STANROSE MAFATLAL
INVESTMENTS AND FINANCE LIMITED

REGD. OFFICE :
6TH FLOOR, "POPULAR HOUSE",
ASHRAM ROAD,
AHMEDABAD-380 009.
CIN - L65910GJ1980PLC003731

PHONE : 079-26580067-96. 66310887, 66311067
FAX : 079-26589557
WEBSITE : www.stanrosefinvest.com
E-MAIL : info@stanrosefinvest.com
investorcare@stanrosefinvest.com (For Investors)

A/79/J

July 31, 2020

BSE Ltd.,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai 400 001.

Dear Sirs,

Sub: **Compliance under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Security Code: **506105**

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Report for the Financial Year 2019-20 along with the Notice of Annual General Meeting, which is being dispatched/sent to the members through courier/e-mail.

The same is also available on the Company's website, www.stanrosefinvest.com

Kindly take the same on your record.

Thanking you, we remain,

Yours faithfully,
For STANROSE MAFATLAL
INVESTMENTS AND FINANCE LIMITED

(SOHAM A. DAVE)
COMPANY SECRETARY

Encl: a/a.

STANROSE MAFATLAL
INVESTMENTS AND FINANCE LIMITED

40TH
ANNUAL REPORT 2019-2020

STANROSE MAFATLAL
INVESTMENTS AND FINANCE LIMITED

CONTENTS **PAGE**

STATUTORY AUDITORS

M/S. MANUBHAI & SHAH LLP
Chartered Accountants

SECRETARIAL AUDITORS

MANOJ HURKAT & ASSOCIATES
Company Secretaries

REGISTERED OFFICE

6TH FLOOR, POPULAR HOUSE,
ASHRAM ROAD, AHMEDABAD-380 009,
GUJARAT.

Email: info@stanrosefinvest.com
Website: www.stanrosefinvest.com

LISTED ON : BSE, CODE : 506105

DEMAT CODE : ISIN : INE441L01015

BOARD OF DIRECTORS

SHRI PRADEEP R. MAFATLAL
Chairman
SHRI MADHUSUDAN J. MEHTA
SHRI ARUN P. PATEL (upto 20-01-20)
SHRI RAJESH JAYKRISHNA
SHRI KERSI J. PARDIWALLA
SHRI HARIT S. MEHTA (from 10.02.20)
MS. AZIZA A. KHATRI (from 29.06.20)
SMT. DATTA B. DAVE

CHIEF EXECUTIVE OFFICER

SHRI MADHUSUDAN J. MEHTA

CHIEF FINANCIAL OFFICER

SHRI HARSHAD V. MEHTA

COMPANY SECRETARY & COMPLIANCE OFFICER

SHRI SOHAM A. DAVE

BANKERS

HDFC BANK LTD. AXIS BANK LTD
IDBI BANK LTD.

CORPORATE OFFICE

VIJYALAXMI MAFATLAL CENTRE
57-A, DR. G. DESHMUKH MARG,
MUMBAI - 400 026.

SHARE TRANSFER AGENT

LINK INTIME (INDIA) PVT. LTD.,
5th Floor, 506-508,
Amarnath Business Centre-1 (ABC-1),
B/s. Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C. G. Road, Ellisbridge,
Ahmedabad - 380 006
Tel. 079 26465179
Email: ahmedabad@linkintime.co.in
Website: www.linkintime.co.in

Shareholders intending to require any information about the accounts to be explained in the Meeting are requested to inform the Company at least ten days in advance of the Annual General Meeting.

Fortieth Annual General Meeting on 29th August, 2020 through Video Conferencing Platform of CDSL.

DIRECTORS' REPORT

To
The Members,
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

Your Directors have pleasure in presenting the Fortieth Annual Report together with the Audited Statements of Account of the Company for the financial year ended 31st March, 2020.

FINANCIAL RESULTS

(Rupees in Lacs)

	Current Year Rupees	*Previous Year Rupees*
Total Income	**39.00**	*147.00*
Gross Profit	**(778.39)**	*(278.78)*
Less : Depreciation	**40.60**	*34.52*
Profit/(Loss) before Tax & Exceptional Item	**(818.99)**	*(313.30)*
Less: Current Tax	**(5.75)**	*(6.57)*
Less : Exceptional Item	**(0.45)**	*17.88*
Profit/(Loss) after Tax	**(813.68)**	*(288.85)*
Add: Profit brought forward from Previous Year	**1480.76**	*1724.93*
Balance Available for Appropriations	**667.08**	*1436.08*
Less : Dividend Paid (Including tax on dividend)	**287.01**	*287.01*
Items of the OCI for the year, net of tax:		
Remeasurement benefit of defined benefit plans	**(0.49)**	*0.90*
Transfer to Reserve	**00.00**	*20.00*
Add: Other Comprehensive Income:		
Transfer from OCI to Retained Earnings	**726.65**	*352.59*
Balance carried forward	**1107.21**	*1480.76*

DIVIDEND

Your Directors recommend a Dividend of Rs.6/- per share (Previous Year Rs.6/-) on 39,67,920 Equity Shares of Rs.10 each aggregating to Rs. 238.08 Lacs for the financial year ended on 31st March, 2020. If approved by the Shareholders at the forthcoming Annual General Meeting to be held on August 29, 2020, the said dividend will be paid on September 9, 2020 or thereafter, to (i) those shareholders whose names appear on the Register of Members of the Company on August 22, 2020 and (ii) those whose names as beneficial owners are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, for the purpose.

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

FINANCIAL REVIEW

The total income for the year was Rs. 39.00 Lacs as compared to Rs.147.00 Lacs in the previous year. Depreciation was Rs. 40.60 Lacs (Previous Year Rs. 34.52 Lacs). The Provision for Taxation: (i) for the year under report was NIL. (ii) Adjustments of earlier year tax was Rs. (3.29) Lacs.Loss after tax was Rs. 813.68 Lacs.

This year, the company has decided not to transfer any funds to General Reserve and Statutory Reserve Fund pursuant to Section 45IC of RBI Act,1934.

The Net Worth of the Company as at 31st March, 2020 stood at Rs. 4,921.10 Lacs as against Rs. 6,527.02 Lacs on 31st March, 2019.

NBFC INDUSTRY

The NBFC (Non-Banking Finance Company) sector has evolved considerably in terms of its size, operations, technological sophistication and entry into newer areas of financial services and products. NBFCs are now deeply interconnected with the entities in the financial sector, on both sides of their balance sheets.

Being financial entities, they are exposed to risks arising out of counterparty failures, funding and asset concentration, interest rate movement and risks pertaining to liquidity and solvency, as any other financial sector player.

Business Review

The Company's operations continue to be mainly focused in the areas of Inter- corporate Investments, Capital Market activities and Financing.Segment-wise brief outline of financial and operational performance during the year under report is as under:

(i) Investments

The Company's investment portfolio is reviewed from time to time to buy securities to add to the Portfolio or to sell in order to make Capital gains. Details of the Company's investments are given under Note No. 8 to Financial Statements of the Company for the year ended on 31st March, 2020. The total worth of Company's Quoted and Unquoted Investments in Shares and Securities (Including Stock-in-trade) as at 31st March, 2020 is Rs.2,330.67 Lacs (Previous Year Rs. 4,022.55 Lacs). The Company has adopted IND-AS from 1st April, 2019. Under IND-AS, investments are valued at fair value whereas in case of IGAAP, Long term investments were valued at lower of cost or fair value.

During the year under report the Company:

(a) has made disinvestment of Rs. 805.46 Lacs from its Non-current Quoted and Non-Quoted Equity Investments as against Rs. 281.84 Lacs in the Previous Year.

(b) booked a net profit of Rs. 726.40 Lacs on sale of Non-Current investments as against Rs. 352.59 Lacs in the previous year.

(c) earned income by way of Dividend of Rs. 32.97 Lacs against Rs. 137.67 Lacs in the previous year.

After the close of the Financial Year ended on March 31, 2020, the Company has booked Net Capital Gain of Rs. 36.79 Lacs on sale of certain Non-Current Investments in shares of the aggregate book value of Rs. 276.96 Lacs.

(ii) Finance

Interest on Inter-corporate Deposit:

During the year under report the Company earned interest income on Inter Corporate Deposits of Rs. NIL as against Rs. 3.67 Lacs in the previous year.

Changes in Key Financial Ratios

Sr. No.	Ratios	F.Y. 2019-20	F.Y. 2018-19
1.	Current Ratio	12.92	34.31
2.	Debt Equity Ratio	0.23	0.23
3.	Operating Profit Margin (%)	-0.21	13.06%
4.	Net Profit Margin (%)	-20.86%	13.78%
5.	Return on Net Worth (%)	-205.07%	17.72%

Note: The Company is not having any Debt/Borrowings as at 31st March, 2020. Also, the Company is not into the Customer based products which are manufactured/produced by the Company. Hence, as required under Part B of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ratios such as Debtors Turnover Ratio, Inventory Turnover Ratio and Interest Coverage Ratio have not been provided.

Opportunities and Threats

As various factors are posing constant threats and high volatility in the Capital Markets, it appears beneficial to diversify the portfolio to reduce the risk and insulate from the vagaries of stock-market. Mutual Funds help to reduce risk through diversification and professional management and therefore, the Company invests its surplus funds in debt/equity oriented Mutual Funds. One of the biggest advantages of Mutual Fund investment is Liquidity. Open-end funds provide option to redeem on demand, which is beneficial during rising or falling markets. The management is exploring other avenues of business.

Outlook

The Company intends to continue focusing on capital market activities including trading in securities and emerging products in derivatives.

Risk and Concern

The Company is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit and market risks. The Company has quoted investments which are exposed to fluctuations in stock prices. These investments represent a material portion of the Company's business and are vulnerable to fluctuations in the stock markets. Any decline in prices of the Company's quoted investments may affect its financial position and the results of its operations. It continuously monitors its market exposure and tries to manage these risks by following prudent business and risk management practices.

Adequacy of Internal Control

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently. The Internal control is supplemented by an effective internal audit being carried out by an external firm of Chartered Accountants.

The Company ensures adherence to all internal control policies and procedures as well as compliances with all regulatory guidelines.

The Audit Committee of the Board of Directors reviews the adequacy of internal controls.

Human Resources

Relations remained cordial with employees at all levels during the year.

CORPORATE GOVERNANCE

The Company has complied with applicable provisions of Corporate Governance as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance compliance is included as a part of the Annual Report along with the Auditors' Certificate.

DEPOSITS

Your Company has not accepted any public deposits during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm that:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable Indian accounting standards (IndAS) have been followed and that there are no material departures from the same;
2. Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020 and of the profit for the year ended on that date;

3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. The annual Accounts for the Financial Year ended 31st March, 2020 have been prepared on a `going concern' basis.

5. Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.

6. Proper systems devised to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

SUBSIDIARY COMPANIES

The Company's wholly owned subsidiary, Stan Plaza Limited is a Non-Listed Company, having its Registered Office at Mumbai. As on March 31, 2020, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it will be termed as a Non-Material Subsidiary of the Company.

Stanrose Mafatlal Lubechem Limited - In Liquidation, a substantially owned subsidiary of the Company was ordered to wind-up by the High Court of Mumbai vide its Order dated June 10, 2011 and appointed the Official Liquidator to take charge of its Assets, Bank Accounts, Books of Accounts, Affairs, Business and Properties with all powers under the then provisions of the Companies Act, 1956.

In compliance with the requirements of the provisions of Section 129(3) read with Rule 5 of Companies (Accounts) Rules, 2014, a Statement in Form AOC-1 containing the salient features of financial statements in respect of Stan Plaza Limited, a wholly owned subsidiary of the Company has been included as a part of this Annual Report. Stanrose Mafatlal Lubechem Limited being inoperative,its details are not disclosed in Form AOC-1.

The Company has framed a `Policy for Determining Material Subsidiaries' for identifying material subsidiaries and to provide governance framework for such material subsidiaries. The policy is available on the website of the Company, www.stanrosefinvest.com.

AMALGAMATION OF SURCOT TRADING PRIVATE LIMITED (STPL) AND UMIYA REAL ESTATE PRIVATE LIMITED (UREPL) ("THE TRANSFEROR COMPANIES") WITH STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED (SMIFL) ("THE TRANSFEREE COMPANY")

As reported last year, the Company, has already received No-Objection Certificate from BSE Limited/SEBI on 14th November, 2018.Thereby, the Company has filed an application with the NCLT-Ahmedabad Bench for conveying the meeting of the Equity Shareholders and waiving of meeting of creditors as there were none. NCLT-Ahmedabad Bench ordered on 16th January, 2019 for conveying the meeting of the equity Shareholders on 22nd February, 2019 and waiving the meeting of the Creditors.

The Company had obtained approval from Shareholders in the NCLT Convene Meeting, Registrar of Companies, Regional Director and Official Liquidator. The Company had filed Petition with the NCLT-Ahmedabad Bench and after various hearing the NCLT - Ahmedabad Bench had approved the Scheme of Amalgamation on 17th July, 2019 subject to approval of NCLT-Chennai Bench where the Transferor Company, Umiya Real Estate Private Limited had filed petition for Approval of the said Scheme and are awaiting for the same.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements (CFS) of the Company and its wholly owned subsidiary Company viz. Stan Plaza Limited (SPL) are prepared in accordance with the provisions of Schedule III of the Companies Act, 2013 and relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India, as applicable to the Company and form part of this Annual Report. These Statements have been prepared on the basis of audited financial statements received from SPL as approved by its Board. Stanrose Mafatlal Lubechem Ltd., a substantially owned subsidiary Company being inoperative, its financial statements are not considered in preparation of CFS.

DIRECTORATE

In terms of Section 152 of the Companies Act, 2013, Shri Madhusudan J. Mehta, Director & CEO of the Company is retiring by rotation and being eligible offers himself for re-appointment

Shri Arun P. Patel has resigned from the Directorship of the Company with effect from 20th January, 2020, on health grounds. Your Directors place on record their appreciation of the valuable services rendered by Shri Patel during his tenure as a director.

Shri Rajesh Jaykrishna was re-appointed at the 37th AGM for three years upto the AGM that may be held for the F.Y. 2019-20. According to Section 149(11) of the Companies Act, 2013, no Independent Directors can hold office for more than two consecutive terms.

As Shri Jaykrishna's second term will be expired on this AGM, the Board does not propose him for further re-appointment.

To fill the vacancy of Independent Directors caused due to resignation of Shri Arun P. Patel and the non-appointment of Shri Rajesh Jaykrishna in accordance with Section 149(11) of the Companies Act, 2013, the Board has appointed Shri Harit S. Mehta and Ms. Aziza A. Khatri, as an Independent Directors, both for Five consecutive years. Accordingly, a resolution proposing his appointment along with their brief resume is provided under Notice of 40th AGM.

Shri Kersi J. Pardiwalla is due for retirement from its first term as Independent Director under the Companies Act, 2013. Based on his skills, experience, knowledge, performance, evaluation and recommendation of Nomination and Remuneration Committee, it is proposed to re-appoint him for Five consecutive years up to August 28, 2025.

Brief resumes of Shri Harit S. Mehta, Ms. Aziza Khatri and Shri Kersi J. Pardiwalla, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are covered under notes of the Notice of the 40th AGM of the Company.

All Independent Directors have given their declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors of the Company is disqualified from being appointed or re-appointed as a Director as specified under Section 164 of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

The Company has appointed three Key Managerial Personnel, viz. Shri Madhusudan J. Mehta, Chief Executive Officer, Shri Harshad V. Mehta, Chief Financial Officer and Shri Soham A. Dave, as Company Secretary, to inter alia shoulder the responsibilities in their respective fields as envisaged under the provisions of the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDITORS

Statutory Auditors

At the 37th Annual General Meeting, M/s Manubhai & Shah, Chartered Accountants (Firm Regn. No. 106041W/ W100136), Ahmedabad, were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 37th AGM to the conclusion of the 42nd AGM (subject to ratification of the appointment by the members at every AGM held after this AGM).On 7th May, 2018, Section 40 of the Companies Amendment Act, 2017 (amending Section 139 of the Companies Act, 2013) was notified whereby ratification of Statutory Auditor's appointment is not required at every Annual General Meeting. Accordingly, resolution for ratification of appointment of Statutory Auditors is not proposed.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s.Manoj Hurkat and Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as *"Annexure A"*.

The Report confirms that the Company has complied with all the applicable provisions of the Companies Act, 2013, Reserve Bank of India Act, 1934, Equity Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Depositories Act, 1996, Securities Contracts (Regulation) Act, 1956, SEBI (Prohibition of Insider Trading) Regulations, 1992/2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and various Regulations and Guidelines as applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder, the Company has constituted a Corporate Social Responsibility Committee of Directors. The role of the Committee is to review the CSR activities of the Company periodically and recommend the Board the amount of expenditure to be incurred on the CSR activities annually. For the Financial Year 2019-20, the Company is not falling under Section 135(1) of the Companies Act, 2013 as the Net worth, Turnover and Net Profits of the Company are less than the prescribed limit for the past three consecutive years and so the reporting under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable to the Company.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of Shri Kersi J. Pardiwalla, Chairman, Shri Rajesh Jaykrishna, Shri Harit S. Mehta and Ms. Aziza A. Khatri, members. The role and responsibilities, Company's policy on directors' appointment and remuneration including the criteria for determining the qualifications, positive attributes, independence of a director and other related matters are in conformity with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE

The information relating to the composition of the Committee, scope & term of reference, no. of meetings held and attendance, etc. during the year under report, are provided in the Corporate Governance Report.

