amount as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

When the Company expects some or all of a provision to be reimbursed, reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

- i. Statutory Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 ("the RBI Act"). In terms of Section 45-IC of the RBI Act, a NBFC is required to transfer an amount not less than 20% of its net profits to reserve fund before declaring any dividend.

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

Note No.	Particulars	As At	As At
		31.03.2019	31.03.2018
		Amt (Rs.)	Amt (Rs.)
2	Share Capital		
	Authorised :		
	9500000 (P.Y. 9500000) Equity Shares of Rs. 10/- each	9,50,00,000	9,50,00,000
	Issued, Subscribed and Paid-up:		
	9322550 (P.Y. 9322550) Equity Shares of Rs. 10/- each	9,32,25,500	9,32,25,500
		9,32,25,500	9,32,25,500
a.	The number of shares and amount outstanding at the beginning and at the end of the reporting year is same.		
b.	The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to same right in all the assets.		
c.	Detail of shares held by the holding company		
	Particulars	No. of Shares Held	No. of Shares Held
	Marigold Investrade Private Limited	5880250	5880250
d.	Shares in the Company held by each shareholders holding more than 5% shares:		
	No. of Shareholders each holding more than 5% of the share capital	No. of Shares Held	No. of Shares Held
		Percentage of holding	Percentage of holding
	One shareholder (P.Y. One shareholder)	5880250	5880250
		63.08%	63.08%
3	Reserves & Surplus		
a.	Statutory Reserve	1,49,19,000	1,95,000
	Add: Set aside during the year	1,84,15,488	1,47,24,000
	Closing Balance	3,33,34,488	1,49,19,000
b.	Amalgamation Reserve	61,26,51,582	61,26,51,582
	(Opening & Closing Balance)		
c.	General Reserve		
	Opening Balance	1,84,04,000	NIL
	Add: Addition during the year	2,30,19,360	1,84,04,000
	Closing Balance	4,14,23,360	1,84,04,000
d.	Surplus in Statement of Profit and Loss		
	Opening Balance	7,70,88,426	4,78,21,580
	Add: Net Profit for the current year	9,20,77,441	7,36,15,248
	Amount Available for appropriation	16,91,65,867	12,14,36,828
	Less : Transfer to Reserve Fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	1,84,15,488	1,47,24,000
	Transfer to General Reserve	2,30,19,360	1,84,04,000
	Dividend	1,11,87,060	93,22,550
	Tax on Dividend	22,99,533	18,97,852
	Closing Balance	11,42,44,426	7,70,88,426
		80,16,53,855	72,30,63,008

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

Note No.	Particulars	As At	As At
		31.03.2019	31.03.2018
		Amt (Rs.)	Amt (Rs.)
4	Long-term Borrowings		
	Secured*		
	-Term Loan from IL&FS Financial Services Ltd	31,57,89,476	41,03,65,365
	Less: Amount disclosed under the head	10,52,80,000	10,52,80,000
	Other Current Liabilities (Refer Note 7)		
		<u>21,05,09,476</u>	<u>30,50,85,365</u>
	* The term loan from financial institution is repayable in 19 equated quarterly instalments starting from 1st July, 2017. The loan is secured against hypothecation of receivables of loans advanced to Kalyan Sangam Infratech Ltd. and Kalyan Toll Infrastructure Ltd. Current maturity of loan due and payable within a year is classified as other current liabilities (Refer Note 7).		
5	Long -term Provisions		
	Contingent Provision against Standard Assets	1,03,14,969	76,56,873
		<u>1,03,14,969</u>	<u>76,56,873</u>
6	Short-term Borrowings		
	Unsecured		
	--Loans from a Related Party	2,32,47,065	2,06,87,352
	--Loans from Others (Refer Note 24)	3,06,49,48,371	2,00,77,29,538
		<u>3,08,81,95,436</u>	<u>2,02,84,16,890</u>
7	Other Current Liabilities		
	Current maturity of long-term borrowings (Refer Note 4)	10,52,80,000	10,52,80,000
	Statutory Dues	1,44,94,741	66,61,385
	Other Payables	8,08,830	3,22,705
	Unclaimed Dividend	17,25,631	72,446
		<u>12,23,09,202</u>	<u>11,23,36,536</u>
8	Short-term Provisions		
	Provision for Tax (net of taxes paid)	99,10,948	78,19,297
		<u>99,10,948</u>	<u>78,19,297</u>

9 Tangible Fixed Assets								
Description	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As AT 01/04/18	ADDITIONS/ (DEDUCTIONS)	As At 31/03/19	As At 01/04/18	FOR THE YEAR	As At 31/03/19	As At 31/03/19	As At 31/03/18
COMPUTER/ PRINTER	53,025	NIL	53,025	50,129	245	50,374	2,651	2,896
AIR CONDITIONER	23,500	NIL	23,500	22,325	NIL	22,325	1,175	1,175
Total	76,525	NIL	76,525	72,454	245	72,699	3,826	4,071
Previous Year	76,525	NIL	76,525	67,804	4,650	72,454	4,071	8,721

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

Note No.	Particulars	As At	As At
		31.03.2019	31.03.2018
		Amt (Rs.)	Amt (Rs.)
10	Non-current Investments		
	Non-trade Investments		
	Unquoted		
	Investment in Equity Instruments		
	1200 (1200) Eq. Shares of Rs.100/- each of Finworth Investment Pvt. Ltd.	12,00,000	12,00,000
	10000 (10000) Eq. Shares of Rs.10/- each of Parishray Elegancy Pvt. Ltd.	10,00,000	10,00,000
	10000 (10000) Eq. Shares of Rs.10/- each of Pisces Securities Pvt. Ltd.	10,00,000	10,00,000
	6665 (6665) Eq. Shares of Rs. 10/- each of Shiv Shivam Developers Pvt. Ltd.	12,99,675	12,99,675
	1000000(NIL) Eq. Shares of Rs. 100/- each of Sangam Infratech Ltd.	10,00,00,000	NIL
		<u>10,44,99,675</u>	<u>44,99,675</u>
	Investment in Preference Shares		
	1000000 (2000000) Pref. Sh. of Rs. 10/- each of Keti Sangam Infrastructure (India) Limited	10,05,00,000	20,05,00,000
		<u>10,05,00,000</u>	<u>20,05,00,000</u>
	Total Non -current Investments	<u>20,49,99,675</u>	<u>20,49,99,675</u>
11	Deferred Tax Asset		
	Major components of Deferred Tax Asset arising on account of temporary timing differences are given below:		
	Deferred Tax Asset		
	Difference between Book & Tax Depreciation	1,897	2,663
	Deferred Tax Liability		
	Difference between Book & Tax Depreciation	NIL	NIL
	Deferred Tax Asset (net)	<u>1,897</u>	<u>2,663</u>
12	Long-term Loans & Advances		
	(Unsecured, considered good)		
	Security Deposits	10,00,000	10,00,000
	Other Loans & Advances		
	-- RA Tax and Advance Income Tax (net of Provision)	19,80,294	4,80,294
	--GST Credit Available	98,857	17,399
		<u>30,79,151</u>	<u>14,97,693</u>
13	Cash & Bank Balances		
	Cash & Cash Equivalents		
	--Cash on Hand	25,263	33,061
	--Balance with Bank		
	in Current Account	2,56,886	82,44,509
	Other Bank Balances		
	--in Unpaid Dividend Accounts	17,25,631	72,446
		<u>20,07,780</u>	<u>83,50,016</u>
14	Short-term Loans & Advances		
	(Unsecured, considered good unless otherwise stated)		
	Loans and Advances		
	- to Staff	24,500	NIL
	- to related parties	30,32,29,567	27,58,67,086
	- to Others (Refer Note 24)	3,82,27,57,989	2,78,68,82,262
		<u>4,12,60,12,056</u>	<u>3,06,27,49,348</u>