ANNUAL PERFORMANCE EVALUATION:

In compliance with the provisions of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation was carried out as under:

Board: In accordance with the criteria suggested by the Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes and Board dynamics. The Independent Directors, at their separate meeting, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

Committees of the Board: The performance of the Audit Committee, the Corporate Social Responsibility Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee processes and committee dynamics. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed thereunder and the Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Individual Directors:

(a) Independent Directors: In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like qualification, experience, availability and attendance, integrity, commitment, governance, independence, communication, preparedness, participation and value addition.

The Board was of the unanimous view that each independent director was a reputed professional and brought his rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.

(b) Non-Independent Directors: The performance of each of the non-independent directors (including the Chairperson) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. Various criteria considered for the purpose of evaluation included qualification, experience, availability and attendance, integrity, commitment, governance, communication, etc. The Independent Directors and the Board were of the unanimous view that each of the non-independent director was providing good business and people leadership.

DISCLOSURE OF RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES' REMUNERATION, ETC.

The particulars of ratio of remuneration of each director to median remuneration of the employees of the Company for the financial year under report, percentage increase in remuneration of each Director and KMP, etc. more particularly described under Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in *"Annexure B"* to this Report.

PARTICULARS OF LOANS AND INVESTMENTS

The Company being a Non-Banking Financial Company registered with Reserve Bank of India with the principal business, inter alia, of Inter-Corporate Financing, the provisions of Section 186 except sub-section (1) are not applicable to it. Hence no particulars thereof as envisaged under Section 134(3)(g) are covered in this Report.

RELATED PARTY TRANSACTIONS

The particulars of contracts or arrangements entered by the Company with related parties which are subsisting during the year under Report are provided under *"Annexure C"* in Form AOC - 2. The Company has framed a 'Policy on Related Party Transactions' for determining related parties, transactions on arm's length basis and procedures to be followed for obtaining various approvals, etc.The policy is available on the website of the company, www.stanrosefinvest.com. As regards the justification for entering into related party transactions, it may be noted that the same are entered into due to business exigencies and are in the best interest of the Company.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Pursuant to the requirement under Section 134(3) of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014:

(a) The Company has no activity involving conservation of energy or technology absorption.

(b) The Company does not have any Foreign Exchange Earnings.

(c) Outgo under Foreign Exchange - NIL.

SEXUAL HARASSMENT

Entire staff in the Company is working in a most congenial manner and there are no occurrences of any incidents of sexual harassment during the year.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board has approved and adopted "Vigil Mechanism/ Whistle Blower Policy" in the Company. The Brief details of establishment of this Policy are provided in the Corporate Governance Report.

RISK MANAGEMENT POLICY

The Company has formalized risk management system by formulating and adopting Risk Management Policy to identify, evaluate, monitor and minimize the identifiable business risks in the Organization.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT 9 is provided in "Annexure D" to this Report and the same is also available on the website of the Company www.stanrosefinvest.com under "Investor Relations" Section.

PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ACKNOWLEDGEMENTS

Your Directors sincerely express their deep appreciation to employees at all levels, bankers, customers and shareholders for their sustained support and co-operation and hope that the same will continue in future.

For and on behalf of the Board
Pradeep R. Mafatlal
Chairman

Place: Mumbai
Dated: June 29, 2020.

ANNEXURE 'A' TO DIRECTORS' REPORT

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 of
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

(CIN : L65910GJ1980PLC003731)

6th Floor, Popular House, Ashram Road,
Ahmedabad - 380009

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

I. The Companies Act, 2013 (the Act) and the Rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits), Regulations, 2014;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

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

I. Secretarial Standards issued by The Institute of Company Secretaries of India.

II. The SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, amended from time to time.

We hereby report that during the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

VI. We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company;

(a) The Reserve Bank of India Act, 1934 and Applicable NBFC Regulations

(b) The Prevention of Money Laundering Act, 2002.

We further report that:

(a) The Board 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.

(b) Adequate notice is given to all Directors to schedule the Board Meetings at least seven days in advance. Agenda and detailed notes on agenda were also sent to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

The Scheme of Amalgamation ("Scheme") between Surcot Trading Private Limited (Transferor Company Number I) and Umiya Real Estate Private Limited (Transferor Company Number II) with the Company under Sections 230-232 of the Companies Act, 2013 was approved by the Hon'ble NCLT-Ahmedabad Bench vide its order dated 17th July, 2019. However, the Company is awaiting final order of Hon'ble NCLT-Chennai Bench for the petition filed by one of the Transferor Company Number II, for implementation of the Scheme.

Barring this, during the audit period, no other events/ actions has taken place which have major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For **MANOJ HURKAT AND ASSOCIATES**
Practicing Company Secretaries
FRN: P2011GJ025800

Place: Ahmedabad
Date: *June 29, 2020*

MANOJ R HURKAT
Partner
FCS No. 4287, C P No.: 2574
UDIN:F004287B000369058

Note:

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

ANNEXURE 'A' to Secretarial Audit Report

To,
The Members of
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED
(CIN : L65910GJ1980PLC003731)
6th Floor, Popular House, Ashram Road,
Ahmedabad - 380009

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

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts and cost records of the Company.

4. We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, secretarial records and other factual position which cannot be otherwise verified etc. wherever required or necessary

5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of the same on test basis.

6. The Secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **MANOJ HURKAT AND ASSOCIATES**
Practicing Company Secretaries
FRN: P2011GJ025800

Place: Ahmedabad
Date: *June 29, 2020*

MANOJ R HURKAT
Partner
FCS No. 4287, C P No.: 2574
UDIN:F004287B000369058

ANNEXURE 'B' TO DIRECTORS' REPORT

Part A - Disclosure of Ratio of Remuneration of each Director to the Median Employee's Remuneration, the Percentage increase in Remuneration of each Director, Chief Executive Officer, Company Secretary and Chief Financial Officer, etc. for the Financial Year ended 31st March, 2020.

Names and Positions	**[A]** Ratio of Directors' Remuneration to the median Remuneration of Employees	**[B]** Percentage (%) increase in Remuneration
(i) Shri Pradeep R. Mafatlal, Chairman	0.05 : 1	33.33
(ii) Shri Madhusudan J. Mehta, Director & CEO	3.14 : 1	4.11
(iii) Shri Arun P. Patel, Director	0.03 : 1	50
(iv) Shri Rajesh Jaykrishna, Director	0.12: 1	(20)
(v) Shri Kersi J. Pardiwalla, Director	0.18 : 1	8.33
(vi) Shri Harit S. Mehta, Director	—	—
(vii) Smt. Datta Bharat Dave, Director	0.01 : 1	(50)
(viii) Shri Harshad V. Mehta, CFO		32.52
(ix) Shri Soham A. Dave, CS		29.23

[C] Percentage increase in the median Remuneration of Employees - 12.23%.

[D] Number of permanent Employees on the rolls of Company (at the end of the year) - 10

[E] Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration. The Company is a Board Managed Company. The average percentage increase in salaries of employees other than Directors and KMPs made in the year 2019-20 is 20.13% against 11.55% increase in Managerial Remuneration. Managerial Remuneration, inter alia, consist of commission and Sitting Fees paid to NEDs, salary paid to Executive Directors and Remuneration of KMP.

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

For and on behalf of the Board
Pradeep R. Mafatlal
Chairman

Place: Mumbai
Dated: June 29, 2020.

ANNEXURE 'C' TO DIRECTORS' REPORT

FORM NO. AOC - 2

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto
[Pursuant to clause (h) of sub-section (3)of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

	Details of contracts or arrangements or transactions at Arm's length basis	
(a)	Name(s) of the related party	Shanudeep Private Limited (Shanudeep)
(b)	Nature of relationship	Shanudeep is holding 25.03% stake in the Company. Further the Chairman of the Company Shri Pradeep R. Mafatlal is also the Chairman of Shanudeep.
(c)	Nature of contracts / arrangements / transactions.	(i) Use of office premises on Lease (ii) Availing facilities and amenities.
(d)	Duration of the contracts / arrangements / transactions	(i) From 19th August, 2019 to 18th August, 2020 (ii) From 19th August, 2019 to 18th August, 2020
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	(i) Use of office premises admeasuring 2000 sq. ft. at 2nd Floor, Vijyalaxmi Mafatlal Centre, 57-A, Dr. G. Desmukh Marg, Mumbai on lease by paying Rs. 1,80,000 p.m. as License fee. (ii) Availing Facilities and Amenities at the aforesaid premises by paying Rs. 2,42,000 p.m. as service charges.
(f)	Date(s) of approval by the Board, if any:	August 5, 2019 (for both the transactions)
(g)	Amount paid as advances, if any:	Nil

Note: There are no contracts or arrangements or transactions with related parties which are not at arm's length basis or which are material contract or arrangement or transaction at arm's length basis as per Section 188 of the Companies Act, 2013 entered into by the Company or prevailing during the F.Y. 2019-20.

For and on behalf of the Board

Place: Mumbai
Dated: June 29, 2020.

Pradeep R. Mafatlal
Chairman

ANNEXURE 'D' TO DIRECTORS' REPORT

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN :	L65910GJ1980PLC003731
ii.	Registration Date:	18th April, 1980
iii.	Name of the Company:	Stanrose Mafatlal Investments and Finance Limited
iv.	Category / Sub-Category of the Company:	Company Limited by Shares/ Indian Non-government Company
v.	Address of the Registered Office and contact details:	6th Floor, Popular House, Ashram Road, Ahmedabad-380009, Gujarat. Ph. No. (079) 26580067-96
vi.	Whether Listed Company:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime (India) Pvt. Ltd. 506-508, Amarnath Business Centre-1, Beside Gala Business Centre, Near St. Xavier's College Corner, Off. C.G. Road, Ellis Bridge, Ahmedabad - 380006. Gujarat. Ph. No. (079) 26465179

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	Intercorporate Investment, Financing and Capital Market Related Activites	997119	84.53% from Investment activity & 15.47 % from financing activity

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	Stan Plaza Limited Reg. Off. - 59, The Arcade, 1st Floor, World Trade Centre, Cuffe Parade, Colaba, Mumbai-400005.	U24100MH1996PLC098394	SUBSIDIARY	100%	Section 2(87) of Companies Act, 2013
2	Stanrose Mafatlal Lubechem Limited - In Liquidation Reg. Off. - 59, The Arcade, 1st Floor, World Trade Centre, Cuffe Parade, Colaba, Mumbai-400005.	L15140MH1993PLC073460	SUBSIDIARY	86.25%	Section 2(87) of Companies Act, 2013

IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held as on 01/04/2019				No. of Shares held as on 31/03/2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters:									
(1) Indian:									
(a) Individual/HUF	14,976	-	14,976	0.38%	14,976	-	14,976	0.38%	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt.	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	18,79,651	-	18,79,651	47.37%	18,79,651	-	18,79,651	47.37%	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	18,94,627	-	18,94,627	47.75%	18,94,627	-	18,94,627	47.75%	-
(2) Foreign:									
(a) NRIs-Individuals	33,094	-	33,094	0.83%	33,094	-	33,094	0.83%	-
(b) Others-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks/FI	-	-	-	-	-	-	-	-	-
(e) Any other	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held as on 01/04/2019				No. of Shares held as on 31/03/2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Sub-total (A) (2)	33,094	-	33,094	0.83%	33,094	-	33,094	0.83%	-
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	19,27,721	-	19,27,721	48.58%	19,27,721	-	19,27,721	48.58%	-
B. Public Shareholding									
1. Institutions:									
(a) Mutual Funds	32	1,850	1,882	0.05%	32	1,850	1,882	0.05%	-
(b) Banks/FI	-	433	433	0.01%	300	433	733	0.02%	0.01%
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt.	-	-	-	-	-	-	-	-	-
(e) Venture Capital funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	3,93,084	-	3,93,084	9.91%	3,93,084	-	3,93,084	9.91%	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others - Trust	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	3,93,116	2,283	3,95,399	9.96%	3,93,416	2,283	3,95,699	9.97%	0.01%

Category of Shareholders	No. of Shares held as on 01/04/2019				No. of Shares held as on 31/03/2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Central government / State Government / President of India	-	-	-	-	-	-	-	-	-
Sub-total (B) (2)	-	-	-	-	-	-	-	-	-
3. Non-Institutions:									
(a) Bodies Corp.									
(i) Indian	1,47,060	27,733	1,74,793	4.41%	1,37,720	20,883	1,58,603	4.00%	(0.41%)
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	5,47,744	4,27,755	9,75,499	24.58%	5,34,687	3,72,335	9,07,022	22.86%	(1.72%)
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh	2,21,970	1,35,718	3,57,688	9.01%	2,73,062	1,36,702	4,09,764	10.33%	1.32%
(c) Others (specify)	59,062	378	59,440	1.50%	84,158	378	84,536	2.13%	0.63%
IEPF	77,380	-	77,380	1.95%	84,575	-	84,575	2.13%	0.18%
Sub-total (B) (3)	10,53,216	5,91,584	16,44,800	41.45%	11,14,202	5,30,298	16,44,500	41.45%	-
Total Public Shareholding (B) = (B) (1) + (B) (2) + (B) (3)	14,46,332	5,93,867	20,40,199	51.42%	15,07,618	5,32,581	20,40,199	51.42%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	32,39,901	7,28,019	39,67,920	100%	34,35,339	5,32,581	39,67,920	100%	0.00%

(ii) Shareholding of Promoters

Sr. No.	Shareholders' Name	Shareholding as at 01/04/2019			Shareholding as at 31/03/2020			% 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.	Shanudeep Private Limited	9,93,078	25.03	0.00	9,93,078	25.03	0.00	-
2.	Vinadeep Investments Private Limited	4,15,421	10.47	0.00	4,15,421	10.47	0.00	-
3.	Sheiladeep Investments Private Limited	3,90,297	9.84	0.00	3,90,297	9.84	0.00	-
4.	Gagalbhai Investments Private Limited	43,726	1.10	0.00	43,726	1.10	0.00	-
5.	Pradeep Investments Private Limited	18,120	0.46	0.00	18,120	0.46	0.00	-
6.	Standard Industries Limited	19,009	0.48	0.00	19,009	0.48	0.00	-
7.	Sheilaja Chetan Parikh	19,054	0.48	0.00	19,054	0.48	0.00	-
8.	Pravina Rasesh Mafatlal & Pradeep R. Mafatlal	14,802	0.37	0.00	14,802	0.37	0.00	-
9.	Pradeep R. Mafatlal & Divya P. Mafatlal	13,186	0.33	0.00	13,186	0.33	0.00	-
	Pradeep R. Mafatlal & Pravina R. Mafatlal	854	0.02	0.00	854	0.02	0.00	-
10.	Rajanya Pradeep Mafatlal	174	0.00	0.00	174	0.00	0.00	-
	TOTAL	19,27,721	48.58	0.00	19,27,721	48.58	0.00	-

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

	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
Shareholding as at 01/04/2019	NO CHANGE DURING THE YEAR			
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease				
As at 31/03/2020				

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

Top ten Shareholders and their Shareholding as at 01/04/2019				Top ten Shareholders and their Shareholding as at 31/03/2020			
No.	Name of Shareholder	No. of Shares	% of total shares of the Company	No.	Name of Shareholder	No. of Shares	% of total shares of the Company
1.	Life Insurance Corporation of India	1,64,377	4.14%	1.	Life Insurance Corporation of India	1,64,377	4.14%
2.	The New India Assurance Company Limited	89,593	2.26%	2.	The New India Assurance Company Limited	89,593	2.26%
3.	Mafatlal Industries Limited	79,920	2.01%	3.	Investor Education and Protection Fund	84,575	2.13%
4.	Investor Education and Protection Fund	77,380	1.95%	4.	Mafatlal Industries Limited	79,920	2.01%
5.	The Oriental Insurance Company Limited	77,182	1.95%	5.	The Oriental Insurance Company Limited	77,182	1.95%
6.	General Insurance Corporation Of India	42,616	1.07%	6.	General Insurance Corporation Of India	42,616	1.07%
7.	Panna Hemant Mafatlal	38,216	0.96%	7.	Panna Hemant Mafatlal	38,216	0.96%
8.	Parul V. Lashkari	29,721	0.75%	8.	Parul V. Lashkari	29,721	0.75%
9.	Integrated Financial Services Ltd.	27,000	0.68%	9.	Integrated Financial Services Ltd.	27,000	0.68%
10.	Sundararaman Vallur Gopalaraghava	26,218	0.66%	10.	Miheer H. Mafatlal A/c 1	25,620	0.64%