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

Note No.	Particulars	As At	As At
		31.03.2019	31.03.2018
		Amt (Rs.)	Amt (Rs.)
15	Other Current Assets		
	Other receivables	15,000	NIL
		<u>15,000</u>	<u>NIL</u>
16	Contingent Liabilities		
	Demand raised by the Income Tax Department under the provisions of Income Tax Act , 1961 for A.Y 2011-12 of Rs. 3,30,56,300/- (P.Y. Rs. NIL) which is disputed by the Company in appeal. The tax paid against the said demand is shown under the head Long-term Loans & Advances.		
17	Revenue From Operations		
	Interest on Loan	29,93,55,378	21,58,35,560
	Syndication Fees	3,12,50,000	2,75,15,800
		<u>33,06,05,378</u>	<u>24,33,51,360</u>
18	Other Income		
	Interest on I.T.Refund	NIL	15,847
		<u>NIL</u>	<u>15,847</u>
19	Employee Benefits Expenses		
	Director Remuneration	20,00,000	NIL
	Salary, bonus etc.	12,43,466	12,64,736
	Staff Welfare	3,880	3,058
		<u>32,47,346</u>	<u>12,67,794</u>
20	Finance Costs		
	Interest on Loan	18,77,98,505	12,66,27,914
	Interest on deferement of advance tax	8,54,354	6,70,225
	Interest on delayed payment of GST	1,14,680	NIL
	Franking Charges and Stamp Duty	1,730	10,57,340
		<u>18,87,69,269</u>	<u>12,83,55,479</u>
21	Other Expenses		
	Listing Fees	2,91,575	2,88,359
	Professional Fees	68,051	33,75,806
	Legal Fees	7,08,500	53,875
	Depository Charges	44,950	48,488
	Advertisement	28,845	35,681
	Auditors' Remuneration		
	- For Statuory Audit	38,150	38,625
	- For Tax Audit	16,350	16,450
	- For Certification & Other Matters	13,350	10,700
	Internal Audit Fees	15,000	32,700
	Secretarial Audit Fees	33,600	63,100
	Filing Fees	7,200	1,000
	Printing & Stationery	46,479	4,307

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

Note No.	Particulars	As At	As At
		31.03.2019	31.03.2018
		Amt (Rs.)	Amt (Rs.)
	Office Rent	6,54,000	3,26,063
	Membership Fees	21,800	21,800
	Sundry Expenses	1,33,386	1,14,528
	Postage and Courier Charges	20,137	15,026
	Profession Tax	2,500	2,500
	Web Designing Charges	8,650	7,750
	Telephone Expenses	16,991	3,188
	Travelling Expenses	13,356	4,380
	CSR Expenses	17,00,000	NIL
		<u>38,82,870</u>	<u>44,64,325</u>
22	Segment Reporting		
	The Company is engaged solely in financial & investment activity segment and all activities of the Company revolve around this business. As such there are no other reportable segment as defined by Accounting Standard - 17 on "Segment Reporting" issued by the Institute of Chartered Accountants of India.		
23	Related Party Disclosures		
	i. List of Related Parties with whom transaction have taken place & Relationship.		
	Name of the Related Party	Relationship	
	a. Key Management Personnel		
	Anjana Soni Thakur	Wholetime Director	
	Govinda Soni	Company Secretary and CFO	
	ii. Transaction with related parties during the year		
		2018-19	2017-18
		Amt(Rs.)	Amt(Rs.)
	a. Key Management Personnel		
	Director Remuneration	20,00,000	NIL
	Salary, bonus etc.	7,35,770	669312
	iii. Balance outstanding at the year end is as under :		
		As At	As At
		31.03.2019	31.03.2018
		Amt(Rs.)	Amt(Rs.)
	a. Key Management Personnel		
	Other Payable	3,77,220	50,762
24	a. The Company in the preceding year ended 31st March, 2018 had borrowed loan of Rs.100 crs. from M/s Kalyan Sangam Infratech Ltd. (KSIL) and Rs.150 crs. from M/s. Sangam Business Credit Ltd. (SBCL), group concerns of the Company, for in turn advancing to M/s IL & FS Transportation Network Ltd. (IL & FSTN). As the Company was having running account of KSIL in respect of other business transactions, the loan of Rs.100 crs. borrowed from the said company was inadvertently credited to the said running account having debit balance, instead of to a separate loan account. Since the said borrowing was having direct nexus with the loans advanced as above, the Company during the year under report has transferred the said borrowings from the running account of the said company to a separate loan borrowed account which has resulted in short-term borrowings & short-term loans & advances for the year under report being higher by Rs.100 crs. Since the said running account and the loan borrowed were carrying different rate of interest this correction has resulted in profit for the year being higher by Rs. 41,09,589/-.		