(v) Shareholding of Directors and Key Managerial Personnel:

	Shareholding as at 01/04/2019		Shareholding as at 31/03/2020	
	No. of Shares #	% of total shares of the Company	No. of Shares #	% of total shares of the Company
Shri Pradeep R. Mafatlal	28,842	0.73%	28,842	0.73%
Shri Arun P. Patel	175	0.00%	175	0.00%
Shri Rajesh Jaykrishna	156	0.00%	156	0.00%
Shri Kersi J. Pardiwalla	300	0.00%	300	0.00%
Shri Madhusudan J. Mehta	434	0.01%	434	0.01%
Shri Harit S. Mehta	0	0.00%	0	0.00%
Ms. Aziza A. Khatri	0	0.00%	0	0.00%
Smt. Datta B. Dave	18	0.00%	18	0.00%
Shri Harshad V. Mehta	50	0.00%	50	0.00%
Shri Soham A. Dave	1	0.00%	1	0.00%

Including Joint Holding

V. INDEBTEDNESS

Indebtedness of the Company including Interest outstanding / accrued but not due for Payment :

NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr No.	Particulars of Remuneration	Name of M.D., W.T.D., Executive Director and/or Manager	Total (Rs. in Lacs)
		Shri Madhusudan J. Mehta	
1.	Gross Salary:		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11.40	11.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.22	0.22
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- As % of profit	-	-
	- others, specify	-	-
5.	Others, please specify	-	-
	Total (A)	11.62	11.62

B. Remuneration to other Directors :

(I) Independent & Non-Executive

Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
	Shri Arun P. Patel	Shri Rajesh Jaykrishna	Shri Kersi J. Pardiwalla	
Fee for attending Board / Committee meetings (Rs.)	15,000	40,000	65,000	1,20,000
Commission (Rs.)	NIL	NIL	NIL	NIL
Others, please, specify	NIL	NIL	NIL	NIL
Total (B)(1) (Rs.)	15,000	40,000	65,000	1,20,000

(II) Other Non-Executive Directors

Particulars of Remuneration	Name of Directors		Total Amount (Rs.)
	Shri Pradeep R. Mafatlal	Smt. Datta B. Dave	
Fee for attending Board / Committee meetings (Rs.)	20,000	5,000	25,000
Commission (Rs.)	NIL	NIL	NIL
Others, please specify	NIL	NIL	NIL
Total (B)(2) (Rs.)	20,000	5,000	25,000
Total Managerial Remuneration (all Directors) (Rs.)	-	-	NIL*
Overall Ceiling as per the Act (Rs.)	-	-	

* excluding Sitting Fees

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD (Rs. In Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Chief Executive Officer	Chief Financial Officer	Company Secretary	
1.	Gross Salary :				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11.40	10.98	7.61	29.99
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.22	0.22	0.29	0.73
	(c) Profits in lieu of salary under Section 17(3) of Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- As % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	11.62	11.20	7.90	30.72

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

NONE

REPORT ON CORPORATE GOVERNANCE

[As required by Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Securities and Exchange Board of India (SEBI) has stipulated Corporate Governance standards for listed companies vide Point C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company furnishes its report on the Corporate Governance as under:

Company's Philosophy on Corporate Governance

Corporate Governance is a combination of voluntary practices and compliance with Laws and Regulations leading to effective control and management of the organization. Good Corporate Governance leads to long-term shareholder value and enhances interest of other stakeholders. It brings into focus the fiduciary and trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

1. BOARD OF DIRECTORS:

(A) Composition of the Board:

The Company's Board consists of Directors having varied experience in different areas with some eminent personalities who have made a mark in their respective fields. The composition of the Board is in conformity with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri Pradeep R. Mafatlal, a Non-Executive Promoter Director, is the Chairman of the Company, heading the Board. As on 31st March, 2020, the Board comprises of 6 Directors, out of whom 5 are Non-Executive Directors and one is Executive Director. Out of 5 Non-Executive Directors, 3 Directors are Independent and 2 are Non-Independent (including one Woman Director).

(B) Category of Directors, their attendance at the Board and AGM, etc.:

The category of Directors, their attendance at the Board Meetings and the Annual General Meeting during the Financial Year 2019-20, the particulars of number of other Directorships & Committee Memberships held and the name of other listed entities where they act as director along with the category of directorship are as follows (See Table 1).

TABLE : 1 [Reference : Para 1(B)]

Name of Director	Category of Director	Attendance		No. of Director-ships *	No. of Committee Member-ships / Chairman-ship**	Name of other Listed Entities where he/she act as Director along with their category of Directorship
		No. of Board Mtgs.	Last AGM			
1. Shri Pradeep R. Mafatlal, Chairman	Non-Independent Non-Executive	3	No	9 (Chairman of 6)	2	Standard Industries Limited Non-Independent Non-Executive
2. Shri Madhusudan J. Mehta (Chief Executive Officer)	Executive	4	Yes	9	1	-
3. Shri Arun P. Patel (Upto 20-01-2020)	Independent Non-Executive	1	No	1	1	-
4. Shri Rajesh Jaykrishna	Independent Non-Executive	3	No	7	1	-
5. Shri Kersi J. Pardiwalla	Independent Non-Executive	4	Yes	5	4 (Chairman of 4)	Standard Industries Limited Independent Director
6. Smt. Datta Bharat Dave	Non-Independent Non-Executive	1	Yes	1	-	-
7. Shri Harit S. Mehta (From 10.02.2020)	Independent Non-Executive	0	NA	1	1	-

Note: None of the Directors are related inter-se.

* Includes Stanrose Mafatlal Investments and Finance Limited and Excludes Foreign Companies.

** Represents Chairmanship/Membership of Audit Committees and Stakeholders' Relationship Committees of Public Limited Companies including Stanrose Mafatlal Investments and Finance Limited.

(C) Number of Board Meetings held and the dates on which such Meetings were held, etc.:

Four Board Meetings were held during the year on 30.5.2019, 5.8.2019, 18.10.2019 and 10.2.2020.

All the relevant information such as statement of investments, finance, financial results, capital expenditure proposals, etc. as a matter of routine, was placed before the Board for its appraisal, review and approval.

(D) Skills/expertise/competence of the Board:

The Board comprises of persons with varied experiences in different areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees. The following list summarizes the key skills, expertise and competence that the Board thinks is necessary for functioning in context of the Company's business and sector and which in the opinion of the Board, its Members possess:

- Strategy and Planning
- Finance
- Law
- Management and Administration
- Shares and Securities Market
- General management and Human Resources
- Corporate Governance.

The current composition of the Board meets the requirements of skills, expertise and competencies as identified above.

2. CODE OF CONDUCT:

The Board of Directors has adopted a Code of Conduct for Board Members and Senior Management Personnel of the Company. The said Code has been communicated to all the Directors and Members of the Senior Management, who have affirmed their compliance with it, as approved and adopted by the Board. The CEO has given a declaration to this effect to the Board and the Board has taken the same on its record. The Code is placed on the Company's website, www.stanrosefinvest.com.

3. POLICY ON PROHIBITION OF INSIDER TRADING:

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

4. CEO AND CFO CERTIFICATION:

The CEO and CFO have given a Certificate about the correctness of the Annual Financial Statements, etc. to the Board and the Board has taken the same on its record.

5. COMMITTEES OF THE BOARD:

(a) Audit Committee:

The Board of Directors has constituted an Audit Committee comprising of three Independent Non-Executive Directors, viz. Shri Kersi J. Pardiwalla, Chairman, Shri Harit S. Mehta and Shri Rajesh Jaykrishna. Shri Arun P. Patel was Member of this Committee upto 20th January, 2020. The Board has inducted Shri Harit S. Mehta, Independent Director in the Committee w.e.f. 10th February, 2020. The Company Secretary acts as the Secretary to the Committee.

The role, term of reference, authority and powers of this Committee are in conformity with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to the Company.

Four Meetings were held during the year on 30.5.2019, 5.8.2019, 18.10.2019 and 10.2.2020. Shri Kersi J. Pardiwalla attended all meetings while Shri Rajesh Jaykrishna and Shri Arun P. Patel have attended three and one meeting respectively.

(b) Nomination and Remuneration Committee:

The Board of Directors has constituted a Nomination and Remuneration Committee comprising of Shri Kersi J. Pardiwalla, Chairman, Shri Harit S. Mehta and Shri Rajesh Jaykrishna. Shri Arun P. Patel was Member of this Committee upto 20th January, 2020.

The role, term of reference, authority and powers of this Committee are in conformity with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to the Company. Two Meetings were held during the year on 30.5.2019 and 10.2.2020. Shri Kersi J. Pardiwalla attended all the meetings while Shri Rajesh Jaykrishna and Shri Arun P. Patel both have attended one meeting.

(c) Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee deals with the matters of redressal of Shareholders and Investors complaints for transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend, etc.:

i) Name of Non-executive Director heading the Committee: Shri Kersi J. Pardiwalla.

ii) Name of other Members: Shri Pradeep R. Mafatlal and Shri Madhusudan J. Mehta.

iii) Name and Designation of Compliance Officer: Shri Soham A. Dave, Company Secretary.

iv) Number of shareholders' complaints received: During the year 2019-20, the Company received no complaints.

v) Number of complaints not solved to the satisfaction of shareholders: NIL

vi) Number of pending complaints: NIL

During the year, the Committee met once. All the Members were present in the Meeting.

6. RISK MANAGEMENT:

During the financial year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and risk minimization procedures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Business risk evaluation and management is an ongoing process with the Company.

7. DIRECTORS' REMUNERATION FOR THE FINANCIAL YEAR 2019-20:

The Non-Executive Directors are paid Sitting Fees of Rs. 5,000/- for attending each Meeting of the Board/Committees/Independent Directors and a commission upto 3% of the net profit as determined under Section 198 of the Companies Act, 2013 for the financial year ended 31st March, 2020, in pursuance of General Body Resolution. Within the overall limit, the extent and proportion in which the Commission to be distributed amongst the Directors is determined by the Board.

The details of remuneration paid for the year 2019-20 to the Directors are given below (Table No. 2) :

8. GENERAL BODY MEETINGS:

i) Location and time, where last three AGMs were held:

On 23-08-2019 at 10.30 A.M.
On 25-09-2018 at 10.30 A.M.
On 04-08-2017 at 10.30 A.M.
At: Banquet Hall, Karnavati Club Ltd.,
S. G. Highway, Ahmedabad - 380058, Gujarat.

ii) Whether any Special Resolutions passed in the previous 3 AGMs: Yes.

iii) Whether the Special Resolutions were put through postal ballot last year, details of voting pattern, person who conducted the postal ballot exercise: No postal ballot had been conducted.

iv) Whether Special Resolutions are proposed to be conducted through postal ballot: No

v) Procedure for postal ballot: Not applicable

9. OTHER DISCLOSURES:

(a) Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of company at large:

During the year 2019-20, the Company had no materially significant related party transactions having potential conflict with the interest of the Company at large. The transactions with the related parties are disclosed in the Notes to Financial Statements in the Annual Report.

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

None.

(c) Vigil Mechanism / Whistle Blower Policy:

The Company has established Vigil Mechanism and framed Whistle Blower Policy for the directors

TABLE NO. 2 (Reference : Para 7)

Name of Director	Remuneration paid For the F.Y. 2019-20			No. of Shares
	Sitting Fees Rs.	Commission (For 2019-20) Rs.	Total Rs.	held as on 31.3.2020#
Shri Pradeep R. Mafatlal	20,000	NIL	20,000	28,842
Shri Madhusudan J. Mehta	-	NIL	-	434
Shri Arun P. Patel	15,000	NIL	15,000	175
Shri Rajesh Jaykrishna	40,000	NIL	40,000	156
Shri Kersi J. Pardiwalla	65,000	NIL	65,000	300
Shri Harit S. Mehta (from 20.02.20)	-	NIL	-	-
Mrs. Datta B. Dave	5,000	NIL	5,000	18

Including Joint Holding.

and the employees to report to the Audit Committee, any unethical behavior, improper practice and wrongful conduct taking place in the Company, for suitable action. The Policy, by design, provides access to the Chairman of the Audit Committee, in exceptional cases.

Shri Soham A. Dave, Company Secretary acts as Vigilance Officer of the Company to receive protected disclosures from whistleblowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof. The detailed Policy describing the objectives, scope, eligibility, procedure, etc. is also posted on the Company's website. We further affirm that no employee has been denied access to the Audit Committee during the financial year 2019-20.

(d) Compliance of Mandatory Requirements and Adoption of Non-Mandatory Requirements:

The Company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to it. The Company has adopted some of the non-mandatory requirements as mentioned under Part E of Schedule II such as separate posts of Chairperson and Chief Executive Officer, reporting by internal auditor directly to the Audit Committee, etc.

(e) Disclosure under the sexual harassment of women at workplace (prevention, prohibition and redressal) Act, 2013:

a. Number of complaints filed during the Financial Year - 0

b. Number of complaints disposed of during the Financial Year - 0

c. Number of complaints pending as on end of the Financial Year- 0

(f) The Board of Directors confirms that the Independent Directors fulfill the conditions as specified under clause b of Regulation 16(1) and are Independent to the Management.

(g) A certificate has been obtained from M/s. Rutu Sanghvi & Associates, Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a director of companies by the Security and Exchange Board of India/ Ministry of Corporate Affairs or by any other Statutory Authority.

(h) In terms of the amendments made to the Listing Regulations, the Board of Directors confirms that during the year, it has accepted all recommendations received from its mandatory committees.

(i) The Board of Directors has adopted a Familiarization Programme for Independent Directors of the Company and posted the same on the website of the Company viz. www.stanrosefinvest.com. The Programme aims to provide insights into the Company to enable the Independent Directors to understand and significantly contribute to its business.

(j) There were no instances of raising of funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations.

(k) During 2019-20, the total fees for all services paid by the Company on a consolidated basis, to M/s. Manubhai & Shah LLP, Chartered Accountants and all entities in the network firm/network entity of M/s. Manubhai & Shah LLP, Chartered Accountants was Rs. 3.54/- Lacs.

(l) Shri Arunprasad P.Patel, an Independent Director of the Company has resigned from the directorship of the Board of Directors of the Company with effect from 20th January, 2020 owing to his age and health issues. Shri Patel has confirmed that there are no other material reasons for his resignation as an Independent Director on the Board of the Company.

10. MEANS OF COMMUNICATION:

1) Half-yearly report sent to each household of shareholders: No

2) Quarterly Results:

Quarterly Results are either published in"Economic Times"(English and Gujarati), and /or "Financial Express" (English and Gujarati) and are displayed on Company's website www.stanrosefinvest.com. The website contains a separate dedicated section `Investor Relations', where shareholders' information is available.

3) Whether it also displays official news releases and the presentations made to institutional investors or to the Analysts: Not Applicable

4) Whether Management Discussion & Analysis is a part of the Annual Report or not : Yes.

11. GENERAL SHAREHOLDERS INFORMATION:

The Company is registered in the State of Gujarat with the Registrar of Companies, Gujarat at Ahmedabad. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65910GJ1980PLC003731.

(a) 40th Annual General Meeting:

Date & Time: August 29, 2020 at 2:00 P.M.

through video conferencing platform of CDSL.

(b) Financial Calendar:

Financial Year:
1st April to 31st March

Financial Reporting (tentative) for:

Quarter ending 30-6-2020:
By August 14, 2020

Quarter ending 30-9-2020:
By November 14, 2020

Quarter ending 31-12-2020:
By February 14, 2021

Year ending 31-3-2021:
Audited Results by May 30, 2021.

(c) Book Closure Dates for AGM & Dividend: August 23, 2020 to August 29, 2020 (both days inclusive)

(d) Dividend Payment Date:

From September 9, 2020 onwards but within 30 days from the date of AGM.

(e) Unpaid Dividend:

(i) The Company has transferred unclaimed dividends for and upto the Financial Year ended on 30th September, 1994 to the General Revenue Account of the Central Government and thereafter upto the financial year ended on 31st March, 2012 to the Investor Education and Protection Fund (IEPF), as required under Section 205A(5) of the erstwhile Companies Act, 1956 and Section 124(5) of the Companies Act, 2013, respectively within the prescribed time limit.

Under Section 124 of the Companies Act, 2013 and notification of the Ministry of Corporate Affairs of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, any shareholder can claim his/her dividend(s) from the IEPF Authority by making an application in online Form IEPF 5 available on the IEPF's website www.iepf.gov.in. The members, therefore, may submit their claims, if any, for unclaimed dividends for and upto the financial year ended 30th September, 1994, to the Registrar of Companies, Gujarat, at C.G.O. Complex, Opp. Rupal Park, Behind Ankur Bus Stand, Naranpura, Ahmedabad - 380 013 and in respect of subsequent financial years at IEPF's website www.iepf.gov.in by filling prescribed online Form IEPF 5 and following other procedures mentioned therein.

The aggregate amount lying in various Unpaid Dividend Accounts as at 31st March, 2020 is Rs.72,83,424/-.