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

- b. The interest on loan of Rs.250 crs. advanced to IL & FSTN was receivable on quarterly basis. The Company during the year has received interest on the said loan for the first quarter ended 30th June, 2018 and for the subsequent quarters has not received any interest. Though the said loan has become NPA in April, 2019 i.e. in the financial year 2019-20, the Company, following the prudential norms, has not recognized interest amounting to Rs. 26,27,39,726/- on the said loan from 1st July, 2018. The Company has correspondingly not provided interest on the loans borrowed from KSIL & SBCL from July, 2018 amounting to Rs. 25,33,56,164/- on matching principles. The provisioning for sub-standard assets will be made in the financial year 2019-20, if then required.

25 Corporate Social Responsibility

As per section 135 of the Companies Act, 2013 read with relevant rules thereon, the Company was required to spend Rs. 11.73 lacs (P.Y. Rs. 4.73 lacs) on Corporate Social Responsibility (CSR) activities.

Amount spent during the year on:

	2018-19			2017-18		
	In Cash	Yet to be Paid in Cash	Total	In Cash	Yet to be Paid in Cash	Total
i Construction/Acquisition of any assets	17 lacs	Nil	17 lacs	Nil	4.73 lacs	4.73 lacs
ii. On purposes other than (i) above	Nil	Nil	Nil	Nil	Nil	Nil

26 Earnings Per Share (EPS)

	2018-19	2017-18
a) Weighted Average Number of Equity Shares outstanding during the year	9322550	9322550
b) Net Profit after tax available for Equity Shareholders (Rs.)	9,20,77,441	7,36,15,247
c) Basic and Diluted Earnings Per Share (Rs.)	9.88	7.90
d) Nominal Value Per Share (Rs.)	10/-	10/-

The Company does not have any outstanding dilutive potential equity shares.

27 Previous year figures

Previous Year's figures have been regrouped/reclassified, wherever necessary, to correspond with the current year's classification/disclosures.

As per our report of even date
For S. S. Rathi & Co
Chartered Accountants
(Firm Regn. No.108726W)

For and on behalf of the board
For Suchitra Finance & Trading Co. Ltd.

Sd/-
D. P. Rathi
 Partner
 Mem. No. 042068

Sd/-
Vinod K. Sodani
 Chairman
 DIN: 00403740

Sd/-
Anjana Soni Thakur
 Whole Time Director
 DIN: 00401469

Date: 20th June, 2019
Place: Mumbai

Sd/-
Govinda Soni
 Company Secretary & CFO
 ACS: 38908

Sd/-
Arjun Agal
 Independent Director
 DIN: 07575105

Suchitra Finance & Trading Co. Ltd.

REGISTERED OFFICE ADDRESS: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A. K. Road, Andheri (E), Mumbai (M.H.) - 400059 | Phone No: 022-61115222 | Fax No: 022-28227865
CIN: L65910MH1981PLC234305 | Email Id: suchitra@sangamgroup.com | Website: www.sftc.co.in

ATTENDANCE SLIP

THIRTY SIXTH ANNUAL GENERAL MEETING

Monday, September 30th, 2019

Registered Folio/ DP ID and Client ID	
Name and address of the Sole/ First Shareholder	
Joint Holder 1	
Joint Holder 2	

I/ We hereby record my /our presence at the **THIRTY SIXTH ANNUAL GENERAL MEETING** of the Company at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai - 400059 on **Monday, September 30th, 2019 at 11:00 a.m.**

Member's folio /DP ID client ID No.	Member's /Proxy name in Block Letters	Members/Proxy Signature

- NOTES:**
- 1. Please complete the folio /DP ID/ Client ID No. and the name of the Member/ Proxy, sign this Attendance slip and hand it over, duly signed, at the entrance of the Meeting Hall.**
 - 2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/ her copy of the Annual Report for reference at the meeting.**

Suchitra Finance & Trading Co. Ltd.