During the year under review, the Company has credited Rs. 8,20,815/- lying in unpaid/ unclaimed dividend account for the year ended 31st March, 2012 to the IEPF. The cumulative amount transferred by the Company to IEPF up to 31st March, 2020 is Rs. 46,37,161/-.

(ii) Pursuant to the provisions of Sections 124(5) and 125(2)(c) of the Companies Act, 2013, dividend for the financial year ended on 31st March, 2012 and thereafter which remains unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education & Protection Fund' of the Central Government.

The likely schedule indicating the deadline for claiming the unclaimed dividends before its transfer to IEPF is given hereunder: (Table No. 3)

TABLE NO. : 3

Dividend No.	For the Year ended	Date of Declaration	Last Date for Claiming Unpaid Dividend
32nd	31-03-2013	30-07-2013	03-09-2020
33rd	31-03-2014	02-08-2014	04-09-2021
34th	31-03-2015	12-08-2015	17-09-2022
35th	31-03-2016	27-07-2016	01-09-2023
36th	31-03-2017	04-08-2017	10-09-2024
37th	31-03-2018	25-09-2018	31-10-2025
38th	31-03-2019	23-08-2019	22-09-2026

The Ministry of Corporate Affairs has on May 10, 2012, notified the Investor Education and Protection Fund (uploading of information regarding Unpaid and Unclaimed amounts lying with companies) Rules, 2012 ("IEPF Rules") with the objective of enabling shareholders to use the information provided by the companies on their websites and the website of IEPF, to verify the status of unclaimed dividends, if any. The Shareholders can view the aforesaid information on the website of IEPF 'www.iepf.gov.in' and under "Investor Relations" on the website of the Company,'www.stanrosefinvest.com'. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Company at its Registered Office or with its Registrar and Transfer Agent, Link IntimeIndia Pvt. Ltd., before the same is due for transfer to IEPF. The Unclaimed Dividend Claim Form - Letter of Indemnity can be downloaded from www.stanrosefinvest.com.

(iii) All the shares in respect of which the dividends are unpaid or unclaimed for seven consecutive years or more shall be transferred in the name of IEPF. All the Members whose dividends for last seven years are unpaid or unclaimed and whose shares are liable to be transferred to IEPF are informed and requested to claim their dividends before their shares are transferred to IEPF. Once transferred, Members can also claim their shares or dividends from IEPF Authority by filing online Form IEPF 5 on the IEPF's website, www.iepf.gov.in.

(f) Dividends:

(i) Receipt of Dividend through Electronic Mode

Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has directed that listed companies shall mandatorily make all payments to investors, including dividend to shareholders, by using any Reserve Bank of India (RBI) approved electronic modes of payment viz. ECS, LECS (Local ECS), RECS (Regional ECS), NECS (National ECS) and NEFT, etc.

In order to receive the dividend without loss of time, all eligible shareholders holding shares in demat mode are requested to update with their respective Depository Participants, their correct Bank Account Number including nine-digit MICR Code and eleven-digit IFSC Code, E-Mail ID and Mobile No(s). This will facilitate the remittance of dividend amount as directed by RBI in the Bank Account electronically. Updation of Email Ids and Mobile Nos.(s) will enable sending communication relating to credit of dividend, unencashed dividend, etc.

Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend to their bank accounts: Name of the first account holder (as appearing in the Bank Account records), Bank Name, Branch Name, Branch Address, Account Type, Account Number, Nine digit MICR Code, Eleven digit IFSC Code, Email Id and Mobile No.(s) to the Company at its Registered Office or its Registrar and Transfer Agent, Link Intime India Pvt. Ltd. at: 506-508, Amarnath Business Centre-1 (ABC-1), B/s. Gala Business Centre, Nr. St. Xavier's College Corner, Off. C.G. Road, Ellisbridge, Ahmedabad - 380 006, by quoting reference folio number and attaching a photocopy of the cheque leaf of their active Bank Account and a Self-attested copy of their PAN Card.

(ii) Various Electronic modes for making payment of Dividend

In case the shareholder has updated the complete and correct bank account details (including nine-digit MICR Code and eleven-digit IFSC Code) before the deadlines given here in above, the Company shall make the payment of dividend to such shareholders under any one of the following modes:

1. National Electronic Clearing Service (NECS)
2. Electronic Clearing Service (ECS)
3. National Electronic Fund Transfer (NEFT)

In case the dividend payment by electronic mode is returned or rejected by the corresponding bank due to some reason, then the Company will issue a Dividend Warrant/ Demand Draft/Cheque and print the bank account details available on its records on the said dividend warrant to avoid fraudulent encashment of warrants.

(g) Rationalisation of Shareholding Pattern:

Most of the Members are still holding shares of the Company in physical form and that too in very small numbers. The Company continues its endeavor to assist them in disposal of such small number even without demat at or near the full market value by absorbing some costs associated with its administration. Members desirous of availing the assistance may write or contact Shri Soham A. Dave, Company Secretary at the Registered Office at Ahmedabad. Members having multiple folios, either in identical name(s) or in different pattern of name(s) at common address or otherwise may approach the Registrar & Transfer Agent of the Company for transfer/ consolidation of all such shareholding into one folio to facilitate better service. Members who have lost their original Share Certificate(s) are also requested to contact or write to them for issue of duplicate Share Certificate(s).

(h) Nomination Facility:

Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 can be downloaded from the Company's website,www.stanrosefinvest.com. Members holding shares in dematerialized form may contact their DP for recording their nomination.

(i) Share Transfer System:

All the share related work is undertaken by our Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., Ahmedabad. Shri Soham A. Dave, Company Secretary and Compliance Officer of the Company approves the work relating to transfer of shares, transmission, splitting and consolidation, etc. The share transfers are registered and returned within 15 days from the date of receipt, if relevant documents are complete in all respects.

(j) PAN Requirement for every Participant in Securities Market:

In case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-certified photocopy of PAN Card of the transferee(s), transferor(s), surviving holder(s) respectively, along with necessary documents at the time of lodgment of request for these transactions is mandatory.

(k) Registration of Email ID for receipt of Notices of General Meetings, Annual Report, etc. in electronic mode:

The Ministry of Corporate Affairs has taken 'Green Initiative in Corporate Governance' by allowing paperless compliances by the Company and issued circulars allowing service of notices/documents including Annual Report by email to its members. To support this green initiative of the Government in full measure, members who have not registered their email addresses so far, are requested to register the same in respect of electronic holdings with the Depository through their Depository Participants. Members holding shares in physical form are requested to get their email addresses registered with the Company/its Registrar & Share Transfer Agent.

ADVANTAGES OF REGISTERING FOR E-COMMUNICATION:

* Receive communication promptly
* Reduce paper consumption and save trees
* Eliminate wastage of papers
* Avoid loss of documents in postal transit
* Save costs on papers and on postage

(l) Address for Correspondence:

6th Floor, Popular House, Ashram Road,
Ahmedabad - 380 009, Gujarat.
Phone No. 079 66310887, 26580067,
Fax : 079 26589557
E-mail : *investorcare@stanrosefinvest.com*.

(m) Registrar and Share Transfer Agent:

All correspondence relating to transfer of shares, demat requests and other communication in relation thereto be addressed to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd.,506-508, Amarnath Business Centre-1 (ABC-1), B/s. Gala Business Centre, Nr. St. Xavier's College Corner, Off. C.G. Road, Ellisbridge, Ahmedabad - 380006, Gujarat,Tel. 079 26465179/86/87.
Email: ahmedabad@linkintime.co.in.

(n) Listing on the Stock Exchange and Stock Code:

Listed on BSE. Listing fee for 2020-21 of BSE has been paid and the Security Code No. is 506105, [Security ID STANROS] under X Group.

The Company has established connectivity with NSDL and CDSL for demat and the ISIN allotted to its Equity Shares is INE441L01015.

(o) Recommendation to get the shares dematerialized:

We strongly recommend all the members holding shares in physical form to promptly get their shares dematerialized for the following:

- ❖ Execution of trades in demat in market lot of ONE equity share is available on BSE.
- ❖ To improve the liquidity in terms of number of transactions and volume of shares on the Exchange.
- ❖ For better discovery of price on the Exchange.
- ❖ Faster settlement cycle, making the transactions of sale, purchase and transfer much simpler and faster.
- ❖ Faster disbursement of Non-cash corporate benefits like Rights, Bonus, etc.
- ❖ To lower the transaction cost. Lower brokerage is charged by many brokers for trading in demateralised securities.
- ❖ Elimination of bad deliveries.
- ❖ No stamp duty on transfer.
- ❖ Periodic Status Report and information available on internet.
- ❖ Ease related to change of address of investor.
- ❖ Elimination of problems related to transmission.
- ❖ Ease in portfolio monitoring.
- ❖ Ease in pledging the shares.
- ❖ SMS alert facility.
- ❖ No risk of loss on account of fire, theft or mutilation.
- ❖ Reduced paper work

(p) (i) Distribution of Shareholding by size as on 31st March, 2020 : **TABLE NO. 4**

Sr. No.	Number or range of Shares held	Shareholders			Shares held		
		Number	% to total Number	Cumulative %	Number	% to total Number	Cumulative %
1.	1 to 500	22,647	98.36	98.36	5,77,028	14.54	14.54
2.	501 to 1,000	150	0.78	99.14	1,32,657	3.34	17.88
3.	1,001 to 2,000	76	0.43	99.57	1,42,635	3.59	21.47
4.	2,001 to 3,000	23	0.10	99.67	58,219	1.47	22.94
5.	3,001 to 4,000	12	0.06	99.73	43,466	1.10	24.04
6.	4,001 to 5,000	9	0.04	99.77	42,300	1.07	25.11
7.	5,001 to 10,000	16	0.07	99.84	1,22,279	3.08	28.19
8.	10,001 & More	36	0.16	100.00	28,49,336	71.81	100.00
		22,969	100.00		39,67,920	100.00	

(p) (ii) Shareholding Pattern as at 31st March, 2020 :
TABLE NO. 5

Category	No. of Share-holders	No. of Shares held	% of Share-holding
A) PROMOTERS' HOLDING :			
- Indian	8	18,94,627	47.75
- Foreign	2	33,094	0.83
SUB - TOTAL A	10	19,27,721	48.58
B) PUBLIC HOLDING :			
(i) Institutions	15	3,95,699	9.97
(ii) Central Government IEPF Authority	1	84,575	2.13
(iii) Non-Institutions			
(a) Others	197	2,43,139	6.13
(b) Individuals	22,746	13,16,786	33.19
SUB-TOTAL B	22,959	20,40,199	51.42
GRAND TOTAL (A + B)	22,969	39,67,920	100.00

(q) Stock Market Data :

(i) The particulars of High-Low prices and the volume during each month of 2019-20 on the Bombay Stock Exchange Ltd. (BSE) are given hereunder:

Month	High Rs.	Low Rs.	Volume (Nos.)
2019			
April	105.00	92.05	6,580
May	107.00	86.00	11,904
June	105.00	90.00	12,905
July	96.45	82.75	25,253
August	98.60	78.90	13,578
September	90.00	77.05	4,009
October	89.00	79.00	7,826
November	87.90	70.00	11,959
December	86.60	72.85	3,576
2020			
January	87.95	77.00	11,848
February	88.55	68.95	8,439
March	75.75	55.10	3,918
Fiscal - 2019-20			1,21,795

(ii) Share Price Performance in comparison to broad based indices - BSE Sensex

During the Financial Year 2019-20, the Company's share price under performed the benchmark indice. The Company's share price decreased by 36.53% as compared to decreased of 24.20% in BSE Sensex.

(r) Dematerialisation of Shares:

86.58% of Company's paid-up Equity Share Capital is dematerialized upto 31st March, 2020.

Sr. No.	Electronic / Physical	No. of Folios	No. of Shares	%
1.	NSDL	3,401	29,19,911	73.59%
2.	CDSL	1,477	5,15,428	12.99%
3.	Physical	18,091	5,32,581	13.42%
	TOTAL	**22,969**	**39,67,920**	**100.00 %**

For and on behalf of the Board

Mumbai,
Dated: June 29, 2020

Pradeep R. Mafatlal
Chairman

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED
(CIN: L65910GJ1980PLC003731)
6th Floor, Popular House, Ashram Road,
Ahmedabad-380009

We have examined all relevant records of **STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED** ("Company") for the purpose of certifying compliance of the conditions of Corporate Governance as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for the financial year ended 31st March, 2020. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof.

On the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with all the mandatory conditions of the Corporate Governance, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and Paragraphs C, D and E of Schedule V of the Listing Regulations, during the year ended on 31st March, 2020.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MANOJ HURKAT AND ASSOCIATES**
Practicing Company Secretaries
FRN: P2011GJ025800

Place: Ahmedabad
Date: *29th June, 2020*

MANOJ R HURKAT
Partner
FCS No. 4287, C P No.: 2574
UDIN:F004287B000369113

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Stanrose Mafatlal Investments and Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (hereinafter referred to as "SAs"). 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(hereinafter referred to as "ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, 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 audit opinion on the standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Write off of financial instruments (Loan)** The company has written of Rs. 435 lakhs in respect of whom merger loan given to the party with process is going on and NCLT order is awaited. - For such loan, the company estimates recoverable amount of loan based on latest financial statements and other available documents including memorandum of understanding in respect of advance given for purchase of immovable property executed by the borrower company and valuation report of such immovable property. The excess of carrying amount of loan over recoverable amount, based on such estimation, is considered for write off. - We identified write off of financial instrument as key audit matter, because the Company has exercised significant judgment in calculating the write off amount.	For write off financial instrument (Loan), reviewed financial position and performance of the latest financial statements of the borrower company and other documents such as memorandum of understanding in respect of advance given for purchase of immovable property executed by the borrower company and valuation report of such immovable property.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure - A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      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, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company does not have any pending litigations which would impact its financial position.
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For ***Manubhai & Shah LLP***
Chartered Accountants
ICAI Firm Registration No. 106041W/W100136

K. B. Solanki
Partner
Place: Ahmedabad [*Membership No. 110299*]
Dated : June 29, 2020 *UDIN:20110299AAAABN4558*

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

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

Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Stanrose Mafatlal Investments and Finance Limited ('the Company')

1. **In respect of fixed assets:**

   a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b. The fixed assets have been physically verified by the management once in a year which we consider reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no discrepancies were noticed on such verification.

   c. According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the Company.

2. **In respect of Inventories:**

   The Company does not have any Inventory. Therefore, the provisions of clause 3(ii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the company.

3. **In respect of loans granted to parties covered in the register maintained u/s 189 of the Act:**

   The Company has granted loan to one company covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

   a. In our opinion, terms and conditions of the loan were not prejudicial to the interest of the Company

   b. The schedule of repayment for the loan has not been stipulated.

   c. As the terms of the repayment have not been stipulated, there are no overdue amounts in respect of the loan.

4. **In respect of compliance of section 185 and 186 of the Act:**

   In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

5. **In respect of deposits:**

   The Company has not accepted any deposits.

6. **In respect of maintenance of cost records:**

   The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

7. **In respect of statutory dues:**

   a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, goods and service tax, cess and other material statutory dues, as applicable, with appropriate authorities. As explained to us, the Company did not have any dues on account of duty of customs.

   b. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as applicable were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

   c. According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax, goods and service tax, cess and other statutory dues which have not been deposited on account of any dispute.

8. **In respect of dues to financial institutions / banks / debentures:**

   The Company does not have any loans or borrowings from any financial institution, banks, government or debentureholders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

9. **In respect of money raised by way of public offer and application of term loan:**

   The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and no term loans raised during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

10. **In respect of fraud:**

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

11. In respect of managerial remuneration in accordance with Section 197 of the Act:

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

12. In respect of Nidhi company:

In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13. In respect of transactions with related parties in compliance of section 177 and 188 of the Act and its disclosures:

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

14. In respect of preferential allotment or private placement of shares or debentures:

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. In respect of non-cash transactions with directors or persons:

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

16. In respect of company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934:

The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For ***Manubhai & Shah LLP***
Chartered Accountants
ICAI Firm Registration No. 106041W/W100136
K. B. Solanki
Partner

Place: Ahmedabad [*Membership No. 110299*]
Dated : June 29, 2020 *UDIN:20110299AAAABN4558*

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended March 31, 2020, we report that:

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 **Stanrose Mafatlal Investments and Finance Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal 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 ***Manubhai & Shah LLP***
Chartered Accountants
ICAI Firm Registration No. 106041W/W100136

K. B. Solanki
Partner

Place: Ahmedabad [*Membership No. 110299*]
Dated : June 29, 2020 *UDIN:20110299AAAABN4558*

BALANCE SHEET as at March 31, 2020

(Rs. in Lakhs)

Particulars	Note No.	As at March 31, 2020	March 31, 2019	*April 1, 2018*
ASSETS :				
(1) Financial Assets :				
(a) Cash and Cash Equivalents	6	**215.99**	*112.11*	*81.93*
(b) Loans	7	**987.81**	*2,400.81*	*2,696.38*
(c) Investments	8	**2,330.67**	*4,022.55*	*4,280.36*
(d) Other Current Assets	9	**1.89**	*2.15*	*27.48*
Total Financial Assets		**3,536.36**	*6,537.63*	*7,086.15*
(2) Non-Financial Assets :				
(a) Current Tax Assets (Net)	24	**73.56**	*41.02*	*11.32*
(b) Deferred Tax Assets (Net)	24	**99.85**	-	-
(c) Property, Plant and Equipment	10	**147.96**	*118.93*	*144.66*
(d) Other Non-Financial Assets	11	**1,156.52**	*256.73*	*33.32*
Total Non-Financial Assets		**1,477.90**	*416.68*	*189.30*
Total Assets		**5,014.27**	*6,954.31*	*7,275.46*
Liabilities And Equity :				
Liabilities :				
(1) Financial Liabilities :				
(a) Payables	12			
Trade Payables				
(i) Total outstanding dues to Micro Enterprises and Small Enterprises		**-**	-	-
(ii) Total outstanding dues to creditors other than Micro Enterprises and Small Enterprises		**12.63**	*3.10*	*4.61*
Other Financial Liabilities	13	**74.13**	*73.24*	*79.83*
Total Financial Liabilities		**86.77**	*76.34*	*84.43*
(2) Non-Financial Liabilities :				
(a) Provisions	14	**6.40**	*7.05*	*7.71*
(b) Deferred Tax Liabilities (Net)	24	**-**	*343.89*	*368.81*
Total Non-Financial Liabilities		**6.40**	*350.94*	*376.52*
(3) Equity :				
(a) Equity Share Capital	15	**396.79**	*396.79*	*396.79*
(b) Other equity		**4,524.31**	*6,130.23*	*6,417.71*
Total Equity		**4,921.10**	*6,527.02*	*6,814.50*
Total Liabilities and Equity		**5,014.27**	*6,954.31*	*7,275.46*

The accompanying notes form an integral part of standalone financial statements.

As per our report of even date attached.	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.
For Manubhai & Shah LLP *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136* **K. B. Solanki** *Partner* *Membership no. : 110299* Ahmedabad, Dated : June 29, 2020	**P. R. Mafatlal** *Chairman* *DIN : 0015361* **M. J. Mehta** *Director & CEO* *DIN : 00029722* Mumbai, Dated : June 29, 2020 **S. A. DAVE** *Company Secretary* **H. V. MEHTA** *Chief Financial Officer*

STATEMENT OF PROFIT AND LOSS for the year ended on March, 31, 2020

(Rs. in Lakhs, Except EPS)

Particulars	Note No.	For the Year ended 31-03-2020	31-03-2019
Revenues :			
I Revenue from Operations			
(i) Interest Income	17	**0.49**	*3.93*
(ii) Dividend Income	18	**32.97**	*137.67*
(iii) Net Gain on Fair Value Changes	19	**-**	*5.43*
I Total Revenue from Operations		**33.46**	*147.04*
II Other Income	20	**5.77**	*0.42*
III Total Revenue		**39.23**	*147.46*
IV Expenses :			
(i) Net Loss on Fair Value Changes	19	**0.36**	-
(ii) Financial Instruments written off	21	**435.00**	-
(iii) Employee Benefits Expense	22	**75.47**	*65.12*
(iv) Depreciation and Amortisation Expenses	10	**40.60**	*34.52*
(v) Other Expenses	23	**306.80**	*361.13*
IV Total Expenses		**858.22**	*460.76*
V Loss before Exceptional Item & taxes		**(818.99)**	*(313.30)*
Exceptional Item		**(0.45)**	*17.88*
VI Loss before Taxes		**(819.43)**	*(295.42)*
VII Tax Expense :	24		
(i) Current Tax		**(3.29)**	*(6.06)*
(ii) Deferred Tax		**(2.46)**	*(0.51)*
VII Total Tax Expense		**(5.75)**	*(6.57)*
VIII Loss for the Year (VI - VII)		**(813.68)**	*(288.85)*
IX Other Comprehensive Income :			
(a) Items that will not be Reclassified to Profit or Loss			
Remeasurement of defined benefit obligations		**0.49**	*(0.90)*
Fair value gain / (loss) on investment in equity instruments measured as fairvalue through OCI		**(949.48)**	*264.87*
(b) Income tax relating to Items that will not be Reclassified to Profit or Loss		**441.29**	*24.40*
IX Total		**(507.70)**	*288.38*
X Total Comprehensive Income (VIII+IX)		**(1321.39)**	*(0.47)*
Earnings per Equity Share (for continuing operations):			
Basic and Diluted (Rs.)		**(20.51)**	*(7.28)*

The accompanying notes form an integral part of standalone financial statements.

As per our report of even date attached.	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.		
For Manubhai & Shah LLP *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136*		**P. R. Mafatlal** *Chairman* *DIN : 0015361*	**M. J. Mehta** *Director & CEO* *DIN : 00029722*
K. B. Solanki *Partner* *Membership no. : 110299* Ahmedabad, Dated : June 29, 2020	Mumbai, Dated : June 29, 2020	**S. A. DAVE** *Company Secretary*	**H. V. MEHTA** *Chief Financial Officer*

CASH FLOW STATEMENT for the year ended on March 31, 2020

(Rs. in Lakhs)

Particulars	For the Year ended March 31 2020	2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net loss before tax as per the Statement of Profit & Loss	**(819.43)**	*(295.42)*
Adjustments for :		
Depreciation	**40.60**	*34.52*
Net Gain on Fair Value Changes	**0.36**	*(3.33)*
Profit / (Loss) on Assets sold	**0.45**	*(17.88)*
Financial instrument written off	**435.00**	-
Reversal of excess impairment loss allowance	**(5.12)**	-
OPERATING (LOSS) BEFORE WORKING CAPITAL AND INVESTMENTS CHANGES	**(348.15)**	*(282.12)*
Changes in Working Capital:		
Adjustments for :		
Loan	**985.59**	*295.57*
Other Financial Assets and other assets	**(899.53)**	*(198.08)*
Trade Payables, other financial liabilities and other liabilities	**10.17**	*(15.57)*
Changes in Investments		
Purchase of investments	**(378.05)**	*(111.79)*
Sale of investments	**1,532.11**	*634.43*
Purchase of Mutual Fund	**(1,137.90)**	*(784.57)*
Sale of Mutual Fund	**725.73**	*787.95*
	838.12	*607.94*
CASH GENERATED FROM OPERATIONS	**489.97**	*325.82*
Direct Taxes (Paid)	**(28.60)**	*(23.64)*
CASH FLOW FROM OPERATING ACTIVITIES (A)	**461.37**	*302.18*
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipments	**(71.33)**	*(9.45)*
Sale of Property, Plant and Equipments	**1.25**	*18.55*
CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES (B)	**(70.08)**	*9.10*
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid (Including DDT)	**(287.01)**	*(287.01)*
CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C)	**(287.01)**	*(287.01)*
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**104.28**	*24.27*
CASH AND CASH EQUIVALENTS AT THE BEGININNG OF THE YEAR	**38.88**	*14.62*
CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR	**143.16**	*38.88*

Notes :

1) Cash and cash equivalents as at the end of the year :

Cash on hand	**5.45**	*3.20*
Balances with Banks in Current Accounts	**137.70**	*35.68*
Cash and cash equivalent as per cash flow	**143.16**	*38.88*
Bank balances of unpaid dividend accounts	**72.83**	*73.23*
Cash and cash equivalent as per balance sheet	**215.99**	*112.11*

The accompanying notes form an integral part of standalone financial statements.

As per our report of even date attached.	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.		
For Manubhai & Shah LLP *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136*		**P. R. Mafatlal** *Chairman* *DIN : 0015361*	**M. J. Mehta** *Director & CEO* *DIN : 00029722*
K. B. Solanki *Partner* *Membership no. : 110299*	Mumbai, Dated : June 29, 2020	**S. A. DAVE** *Company Secretary*	**H. V. MEHTA** *Chief Financial Officer*
Ahmedabad, Dated : June 29, 2020			

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2020

A. Equity Share Capital **(Rs. in Lakhs)**

Particulars	For the year ended March 31, 2020	March 31, 2019	April 01, 2018
Balance at the beginning of the reporting period	396.79	396.79	396.79
Changes during the Period	-	-	-
Balance at the end of reporting period	396.79	396.79	396.79

B. Other Equity

Particulars	Reserves and Surplus						
	Securities Premium	Reserve u/s 45IC of RBI Act, 1934	General Reserve	Retained Earnings	Impairment Reserve	Equity Instrument through Other Comprehensive Income	Total
Balance as at April 01, 2019	**991.98**	**1,431.00**	**1,285.00**	**1,480.76**	**-**	**941.49**	**6,130.23**
Loss for the year	**-**	**-**	**-**	**(813.68)**	**-**	**-**	**(813.68)**
Dividends (including tax on dividend)	**-**	**-**	**-**	**(287.01)**	**-**	**-**	**(287.01)**
Items of the OCI for the year, net of tax							
Remeasurement benefit of defined benefit plans	**-**	**-**	**-**	**0.49**	**-**	**-**	**0.49**
Excess amount of provisioning required as per IRACP norms of RBI over impairment allowance under Ind AS – 109	**-**	**-**	**-**	**-**	**2.48**	**-**	**2.48**
Other comprehensive income	**-**	**-**	**-**	**-**	**-**	**(508.19)**	**(508.19)**
Transfer from OCI to Retained Earnings	**-**	**-**	**-**	**726.65**	**-**	**(726.65)**	**-**
Balance as at March 31, 2020	**991.98**	**1,431.00**	**1,285.00**	**1,107.20**	**2.48**	**(293.35)**	**4,524.31**
Balance as at April 01, 2018	*991.98*	*1,416.00*	*1,280.00*	*1,724.93*	*-*	*1,004.80*	*6,417.71*
Loss for the year	*-*	*-*	*-*	*(288.85)*	*-*	*-*	*(288.85)*
Dividends (including tax on dividend)	*-*	*-*	*-*	*(287.01)*	*-*	*-*	*(287.01)*
Items of the OCI for the year, net of tax							
Remeasurement benefit of defined benefit plans	*-*	*-*	*-*	*(0.90)*	*-*	*-*	*(0.90)*
Transfer to reserve	*-*	*15.00*	*5.00*	*(20.00)*	*-*	*-*	*-*
Other Comprehensive Income	*-*	*-*	*-*	*-*	*-*	*289.28*	*289.28*
Transfer from OCI to Retained Earnings	*-*	*-*	*-*	*352.59*	*-*	*(352.59)*	*-*
Balance as at March 31, 2019	*991.98*	*1,431.00*	*1,285.00*	*1,480.76*	*-*	*941.49*	*6,130.23*

Securities premium : Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

Statutory Reserve : As required by section 45-IC of the RBI Act 1934, the company maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The company cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time. Till date RBI has not specified any purpose for appropriation of Reserve fund maintained under section 45-IC of RBI Act, 1934.

General reserve : The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes.

Impairment Reserve : As per RBI circular no. RBI/2019-20/170 DOR(NBFC).CC.PD.No. 109/22.10.106/2019-20 dated March 13, 2020, impairment reserve is created on excess of provisioning required as per Income Recognition, Asset Classification and Provision norms of RBI over impairment allowance under Ind AS – 109.

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.		
For Manubhai & Shah LLP *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136*		**P. R. Mafatlal** *Chairman* *DIN : 0015361*	**M. J. Mehta** *Director & CEO* *DIN : 00029722*
K. B. Solanki *Partner* *Membership no. : 110299* Ahmedabad, Dated : June 29, 2020	Mumbai, Dated : June 29, 2020	**S. A. DAVE** *Company Secretary*	**H. V. MEHTA** *Chief Financial Officer*

NOTES TO THE STANDALONE FINANCIAL STATEMENTS for the year ended March 31, 2020

1. Company overview

Stanrose Mafatlal Investment and Finance Limited (the 'Company') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at 6th Floor, Popular House, Ashram Road, Ahmedabad - 380 009. The Company is also Non-Systemetically Important Non-deposit Taking Non-Banking Finance Company (NBFC) registered with Reserve Bank of India (RBI).

The financial statements are approved for issue by the Company's Board of Directors on June 29, 2020.

2. BASIS OF PREPARATION

2.1 STATEMENT OF COMPLIANCE

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and the provisions of the RBI as applicable to Non-Systemetically Important Non-deposit Taking NBFC.

These financial statements are the company's first Ind AS financial statements.

The financial statements up to year ended March 31, 2019 were prepared in accordance with the Accounting standards notified under Companies (Accounting Standards) Rules, 2006 (IGAAP) and other relevant provisions of the Act. Previous period numbers in the financial statements have been restated to Ind AS.

In accordance with Ind AS 101 First time Adoption of Indian Accounting Standard, the Company has presented reconciliations and explanations of the effects from IGAAP to Ind AS on financial position, financial performance and cash flows in the note no. 5.

2.2 BASIS OF MEASUREMENT

The Financial Statements have been prepared on the historical cost basis except for the following items which are measured at fair values:

a. Certain financial assets and liabilities

b. Defined benefit plans assets

2.3 FUNCTIONAL AND PRESENTATION CURRENCY

Indian rupee is the functional and presentation currency.

2.4 USE OF ESTIMATES :

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Consideration of significant related party transactions
- Measurement of defined employee benefit obligations

ESTIMATION OF UNCERTAINTIES RELATING TO THE GLOBAL HEALTH PANDEMIC FROM COVID – 19 (“COVID – 19”)

The COVID – 19 impact on global and Indian Financial Markets as well as global and local economic activities will depend on the future developments, which are highly uncertain. However, the Company is expecting that the possible effects due to COVID – 19 on the financial position and performance of the company, in respect of loans given, may not be significant as the Company has given loans to two parties, one of them is a subsidiary company and the other is a company with whom merger process is going on and NCLT order is awaited.

The company has also considered the possible effects that may result from the COVID – 19 on the carrying amount of investments in mutual funds and equity shares based on the internal and external source of information up to the date of approval of the financial statements. The company expects that the carrying amount of these assets will be recovered.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 REVENUE RECOGNITION :

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Interest income

Interest income is recognised using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend

Dividend income is recognised when the right to receive the dividend is established.

Gain or loss on derecognition of financial assets

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

All other incomes are recognised and accounted for on accrual basis.

3.2 PROPERTY, PLANT AND EQUIPMENTS :

Property, plant and equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of property plant and equipment under previous GAAP as on April 01, 2018 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Gains or losses arising from derecognition of property, plant and equipments are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on property, plant and equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of property, plant and equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.3 FINANCIAL INSTRUMENTS

3.3.1 Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

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

Regular way purchase and sale of financial assets are accounted for at trade date.

3.3.2 Subsequent measurement

(a) Non-derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. For such equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Fair value changes are recognised as other income in the Statement of Profit or Loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

(b) Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognised as a deduction from equity instrument net of any tax effects.

3.3.3 Derecognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.3.4 Off-setting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when the company currently has a legally enforceable right to offset the recognised amount and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices)

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

3.5 Income tax

Income tax expense comprises current tax and deferred tax.

3.5.1 Current Tax

Current tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where company has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.5.2 Deferred Tax

Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where company has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.6 Impairment

3.6.1 Financial assets

The Company recognizes impairment on financial assets, which are not carried at fair value, using expected credit loss (ECL) model as prescribed in Ind AS.

The expected credit losses (ECLs) is recognized based on forward-looking information for all financial assets at amortized cost, no impairment loss is applicable on equity investments.

At the reporting date, an allowance is required for the 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognized for the lifetime ECLs for financial instruments for which the credit risk has increased significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3).

The measurement of ECL is calculated using three main components: (i) probability of default (PD) (ii) loss given default (LGD) and (iii) the exposure at default (EAD). The 12 month ECL is calculated by multiplying the 12 month PD, LGD and the EAD. The 12 month and lifetime PDs represent the PD occurring over the next 12 months and the remaining maturity of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdowns of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

The Company applies a three-stage approach to measure ECL on financial assets accounted for at amortized cost. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognized. Exposures with days past due (DPD) less than or equal to 29 days are classified as stage 1. The Company has identified zero bucket and bucket with DPD less than or equal to 29 days as two separate buckets.

Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognized. Exposures with DPD equal to 30 days but less than or equal to 89 days are classified as stage 2. At each reporting date, the Company assesses whether there has been a significant increase in credit risk for financial asset since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Company has identified cases with DPD equal to or more than 30 days and less than or equal to 59 days and cases with DPD equal to or more than 60 days and less than or equal to 89 days as two separate buckets.

Stage 3: Lifetime ECL – credit impaired

Financial asset is assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For financial asset that have become credit impaired, a lifetime ECL is recognized on principal outstanding as at period end. Exposures with DPD equal to or more than 90 days are classified as stage 3.

A loan that has been renegotiated due to a deterioration in the borrower’s condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment.