REGISTERED OFFICE ADDRESS: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A. K. Road, Andheri (E), Mumbai (M.H.) - 400059 | Phone No: 022-61115222 | Fax No: 022-28227865
CIN: L65910MH1981PLC234305 | Email Id: suchitra@sangamgroup.com | Website: www.sftc.co.in

(Annexure to the Notice for the 36th Annual General Meeting of the Company to be held on Monday, 30th September, 2019)

Name & Registered Address of Sole/First named Member	:	
Joint Holders Name (If any)	:	
Folio No. / DP ID & Client I	:	
No. of Equity Shares Held	:	

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on **Monday, the 30th September, 2019 at 11.00 a.m.** registered office of the Company at B/306-309, Dynasty Business Park, Opp. Sangam cinema, Andheri (E), Mumbai (M.H.) - 400 059 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
190826041		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
27 th September, 2019 at 9:00 A.M. (IST)	29 th September, 2019 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

**For and on behalf of the Board
For Suchitra Finance & Trading Co. Ltd.**

**Date: 04th September, 2019
Place: Mumbai**

Sd/-
Vinod Kumar Sodani
Chairman
(DIN: 00403740)

Encl: AGM Notice/Attendance Slip/Proxy Form/Annual Report

Suchitra Finance & Trading Co. Ltd.

REGISTERED OFFICE ADDRESS: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A. K. Road,
Andheri (E), Mumbai (M.H.) - 400059 | Phone No: 022-61115222 | Fax No: 022-28227865
CIN: L65910MH1981PLC234305 | Email Id: suchitra@sangamgroup.com | Website: www.sftc.co.in

Form MGT-11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

THIRTY SIXTH ANNUAL GENERAL MEETING (MONDAY, SEPTEMBER 30TH, 2019)

Name of the member (s) : _____

Registered address: _____

Email id : _____

Folio No./DP. ID Client ID _____

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name _____

Address: _____

E mail id: _____

Signature: _____ or failing him/her

2. Name _____

Address: _____

E mail id: _____

Signature: _____ or failing him/her

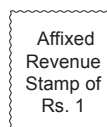
As my/or proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **36th Annual General Meeting** of the Company, to be held on **Monday, September 30th, 2019 at 11:00 a.m.** at the registered office of the Company and any adjournment thereof in respect of the resolutions as are indicated below:-

Resolution No.	Description of Resolution	For	Against
Ordinary Business			
01	Adoption of the Audited Financial statement for the year ended 31 st March, 2019 and reports of the Board of Directors and Auditors thereon.		
02	Re-appointment of Mrs. Anjana Soni Thakur (DIN: 00401469), who retires by rotation.		

Signed this _____ day of _____, 2019.

Signature of the shareholder: _____

Signature of the proxy holder: _____



NOTE: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY WITHIN 48 HOURS FROM THE COMMENCEMENT OF THE MEETING.

Form No. MGT- 12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	:	SUCHITRA FINANCE & TRADING COMPANY LIMITED
Registered Office	:	B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A.K. Road, Andheri (E), Mumbai (M.H.) - 400 059
CIN	:	L65910MH1981PLC234305
BALLOT PAPER (To be returned to the Scrutinizer appointed by the Company)		
Sr. No.	Particulars	Details
1.	Name (s) of the Member(s)	
2.	Registered Address of the Members	
3.	Registered Folio No/ DP ID/ Client ID:	

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the 36th Annual General Meeting of the Company to be held **on Monday, September 30th, 2019 at 11.00 a.m.** at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A.K. Road, Andheri (E), Mumbai (M.H.) - 400 059 in respect of the businesses as stated in the Notice dated **September 04th, 2019** by conveying my / our assent or dissent to said resolution (s) by placing the tick (✓) mark in the box against the respective matters.

Sr. No.	Resolutions	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
	Ordinary Business :			
1.	Adoption of the Audited Financial statement for the year ended 31 st March, 2019 and reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Mrs. Anjana Soni Thakur (DIN: 00401469), who retires by rotation.			

Place: Mumbai

Date:

Signature of the Member

Suchitra Finance & Trading Co. Ltd.

REGISTERED OFFICE ADDRESS: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A. K. Road,
Andheri (E), Mumbai (M.H.) - 400059 | Phone No: 022-61115222 | Fax No: 022-28227865
CIN: L65910MH1981PLC234305 | Email Id: suchitra@sangamgroup.com | Website: www.sftc.co.in

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as are required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Folio No.	
Name of the Member	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail Id	
PAN or CIN	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Date:

Place:

Signature of the Member

BOOK-POST

To,

If undelivered, please return to:

Suchitra Finance & Trading Co. Limited

B/306-309, Dynasty Business Park,

Opp. Sangam cinema, Andheri (E),

Mumbai (M.H) - 400 059

Tel:- 022 - 61115 222