ECL is recognized on EAD as at period end. If the terms of a financial asset are renegotiated or modified due to financial difficulties of the borrower, then such asset is moved to stage 3, lifetime ECL under stage 3 on the outstanding amount is applied.

The Company assesses when a significant increase in credit risk has occurred based on quantitative and qualitative assessments. Exposures are considered to have resulted in a significant increase in credit risk and are moved to Stage 2

Quantitative test: Accounts that are 30 calendar days or more past due move to Stage 2 automatically. Accounts that are 90 calendar days or more past due move to Stage 3 automatically.

Reversal in Stages: Exposures will move back to Stage 2 or Stage 1 respectively, once they no longer meet the quantitative criteria set out above. For exposures classified using the qualitative test, when they no longer meet the criteria for a significant increase in credit risk and when any cure criteria used for credit risk management are met.

The definition of default for the purpose of determining ECLs has been aligned to the Reserve Bank of India definition of default, which considers indicators that the debtor is unlikely to pay and is no later than when the exposure is more than 90 days past due.

The measurement of all expected credit losses for financial assets held at the reporting date are based on historical experience, current conditions and reasonable and supportable forecasts. The measurement of ECL involves increased complexity and judgement, including estimation of PDs, LGD, a range of unbiased future economic scenarios, estimation of expected lives and estimation of EAD and assessing significant increases in credit risk.

Presentation of ECL allowance for financial asset:

Financial assets measured at amortized cost are shown separately under the head provisions and not as a deduction from the gross carrying amount of the assets.

Write off

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Company's internal processes and when the Company concludes that there is no longer any realistic prospect of recovery of part or all of the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Company has a right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the income statement.

3.6.2 Non-financial assets

Tangible Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the company estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognised in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

3.7 Borrowing costs

Borrowing cost includes interest and other costs that company has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.7 Employee Benefits

Short term employee benefits for salary that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The company operates two defined benefit plan for its employees, viz., gratuity plan and leave encashment plan. The costs of providing benefits under the plans are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)).Re-measurement are recognised in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.8 Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.9 Contingent Liability

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.

3.10 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only be occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. The company does not recognize a contingent asset but discloses its existence in the financial statements.

3.11 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.12 Earnings per share

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

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

3.13 Lease

Company as lessee

The Company's lease asset classes primarily consist of leases for Office building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.14 Segment Reporting

An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the Managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses. The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

3.15 Cash Flow Statement

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

3.16 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

4. RECENT ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

5. TRANSITION TO IND AS

These financial statements of the Company for the year ended March 31, 2020 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 First-Time Adoption of Indian Accounting Standards with April 01, 2018 as the transition date and Indian GAAP as the IGAAP.

The transition to Ind AS has resulted in changes in presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the standalone financial statements for the year ended March 31, 2020 and the comparative information.

5.1 First time adoption of Ind AS

An explanation of how transition from IGAAP to Ind AS has affected the company's financial position, financial performance and cash flows are set hereunder:

(a) Exception to the retrospective application of other Ind AS

(i) Estimates

Company's estimates in accordance with Ind AS as at the date of transition to Ind AS (April 01, 2018) are consistent with the estimates made for the same date as per IGAAP.

(ii) Classification of financial assets

The classification of financial assets to be measured at amortised cost is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

(b) Exemption from other Ind AS

(i) Deemed cost of property, plant and equipment

Company has elected to measure all of its property, plant and equipment at their IGAAP carrying amount as on the date of transition to Ind AS.

5.2 Reconciliation between IGAAP and Ind AS

5.2.1 Reconciliation of Equity as previously reported under IGAAP to Ind AS (Rs. in Lakhs)

Particulars	As at March 31, 2019	As at April 01, 2018
Equity as per IGAAP	**5,585.53**	*5,802.21*
Add : Recognition of fair value gain on Investments	**1,304.37**	*1,402.45*
Less : Deferred Tax Ind AS effects	**(362.87)**	*(390.16)*
Equity as per Ind AS	**6,527.02**	*6,814.50*

5.2.2 Reconciliation of Total Comprehensive Income for the year ended March 31, 2019 (Rs. in Lakhs)

Particulars	For Year ended March 31, 2019
Net Profit after tax as per IGAAP	**70.33**
Less : Recognition of fair value gain on Investments	(362.96)
Add : Effect of Actuarial gain on defined benefit obligations	0.90
Add : Deferred Tax on above Ind AS effects (Net)	2.89
Net Profit after tax as per Ind AS	**(288.85)**
Add : Other Comprehensive Income (Net of tax)	288.38
Total Comprehensive Income	**(0.47)**

5.2.3 Reconciliation of statement of cash flows

There are no material adjustments to the statement of cash flows as reported under IGAAP.

5.2.4 Notes to Reconciliations

(a) Recognition of fair value gain on investments

Under Ind AS, investments are valued at fair value whereas in case of IGAAP, long term investments were valued at cost and current investments were valued at lower of cost or fair value.

(b) Deferred Tax

Under Ind AS, deferred tax is recognised on temporary differences whereas in case of IGAAP, deferred tax was recognised on timing difference. Accordingly, deferred tax on temporary differences on provision on standard assets and fair value gain on investments is recognised.

(c) Recognition of Actuarial Gain / Loss

Actuarial gains and losses are recognized in other comprehensive income as compared to being recognized in the statement of profit and loss under IGAAP.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
6. Cash and Bank Balance			
6.1 Cash			
Cash on hand	**5.45**	**3.20**	*0.35*
6.2 Balance with Banks			
In Current Accounts	**137.70**	**35.68**	*14.26*
Unpaid Dividend Accounts	**72.83**	**73.23**	*67.32*
Total	**215.99**	**112.11**	*81.93*
7. Loans			
(A) Measured at Amortised Cost			
(i) Loan Repayable on Demand			
Loan to Subsidiary	**126.45**	**126.45**	*126.45*
Loan to Other	-	**985.05**	*985.05*
Total	**126.45**	**1,111.50**	*1,111.50*
(ii) Others			
Employee loan	**8.46**	**9.01**	*4.58*
Loan to Other (refer note no. 7.1)	**852.90**	**1,287.90**	*1,587.90*
Total	**861.36**	**1,296.91**	*1,592.48*
Total (A) - Gross	**987.81**	**2,408.41**	*2,703.98*

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Less: impairment loss allowance	**-**	**7.60**	*7.60*
Total (A) - Net	**987.81**	**2,400.81**	*2,696.38*

7.1 Loan given to Surcort Trading Private Limited for which NCLT order for merger is awaited. The detailed note on status of merger is given in note no. 33

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(B)			
Secured by tangible assets	-	-	-
Secured by intangible assets	-	-	-
Covered by bank / Government gurantees	-	-	-
Unsecured	**987.81**	**2,408.41**	*2,703.98*
Total (B) - Gross	**987.81**	**2,408.41**	*2,703.98*
Less: impairment loss allowance	**-**	**7.60**	*7.60*
Total (B) - Net	**987.81**	**2,400.81**	*2,696.38*
(C)			
Loans in India	**987.81**	**2,408.41**	*2,703.98*
Loans Outside India	**-**	**-**	-
Total (C) - Gross	**987.81**	**2,408.41**	*2,703.98*

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Less: impairment loss allowance	**-**	**7.60**	*7.60*
Total (C) - Net	**987.81**	**2,400.81**	*2,696.38*

7.2 Reconciliation of impairment loass allowances

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Balance at the beginning of the year	**7.60**	**7.60**	*7.60*
Less : Excess amount of provisioning required as per IRACP norms of RBI over impairment allowance under Ind AS – 109 is considered as impairment reserve and transferred to other equity	**(2.48)**	**-**	-
Reversal of excess impairment loss allowance	**(5.12)**	**-**	-
Balance at the end of the year	**-**	**7.60**	*7.60*

8. INVESTMENTS:

(Rs. in Lakhs)

Particulars	At Fair Value Through Profit or loss	At Fair Value Through Other Comprehensive Income	Sub Total	Others	Total
AS AT MARCH 31, 2020					
Equity Instruments - Other than subsidiary company	-	1,908.98	1,908.98	-	**1,908.98**
Equity Instruments - Subsidiary compnay	-	-	-	10.03	**10.03**
Mutual Fund Units	411.66	-	411.66	-	**411.66**
Total-Gross (A)	**411.66**	**1,908.98**	**2,320.64**	**10.03**	**2,330.67**
(i) Investment outside India	-	-	-	-	**-**
(ii) Investment in India	411.66	1,908.98	2,320.64	10.03	**2,330.67**
Total - (B)	**411.66**	**1,908.98**	**2,320.64**	**10.03**	**2,330.67**
Less: Allowance for impairment loss (C)	-	-	-	-	**-**
Total - Net D = (A - C)	**411.66**	**1,908.98**	**2,320.64**	**10.03**	**2,330.67**
As at March 31, 2019					
Equity Instruments - Other than subsidiary company	-	4,012.52	4,012.52	-	**4,012.52**
Equity Instruments - Subsidiary compnay	-	-	-	10.03	**10.03**
Total-Gross (A)	**-**	**4,012.52**	**4,012.52**	**10.03**	**4,022.55**

(Rs. in Lakhs)

Particulars	At Fair Value Through Profit or loss	At Fair Value Through Other Comprehensive Income	Sub Total	Others	Total
(i) Investment outside India	-	-	-	-	-
(ii) Investment in India	-	4,012.52	4,012.52	10.03	**4,022.55**
Total - (B)	-	**4,012.52**	**4,012.52**	**10.03**	**4,022.55**
Less: Allowance for impairment loss (C)	-	-	-	-	-
Total - Net D = (A - C)	**-**	**4,012.52**	**4,012.52**	**10.03**	**4,022.55**
As at April 01, 2018					
Equity Instruments	-	4,270.33	4,270.33	-	**4,270.33**
Equity Instruments - Subsidiary	-	-	-	10.03	**10.03**
Total-Gross (A)	**-**	**4,270.33**	**4,270.33**	**10.03**	**4,280.36**
(i) Investment outside India	-	-	-	-	-
(ii) Investment in India	-	4,270.33	4,270.33	10.03	**4,280.36**
Total - (B)	**-**	**4,270.33**	**4,270.33**	**10.03**	**4,280.36**
Less: Allowance for impairment loss (C)	-	-	-	-	-
Total - Net D = (A - C)	**-**	**4,270.33**	**4,270.33**	**10.03**	**4,280.36**

8.1 Invetment in equity instrument of subsidiary is measured at cost.

(Rs. in Lakhs)

9. Other Financial Assets

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Inventory of trading shares	-	-	*24.87*
Sundry Deposits	**1.29**	**1.29**	*1.29*
Accrued Interest on Staff Loans	**0.60**	**0.86**	*1.32*
Total	**1.89**	**2.15**	**27.48**

(Rs. in Lakhs)

11. Other Non - Financial Asset

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Advance for purchase of immovable properties	**900.00**	-	-
Prepaid Expenses	**234.02**	**233.95**	*8.37*
Gratuity Plan Assets	**-**	**0.28**	2.45
Painting	**22.50**	**22.50**	*22.50*
Total	**1,156.52**	**256.73**	*33.32*

10. PROPERTY, PLANT AND EQUIPMENTS

10.1 PROPERTY, PLANT AND EQUIPMENTS CONSIST OF :

(Rs. in Lakhs)

Particulars	Building	Furniture & Fixtures	Office Equipment	Vehicles	Total
a. Gross Block					
Balance as at April 01, 2018 (Deemed Cost)	48.10	31.99	9.34	55.23	**144.66**
Additions	5.01	-	3.70	0.73	**9.45**
Deductions	0.05	-	0.07	0.54	**0.66**
Balance as at March 31, 2019	**53.06**	**31.99**	**12.97**	**55.42**	**153.45**
Additions	-	-	2.51	68.82	**71.33**
Deductions	-	-	-	1.70	**1.70**
Balance as at March 31, 2020	**53.06**	**31.99**	**15.48**	**122.55**	**223.08**

(Rs. in Lakhs)

Particulars	Building	Furniture & Fixtures	Office Equipment	Vehicles	Total
b. Accumulated Depreciation					
Balance as at April 01, 2018	-	-	-	-	-
Additions	5.73	8.00	4.71	16.08	**34.52**
Deductions	-	-	-	-	-
Balance as at March 31, 2019	**5.73**	**8.00**	**4.71**	**16.08**	**34.52**
Additions	5.21	6.39	3.06	25.94	**40.60**
Deductions	-	-	-	-	-
Balance as at March 31, 2020	**10.95**	**14.38**	**7.77**	**42.01**	**75.12**
c. Net Block					
Balance as at April 01, 2018	48.10	31.99	9.34	55.23	**144.66**
Balance as at March 31, 2019	47.33	24.00	8.26	39.35	**118.93**
Balance as at March 31, 2020	**42.11**	**17.61**	**7.71**	**80.54**	**147.96**

10.2 Company has elected to measure all its property, plant and equipments at the previous GAAP carrying amount i.e. March 31, 2018 as its deemed cost on the date of transition i.e. April 01, 2018.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
12. Payables			
Trade Payables			
Dues to Micro Enterprises and Small Enterprises	-	-	-
Due to Creditors Other than Micro Enterprises and Small Enterprises	**12.63**	**3.10**	*4.61*
Total	**12.63**	**3.10**	*4.61*
Disclosure in respect of Micro and Small Enterprises :			
A the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	-	-	-
B the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-
C the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-
D the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-	-
E the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-

The above information has been complied in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Company.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
13. Other Financial Liabilites			
Unclaimed Dividend	**72.83**	73.23	*67.32*
Commission Payable to Directors	-	-	*12.50*
Statutory Liabilities	**1.30**	**0.01**	*0.01*
Total	**74.13**	**73.24**	*79.83*
14. Provisions			
Provision for Employee Benefits	**6.40**	**7.05**	*7.71*
Total	**6.40**	**7.05**	*7.71*

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018

15. Share Capital

Authorised Share Capital			
50 00 000 Equity Shares of Rs. 10/- each	**500.00**	**500.00**	*500.00*
(March 31, 2020: 50,00,000 Equity Shares of Rs.10/- each)			
(March 31, 2019: 50,00,000 Equity Shares of Rs.10/- each)			
(April 01, 2018: 50,00,000 Equity Shares of Rs.10/- each)			
Issued, Subscribed And Paid Up			
39 67 920 Equity Shares of Rs. 10/- each	**396.79**	**396.79**	*396.79*
(March 31, 2020: 39,67,920 Equity Shares of Rs.10/- each)			
(March 31, 2019: 39,67,920 Equity Shares of Rs.10/- each)			
(April 01, 2018: 39,67,920 Equity Shares of Rs.10/- each)			

15.1 Reconciliation of the number of shares outstanding

Particulars	March 31, 2020	March 31, 2019	April 01, 2018
Outstanding at the beginning of the year	**39,67,920**	**39,67,920**	*39,67,920*
Add : Issued During the year	-	-	-
Outstanding at the end of the year	**39,67,920**	**39,67,920**	***39,67,920***

15.2 Rights of Shareholders, Dividend and Repayment of Capital:

a. The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share.

b. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by Shareholders at the Annual General Meeting.

c. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

15.3 Details of Shareholders holding more than 5 per cent equity shares:

Name of Shareholder	As at March 31, 2020 No. of Shares %	As at March 31, 2019 No. of Shares %	As at April 01, 2018 No. of Shares %
Shanudeep Pvt. Ltd.	**9,93,078** **25.03%**	**9,93,078** **25.03%**	*9,80,078* *24.70%*
Vinadeep Investments Pvt. Ltd.	**4,15,421** **10.47%**	**4,15,421** **10.47%**	*4,19,870* *10.58%*
Sheiladeep Investments Pvt. Ltd.	**3,90,297** **9.84%**	**3,90,297** **9.84%**	*3,90,297* *9.84%*

15.4 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Company. The Company's objective for capital management is to maximize shareholder value and safeguard business continuity. The Company determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

Summary of Quantitative Data is given hereunder:

Equity	**396.79**	**396.79**	*396.79*
Other Equity	**4,524.31**	**6,130.23**	*6,417.71*
Total	**4,921.10**	**6,527.02**	*6,814.50*

The company does not have any externally imposed capital requirement.

16. Dividends

(Rs. in Lakhs)

Particulars	Rs. Per Share	2019 - 2020	2018 - 2019
Dividend Proposed and not recognized at the end of reporting period	6.00		
Dividend Proposed including tax thereon			*287.01*
Dividend Proposed		238.08	
Dividend (including tax thereon) paid in the reporting period	**6.00**	**287.01**	**287.01**

17. Interest Income

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2020	2019
On Financial Assets measured at Amortized Cost		
Interest on Loan	-	*3.67*
Interest on Loan to Employees	**0.49**	*0.26*
Total	**0.49**	*3.93*

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2020	2019

18. Dividend Income

18.1 Dividend income from investment measured at FVTPL	**17.90**	*4.57*
18.2 Dividend income from investment measured at FVTOCI		
Related to investmets derecognised during the period	**1.55**	-
Related to investmets held at the end of the period	**13.51**	*133.10*
	15.06	*133.10*
Total	**32.97**	*137.67*

19. Net Gain / (Loss) on Fair Value Changes

19.1 Net Gain / (Loss) on Financial Instrument at fair value through profit or loss		
On trading portfolio		
Investments	**(0.36)**	*6.02*
Derivatives	**-**	*(0.59)*
Total	**(0.36)**	*5.43*
19.2 Fair value changes:		
Realised	**0.17**	5.43
Unrealised	**(0.53)**	-
Total	**(0.36)**	*5.43*

20. Other Income

Miscellaneous Income	**0.65**	*0.42*
Reversal of excess impairment loss allowance	**5.12**	-
Total	**5.77**	*0.42*

21. Financial Instruments written off

Financial instruments measured at Amortised Cost		
Loan	**435.00**	-
Total	**435.00**	-

22. Employee Benefit Expense

Salaries and Wages	60.69	*53.63*
Contribution to Provident and Other Funds	6.08	*5.59*
Staff Welfare Expenses	8.70	*5.90*
Total	**75.47**	*65.12*

23. Other Expenses

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2020	2019
Rent, taxes and energy cost	**75.46**	*70.15*
Repairs & Maintenance	**16.85**	*42.56*
Communication cost	**19.27**	*28.79*
Printing & Stationery	**12.00**	*28.36*
Advertisement Charges A/C	**2.59**	*4.31*
Director's fees, allowances and expenses	**1.45**	*1.45*
Auditor's fees and expense	**3.12**	*5.08*
Legal & Professional Charges	**59.40**	*50.11*
Insurance	**2.40**	*2.72*
General Charges	**19.30**	*34.74*
Motor Car Expense	**20.30**	*19.98*
Travelling & Conveyance	**42.80**	*54.34*
Donations	**25.50**	*1.50*
Contribution to Corporate Social Responsibility	**0.60**	*11.74*
Membership & Subscription	**3.87**	*3.38*
Other Expenses	**1.91**	*1.92*
Total	**306.80**	*361.13*

23.1 Payment to Auditors

As Auditors	**2.35**	*3.20*
For Tax Audit	**0.25**	*0.30*
For Other Work	**0.51**	*1.59*
Total	**3.12**	*5.08*

23.2 Corporate Social Responsibility

Gross amount required to be spent during the year	**-**	*11.14*
Amount spent during the year on		
(i) Construction/acquisition of any asset	**-**	-
(ii) On purposes other than (i) above	**0.60**	*11.74*

Particulars	As at March 31, 2020	2019

24. Income tax

24.1 Income Tax Expense in The Statement of Profit and Loss Comprises of:		
Current tax		
Adjustment of earlier year tax	**(3.29)**	*(6.06)*
	(3.29)	*(6.06)*
Deferred Tax		
Relating to origination and reversal of temporary difference	**(2.46)**	*(0.51)*
Total	**(5.75)**	*(6.57)*
24.2 Deferred tax items relating to OCI		
Relating to origination and reversal of temporary difference	**441.29**	*(24.40)*
Total	**441.29**	*(24.40)*

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
24.3 The Details of Income Tax Assets And Liabilities and Deferred Tax Liabilities :			
Income Tax Assets	**73.56**	**108.02**	*173.32*
Income Tax Liabilities	**-**	**(67.00)**	*(162.00)*
Income Tax Assets (net)	**73.56**	**41.02**	*11.32*
Deferred Tax Liabilities (net)	-	**343.89**	*368.81*
Deferred Tax Assets (net)	**99.85**	**-**	-

24.4 A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below: **(Rs. in Lakhs)**

Particulars	2019-2020	2018-2019
Accounting profit before tax	**(819.43)**	*(313.30)*
Minimum Alternate tax rate	**16.69%**	*21.55%*
Tax liability on accounting profit	**(136.78)**	*(67.51)*
Tax Effect of non deductible expenses		
Tax Effect of deductible expenses		
Tax Effect of taxable income		
R. off		
Income tax expenses as per minumum alternate tax rate		

After adjustments of income tax allowances and dis-allowances, net income under income tax was loss, hence no tax was required to be paid. In view of this, no reconciliation of income tax was given for the year 2019 - 2020 and 2018 - 2019.

24.5 The company is taxed at minimun alternate tax rates for both the financial years. The effective tax rate for the financial year 2019 - 2020 is 16.69 % whereas for the financial year 2018 - 2019 was 21.55%.

24.6 Details of each type of recognized temporary differences, unused tax losses and unused tax credits **(Rs. in Lakhs)**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Deferred Tax Related to Item Recognised Through OCI			
Deferred Tax Liabilities / (Assets)			
Related to Investments	**(78.41)**	**362.87**	*390.16*
	(78.41)	**362.87**	*390.16*
Deferred Tax Related to Item Recognised Through Profit or Loss			
Deferred Tax Assets			
Related to Investments	**0.15**	-	-
Related to Property, Plant and Equiptments	**19.87**	**17.38**	*19.72*
Related to Disallowance under Income Tax Act, 1961	**1.42**	**1.60**	*1.64*
	21.44	**18.98**	*21.35*
Total Deferred tax liabilities / (assets)	**(99.85)**	**343.89**	*368.81*

24.7 Details of deferred tax assets not recognized in balance sheet **(Rs. in Lakhs)**

Particulars	2020	2019	2018
Unused tax losses-related to Depreciation	**167.39**	**77.91**	*70.96*
Unused tax losses - Other than depreciation			
Expires on March 31, 2019 to March 31, 2026	**-**	**247.97**	*245.70*
Expires on March 31, 2020 to March 31, 2026	**231.29**	**-**	-
Unused tax credits			
Expires on March 31, 2023 to March 31, 2033	**-**	**928.39**	*928.39*
Expires on March 31, 2023 to March 31, 2035	**928.39**	**-**	-

25. Financial Instruments

25.1 Disclosure of Financial Instruments by Category

As at March 31, 2020 **(Rs. in Lakhs)**

Financial Instruments by Categories	Note No.	FVTPL	FVTOCI	Amortized cost	Total Carrying Value	Fair Value
Financial Assets						
Cash and Cash Equivalents	6	-	-	215.99	215.99	215.99
Loans	7	-	-	987.81	987.81	987.81
Investment in Equity Shares	8	-	1,907.48	-	1,907.48	1,907.48
Investment in Mutual Fund units	8	411.66	-	-	411.66	411.66

(Rs. in Lakhs)

Financial Instruments by Categories	Note No.	FVTPL	FVTOCI	Amortized cost	Total Carrying Value	Fair Value
Other Financial Assets	9	-	-	1.89	1.89	1.89
Total Financial Assets		**411.66**	**1,907.48**	**1,205.70**	**3,524.83**	**3,524.83**
Financial Liabilities						
Trade Payables	12	-	-	12.63	12.63	12.63
Other Financial Liabilites	13	-	-	74.13	74.13	74.13
Total Financial Liabilities		**-**	**-**	**86.77**	**86.77**	**86.77**
As at March 31, 2019						
Financial Assets						
Cash and Cash Equivalents	6	-	-	112.11	112.11	112.11
Loans	7	-	-	2,400.81	2,400.81	2,400.81
Investment in Equity Instruments	8	-	4,012.52	-	4,012.52	4,012.52
Other Financial Assets	9	-	-	2.15	2.15	2.15
Total Financial Assets		**-**	**4,012.52**	**2,515.08**	**6,527.60**	**6,527.60**
Financial Liabilities						
Trade Payables	12	-	-	3.10	3.10	3.10
Other Financial Liabilites	13	-	-	73.24	73.24	73.24
Total Financial Liabilities		**-**	**-**	**76.34**	**76.34**	**76.34**
As at April 01, 2018						
Financial Assets						
Cash and Cash Equivalents	6	-	-	81.93	81.93	81.93
Loans	7	-	-	2,696.38	2,696.38	2,696.38
Investment in Equity Instruments	8	-	4,270.33	-	4,270.33	4,270.33
Other Financial Assets	9	-	-	27.48	27.48	27.48
Total Financial Assets		**-**	**4,270.33**	**2,805.79**	**7,076.12**	**7,076.12**
Financial Liabilities						
Trade Payables	12	-	-	4.61	4.61	4.61
Other Financial Liabilites	13	-	-	79.83	79.83	79.83
Total Financial Liabilities		**-**	**-**	**84.43**	**84.43**	**84.43**

26. Fair Value Measurement

Fair Value Measurement (FVM) of Financial Assets and Liabilities

26.1 Fair Value Hierarchy

(Rs. in Lakhs)

	Note No.	Level 1	Level 2	Level 3	Total
As at March 31, 2020					
Financial Assets Measured at FVTPL - Recurring FVM					
Investments in Mutual Fund Units		-	411.66	-	411.66
		-	**411.66**	**-**	**411.66**
Financial Assets Measured at FVTOCI - Recurring FVM					
Investments in Equity Shares		1,907.48	-	1.50	1,908.98
		1,907.48	**-**	**1.50**	**1,908.98**

(Rs. in Lakhs)

	Note No.	Level 1	Level 2	Level 3	Total
As at March 31, 2019					
Financial Assets Measured at FVTOCI - Recurring FVM					
Investments in Equity Shares		3,410.22	-	602.30	4,012.52
		3,410.22	**-**	**602.30**	**4,012.52**
As at April 1, 2018					
Financial Assets Measured at FVTOCI - Recurring FVM					
Investments in Equity Shares		3,746.30	-	524.03	4,270.33
		3,746.30	**-**	**524.03**	**4,270.33**

26.2 Valuation in level 1

Fair Value of Investments in Equity instruments are based on quoted prices.

26.3 Valuation technique and observable inputs used to determine fair value in level 2

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

26.4 Valuation technique and unobservable inputs used to determine fair value in level 3

The fair value of investment in equity shares of Duville Estate Private Limited is based on discounted cash flow using income method. Forecasted cash flow used as unobservable input to determine the fair value.

A one percentage change in the unobservable input used in fair valuation has insignificant impact.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Opening balance	**600.80**	*522.48*
Realised gain recognised on sales	**-**	*339.56*
Sales value (including realised gain)	**(600.80)**	*(600.80)*
Unrealised gain recognised on investment lying at the year end	**-**	*339.56*
Closing balance	**-**	*600.80*

As investment in other equity shares of private limited of Rs. 1,50,290/- (March 31, 2019: Rs. 1,50,290/- and April 01, 2018: Rs. 1,54,604/-) is not material, the carrying value of such shares is considered to be its fair value.

26.5 As loans given are repayable on demand, its carrying value at amortized cost are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

26.6 The Fair value of other financial assets and other financial Liabilities measured at amortised cost are considered to be the same as their carrying amount because they are of short term nature.

26.7 There are no transfer between level 1 and level 2 during the year.

27. Financial Risk Management

27.1 Financial Instruments Risk management objectives and Policies

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

27.2 Market Risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises other price risk. The company does not have any foreign currency transactions, hence it is not exposed to currency risk. The company does not expose to interest rate risk as it does not have any borrowings and in respect of loans given (other than loan given to employees) are repayable on demand and are not interest bearing. Further, loans given to employees are insignificant and at fixed rate of interest.

Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is exposed to price risk arising mainly from investments in equity instruments.

a The company's exposure to price risk is as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Investments in Equity instruments	**1,908.98**	**4,012.52**	*4,270.33*
Investments in mutual fund instruments	**411.66**	**-**	-
Total	**2,320.64**	**4,012.52**	*4,270.33*

b Sensitivity Analysis

i For changes in share prices

Particulars	Impact on Profit after Tax March 31, 2020	Impact on Profit after Tax March 31, 2019
Price increases by 0.5%	**6.89**	*14.48*
Price decreases by 0.5%	**(6.89)**	*(14.48)*
ii For changes in NAV		
Price increases by 0.5%	**1.49**	-
Price decreases by 0.5%	**(1.49)**	-

27.3 Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses.

The Company measures risk by forecasting cash flows.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscount.

The table below provide details regarding the contractual maturities of financial liabilities as at:

(Rs. in Lakhs)

	Contractual Maturity	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
As at March 31, 2020					
Trade Payables	3.10	3.10	-	-	-
Other Financial liabilities	73.24	73.24	-	-	-
	76.34	**76.34**	**-**	**-**	**-**
As at March 31, 2019					
Trade Payables	3.10	3.10	-	-	-
Other Financial liabilities	73.24	73.24	-	-	-
	76.34	**76.34**	**-**	**-**	**-**
As at April 01, 2018					
Trade Payables	4.61	4.61	-	-	-
Other Financial liabilities	79.83	79.83	-	-	-
	84.43	**84.43**	**-**	**-**	**-**

27.4 Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's loans and investments. Credit risk is managed through continuously monitoring the creditworthiness of counterparty.

Credit risk arising from cash and cash equivalents with bank is limited as the counterparty are banks with high credit ratings.

The maximum exposure to the credit risk is as follows : **(Rs. in Lakhs)**

Particulars	March 31, 2020	March 31, 2019	April 01, 2018
Cash and Cash Equivalants	215.99	112.11	81.93
Loans	987.81	2,400.81	2,696.38
Other Financial Assets	1.89	2.15	27.48

The table below shows the credit quality based on credit concentration and the maximum exposure to credit risk based on the days past due and year-end stage classification of Loans. The amounts presented are gross of impairment allowances.

(Rs. in Lakhs)

Loan amount		**As on March 31, 2020**			
	Not overdue	**Stage 1**	**Stage 2**	**Stage 3**	**Total**
Loans	987.81	-	-	-	987.81
impairment Allowances as per ECL Method	-	-	-	-	-

Loan amount		**As on March 31, 2019**			
	Not overdue	**Stage 1**	**Stage 2**	**Stage 3**	**Total**
Loans	2,400.81	-	-	-	2,400.81
impairment Allowances as per ECL Method	-	-	-	-	-
Provision for impairment allowance as per RBI Regulations	7.60	-	-	-	7.60

Loan amount		**As on April 1, 2018**			
	Not overdue	**Stage 1**	**Stage 2**	**Stage 3**	**Total**
Loans	2,696.38	-	-	-	2,696.38
impairment Allowances as per ECL Method	-	-	-	-	-
Provision for impairment allowance as per RBI Regulations	7.60	-	-	-	7.60

The COVID – 19 impact on global and Indian Financial Markets as well as global and local economic activities will depend on the future developments, which are highly uncertain. However, the Company is expecting that the possible effects due to COVID – 19 on the financial position and performance of the company, in respect of loans given, may not be significant as the Company has given loans to two parties, one of them is a subsidiary company and the other is a company with whom merger process is going on and NCLT order is awaited.

The company has also considered the possible effects that may result from the COVID – 19 on the carrying amount of investments in mutual funds and equity shares based on the internal and external source of information up to the date of approval of the financial statements. The company expects that the carrying amount of these assets will be recovered.

28. Related Party Transactions :

(A) Name of related parties and description of relationship :

Sr. No.	Relationships	Name of related party
1	Subsidiary Company	Stanrose Mafatlal Lubchem Ltd. - in Liquidation * Stanplaza Limited
2	Key Management Personnel (KMP)	Shri Pradeep R. Mafatlal Shri Madhusudan J. Mehta - Chief Executive Officer Shri Harshad V. Mehta - Chief Financial Officer Shri Soham A. Dave - Company Secretary
3.	Relative of Key Management Personnel	Smt. Pravina Mafatlal Miss Shivani Mafatlal* Shri Rajanya Mafatlal
4.	Enterprise over which Key Management Personnel having control or significant influence:	Standard Industries Limited [SIL] Stanrose Fund Management Services Pvt. Limited Shanudeep Pvt. Ltd Sheiladeep Investments Pvt.Ltd Vinadeep Investments Pvt.Ltd. Gagalbhai Investments Pvt. Ltd. Pradeep Investments Pvt. Ltd.

SAP Investments Pvt. Ltd.*
Sheiladeep Holdings Pvt.Ltd*
Gagalbhai Trading Pvt. Ltd.*
Navinchandra Mafatlal Medical Trust*
Mafatlal Enterprises Ltd.*
Umiya Real Estate Pvt.Ltd.*
Umiya Balaji Real Estate Pvt.Ltd.*

* No transaction done during the year.

(B) Related Party Transactions:

(Rs. in Lakhs)

Particulars	Subsidiary Company		KMP		Relatives of KMP		Enterprise over which KMP having control or significant influence	
	Year 2019-20	*Year 2018-19*	**Year 2019-20**	*Year 2018-19*	**Year 2019-20**	*Year 2018-19*	**Year 2019-20**	*Year 2018-19*
(A) Volume of Transactions :								
Expenses: Leave and Licence Fee & Other Services :								
Shanudeep Pvt. Ltd.	-	-	-	-	-	-	**53.89**	*59.90*
Security Charges Reimbursed :								
Stan Plaza Limited	**0.75**	*0.75*	-	-	-	-	-	-
C.S.R. Expenditure:								
Navinchandra Mafatlal Medical Trust	-	-	-	-	-	-	-	*11.14*
Remuneration :								
Short - term employee benefit								
a Shri M. J. Mehta	-	-	**11.62**	*11.02*	-	-	-	-
b Shri H. V. Mehta	-	-	**11.20**	*8.11*	-	-	-	-
c Shri S. A. Dave	-	-	**7.61**	*5,62*	-	-	-	-
Sitting Fees Paid:								
Shri Pradeep R. Mafatlal	-	-	-	-	**0.20**	0.15	-	-
Income :								
1. Profit on Sale of investment Standard Industries Ltd	-	-	-	-	-	-	**339.56**	*339.56*
Dividend Received:								
Standard Industries Limited	-	-	-	-	-	-	-	*124.04*
Asset :								
Loan given / (Received back)								
Shri Soham A. Dave	-	-	**(1.34)**	*9.00*	-	-	-	-
Other :								
a. Dividend Paid:								
Shanudeep Private Limited	-	-	-	-	-	-	**59.58**	*59.58*
Sheiladeep Investments Pvt. Ltd.	-	-	-	-	-	-	**23.42**	*23.42*
Vinadeep Investments Pvt. Ltd.	-	-	-	-	-	-	**24.93**	*24.93*
Gagalbhai Investments Pvt. Ltd.	-	-	-	-	-	-	**2.62**	*2.62*
Pradeep Investments Pvt. Ltd.	-	-	-	-	-	-	**1.09**	*1.09*
Standard Industries Limited	-	-	-	-	-	-	**1.14**	*1.14*
Shri Pradeep R. Mafatlal	-	-	-	-	**0.84**	*0.84*	-	-
Smt. Pravina Mafatlal	-	-	-	-	**0.89**	*0.89*	-	-
Shri Rajanya Mafatlal	-	-	-	-	**0.01**	*0.01*	-	-
b. Balances at the year end - Receivables								
Stan Plaza Limited	**126.45**	*126.45*	-	-	-	-	-	-
Shri Soham A. Dave	-	-	**7.46**	*8.80*	-	-	-	-

28.1 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

28.2 The related party balances outstanding are routine in nature as per ordinary course of business.

29. Employee Benefits Note

29.1 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans.

(Rs. in Lakhs)

Particulars	2019 - 2020	2018 - 2019
Employer's Contribution to Providend Fund	**2.58**	*2.43*
Employer's Contribution to Superannuation Fund	**1.94**	*1.56*
Employer's Contribution to ESI	**0.16**	*0.29*
Total	**4.68**	*4.28*

29.2 Defined Benefit Plan - Gratuity

Information about the characteristics of defined benefit plan

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	**Non-Management:** 15/26 x Monthly Salary x Number of years of Completed Service, subject to vesting period. **Management:** 15 days' salary for each year of service rendered in non-management cadre plus 30 days' salary for each year of service rendered in the management cadre Part of service in excess of six months is considered as one year of completed service
Salary definition	Basic Salary including Dearness Allowance (if any)
Benefit ceiling	No Ceiling
Vesting conditions	5 years of continuous service (Not applicable in case of death / disability)
Benefit eligibility	Upon Death or Resignation / Withdrawal or Retirement
Retirement age	60 years

29.3 Reconciliation of defined benefit obligations

(Rs. in Lakhs)

Particulars	As at March 31, 2020	2019
Defined benefit obligations as at beginning of the year	**21.72**	*24.03*
Current service cost	**1.42**	*1.39*
Interest cost	**1.52**	*1.75*
Actuarial Loss/(Gain) due to change in financial assumptions	**0.96**	*0.31*
Actuarial Loss/(Gain) due to change in demographic assumptions	**-**	-
Actuarial Loss/(Gain) due to experience	**(1.48)**	*0.49*
Past Service Cost	**-**	-
Benefits Paid	**(2.35)**	*(6.25)*
Defined benefit obligations as at end of the year	**21.79**	*21.72*

29.4 Reconciliation of Fair Value of Plan Asset

Plan Asset as at beginning of the year	**22.00**	26.48
Interest Income	**1.50**	1.83
Return on plan assets excluding amount included in net interest on the net defined benefit liability/(asset)	**(0.03)**	(0.10)
Return on plan assets excluding amounts included in interest income	**-**	-
Contributions by Employer	**0.08**	0.04
Benefits paid	**(2.35)**	(6.25)
Plan Asset as at end of the year	**21.20**	**22.00**

29.5 Funded Status

Present Value of Benefit Obligation at the end of the Period	**21.79**	21.72
Fair Value of Plan Assets at the end of the Period	**21.20**	22.00
Funded Status / Deficit	**0.59**	**(0.28)**

(Rs. in Lakhs)

Particulars	2019 - 2020	2018 - 2019

29.6 Net amount Charged to Statement of Profit or Loss for the period

Current Service Cost	**1.38**	*1.39*
Past Service Cost	**-**	-
Net Interest cost	**0.02**	*(0.08)*
Net amount recognized	**1.40**	*1.31*

Particulars	2019 - 2020	2018 - 2019
29.7 Other Comprehensive income for the period		
Components of actuarial gain/(losses) on obligations:		
Due to Change in financial assumptions	(0.96)	(0.31)
Due to change in demographic assumption	-	-
Due to experience adjustments	1.48	(0.49)
Return on plan assets excluding amounts included in interest income	(0.03)	(0.10)
Amounts recognized in Other Comprehensive Income	**0.49**	**(0.90)**

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
29.8 Break up of Plan Assets		
Policy of Insurance	99.70%	99.50%
Cash and Cash Equivalents	0.30%	0.50%
Total	100.00%	100.00%

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
29.9 Actuarial Assumptions		
Discount Rate	6.20%	7.00%
Salary Growth Rate	5.00%	5.00%
Interest rate for interest on net DBO	7.00%	7.30%
Mortality Rate	IALM 2012-14 (Ult.)	IALM 2012-14 (Ult.)
Withdrawal Rate	2%	2%
Weighted average duration of the obligation	6 Years	5 Years

29.10 Sensitivity Analysis for Actuarial Assumption

	Change in Assumptions		Impact on Defined Benefit Obligation			
	Increase %	Decrease %	Increase in Assumptions Rs. in Lakhs	Increase in Assumptions %	Decrease in Assumptions Rs. in Lakhs	Decrease in Assumptions %
As at 31.03.2020						
Discount Rate	1.00%	1.00%	1.20	5.51%	(1.37)	-6.29%
Salary Growth Rate	1.00%	1.00%	(1.37)	-6.29%	1.23	5.64%
Withdrawal rate	1.00%	1.00%	(0.08)	-0.37%	0.10	0.46%
As at 31.03.2019						
Discount Rate	1.00%	1.00%	0.99	4.54%	(1.13)	-5.19%
Salary Growth Rate	1.00%	1.00%	(1.14)	-5.23%	1.01	4.64%
Withdrawal rate	1.00%	1.00%	(0.12)	-0.55%	0.13	0.60%

Limitation of method used for sensitivity analysis :

The sensitivity is performed on the DBO at the respective valuation date by modifying one parameter whilst retaining other parameters constant. There are no changes from the previous period to the methods and assumptions underlying the sensitivity analyses.

29.11 Details of Asset- Liability Matching Strategy

The Company deploys its investment assets in a smoothed return cash accumulation plan with an insurance company. Investment returns of the plan are not greatly sensitive to the changes in interest rates. The liabilities' duration is not matched by the assets' duration.

29.12 Maturity Profile of the Defined Benefit Obligation

The weighted average duration of the obligation is 6 years (5 years as at March 31, 2019) as at the valuation date.

30. Earning Per Share

Particulars	As at March 31, 2020	2019
Number of Equity Shares at the beginning of the year	39,67,920	39,67,920
Addition During the year	-	-
Number of Equity Shares at year end	39,67,920	39,67,920
Weighted Average number of Equity Shares	39,67,920	39,67,920

Particulars	Units	2019 - 2020	2018 - 2019
Net Proft / (Loss) after Tax	Rs. in Lakhs	(813.68)	(288.85)
Weighted Average number of Equity shares	Shares	39,67,920	39,67,920
Nominal Value per Share	Rs./Share	10.00	10.00
Basic and Diluted EPS	Rs./Share	(20.51)	(7.28)

31. Segment Reporting

The Company is primarily engaged in the business of Investments, Capital Market Activities and Financing. Accordingly there are no separate reportable segments. No client individually accounted for more than 10% of the revenues in the year ended March 31, 2020 and March 31, 2019.

32. AS per Ind AS - 116 - "Leases", the disclosure of Operating Leases as defined in the accounting standard are as follows:

The Company has recognised lease payment of Rs. 53.89 Lakhs (Previous Year Rs. 59.89 Lakhs-) in the statement of profit and loss under the head "Rent" during the year for a leases with a term of 12 months.

33. The Board at its meeting held on February 03, 2018 approved the merger of Surcot Trading Private Limited (Transferor Company - 1) and Umiya Real Estate Private Limited (Transferor Company - 2) with Stanrose Mafatlal Investments and Finance Limited (Transferee Company), by way of a Scheme of Amalgamation and Arrangement (“Scheme”) pursuant to the applicable provisions of the Companies Act, 2013. NCLT bench at Ahmedabad sanctioned, on July 17, 2019, the scheme between the transferee company and transferor company - 1 subject to sanctioning of the scheme by NCLT bench at Chennai between transferee company and transferor company - 2. Approval of NCLT bench at Chennai is awaited.

34. Disclosure in compliace with RBI notification No. RBI / 2019 - 20 / 170 DOR (NBFC). CC. PD. No. 109 / 22.10.106 / 2019 - 20 dated March 13, 2020

(Rs. in Lakhs)

Asset Classification as per RBI Norms	Asset Classification as per IND AS 109	Gross Carrying amount as per IND AS	Less Allowances/ Provisions as required under IND AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between IND AS 109 & IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Not Overdue	987.81	-	987.81	-	-
Sub total		**987.81**	**-**	**987.81**	**-**	**-**
Performing Assets						
Standard	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
Sub total		**-**	**-**	**-**	**-**	**-**
Non Performing Assets (NPAs)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		**-**	**-**	**-**	**-**	**-**

(Rs. in Lakhs)

Asset Classification as per RBI Norms	Asset Classification as per IND AS 109 IND AS IND AS 109	Gross Carrying amount as per under	Less Allowances/ Provisions as required	Net Carrying Amount norms	Provisions required as per IRACP norms	Difference between IND AS 109 & IRACP
1	2	3	4	5=3-4	6	7=4-6
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		**-**	**-**	**-**	**-**	**-**
Other items such as guarntees, Loan commitments, etc. which are in scope of IND AS 109 but not covered under current income recognition, Asset classification, and provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		**-**	**-**	**-**	**-**	**-**
Total	**Not Overdue**	**987.81**	**-**	**987.81**	**-**	**-**
	Stage 1	**-**	**-**	**-**	**-**	**-**
	Stage 2	**-**	**-**	**-**	**-**	**-**
	Stage 3	**-**	**-**	**-**	**-**	**-**
	Total	**987.81**	**-**	**987.81**	**-**	**-**

35. The Company is not holding and accepting deposits. Further, the total assets of the Company being less than Rs. 500 Crores, the Prudential Norms on Credit and Investment Concentration and Capital Adequacy are not applicable to it. The Company has complied with all other norms on Income Recognition, Accounting Standards, Assets Classification, Provisioning for Bad and Doubtful Debts & Standard Assets and other related matters as prescribed under the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 as amended.

36. Amount remitted during the year in foreign currency on account of dividends:

The Company has not made any remittance in foreign currencies on account of dividends in respect of shares held by non-resident and does not have information as to the extent to which remittance in foreign currencies on account of dividends may have been made by or on behalf of non-resident shareholders. The Particulars of dividends paid during the year to non-resident shareholders are as under: (Rs. in Lakhs)

Particulars	2019-20	2018-19
Number of Non-Resident Shareholders	38	34
Number of Equity Shares held by them on which Dividend was due	36,745	33,013
Rupees in Lakhs remitted to Bankers or Power-holders in India of the Non-resident Shareholders	2.20	1.98
Year to which dividend relates	2018-19	2017-18

37. Foreign currency transactions :

Travelling Expenses	-	-
Total	-	-

38. Disclosure requirement as per Schedule V of SEBI (Listing Obligations and Disclosure Requirments) Regluations, 2015

Loans to Subsidiary :

Stan Plaza Limited

- Oustanding Balance	126.45	126.45
- Maximum amount outstanding during the year	126.45	126.45

38.1 None of the Loanees named hereinabove has made any investment in the Equity Capital of the Company or its subsidiary.

39. Disclosure of details as required under para 13 of Non-Banking Financial (Non-Deposit Accepting Or Holding) Companies Prudential Norms (Reserve Bank) Directions 2015.

Particulars	**As at 31-03-2020** Amount Overdue	Amount Outstanding	*As at 31-03-2019* Amount Overdue	Amount Outstanding
LIABILITIES SIDE				
(1) **Loans and Advances availed by the Company**				
(inclusive of interest accrued thereon but not paid)	-	-	-	-

(Rs. in Lakhs)

Particulars	Amount Outstanding As at March 31, **2020**	*2019*
ASSETS SIDE		
(2) Break-up of Loans and Advances (including bills receivable) (Other than those included in (4) below):		
(a) Secured	-	-
(b) Unsecured	**979.35**	*2399.40*
(3) Break up of Leased Assets and Stock on hire and other assets counting towards AFC activities		
(a) Leased Assets	-	-
(b) Stock on hire	-	-
(c) Other Loans counting towards AFC activities	-	-
(4) **Break-up of Investments:**		
(a) **Current Investments:**		
Quoted :		
- Equity Shares	-	-
- Government Securities	-	-
- Other Securities	411.66	-
(b) **Long Term investments :**		
Quoted :		
Equity Shares	**1,907.48**	*3,410.22*
Unquoted :		
Equity Shares	**11.53**	*612.33*
Other Investments [Painting]	**22.50**	*22.50*

(5) Borrower group-wise classification of assets financed as in 2. and 3. above :

(Rs. in Lakhs)

Category	Amount net of provisions **As at 31-03-2020**			Amount net of provisions *As at 31-03-2019*		
	Secured	Unsecured	Total	Secured	Unsecured	Total
(a) Related Parties :						
(i) Subsidiaries	-	**126.45**	**126.45**	-	*126.45*	*126.45*
(ii) Companies in the same group	-	-	-	-	-	-
(iii) Other related parties	-	-	-	-	-	-
(b) Other than related parties	-	**852.90**	**852.90**	-	*2,272.95*	*2,272.95*
Total	-	**979.35**	**979.35**	-	*2,399.40*	*2,399.40*

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

(Rs. in Lakhs)

Category	**At at 31-03-2020**		*At at 31-03-2019*	
	Market Value / Break up / Fair Value / NAV	Book Value (Net of Provisions)	Market Value / Break up / Fair Value / NAV	Book Value (Net of Provisions)
(a) Related Parties :				
Subsidiaries	**10.03**	**10.03**	*10.03*	*10.03*
Companies in the same group	**-**	**-**	-	-
Other related parties	**1,147.42**	**1,147.42**	*1,910.29*	*1,910.29*
(b) Other than related parties	**1,173.22**	**1,173.22**	*2,102.23*	*2,102.23*
Total	**2,330.67**	**2,330.67**	*4,022.55*	*4,022.55*

The accompanying notes form an integral part of standalone financial statements.

As per our report of even date attached.
For Manubhai & Shah LLP
Chartered Accountants
ICAI Firm Registration No. : 106041W/W100136
K. B. Solanki
Partner
Membership no. : 110299
Ahmedabad,
Dated : June 29, 2020

For and on behalf of the Board of Directors of
Stanrose Mafatlal Investments and Finance Ltd.

P. R. Mafatlal
Chairman
DIN : 0015361

M. J. Mehta
Director & CEO
DIN : 00029722

Mumbai,
Dated : June 29, 2020

S. A. DAVE
Company Secretary

H. V. MEHTA
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF STANROSE MAFATLAL INVESTMENTS AND FINANCE LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Stanrose Mafatlal Investments and Finance Limited** ("the Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (hereinafter referred to as "Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2020, of the consolidated loss and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (hereinafter referred to as "SAs"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of CharteredAccountants of India (hereinafter referred to as "ICAI") together with the ethical requirements that are relevant to our audit of the consolidated 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 audit opinion on the consolidated 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Write off of financial instruments (Loan)** The holding company has written of Rs. 435 lakhs in respect of loan given to the party with whom merger process is going on and NCLT order is awaited. - For such loan, the holding company estimates recoverable amount of loan based on latest financial statements and other available documents including memorandum of understanding in respect of advance given for purchase of immovable property executed by the borrower company and valuation report of such immovable property. The excess of carrying amount of loan over recoverable amount, based on such estimation, is considered for write off. - We identified write off of financial instrument as key audit matter, because the Company has exercised significant judgment in calculating the write off amount.	For write off financial instrument (Loan), reviewed financial position and performance of the latest financial statements of the borrower companyand other documents such as memorandum of understanding in respect of advance given for purchase of immovable property executed by the borrower company and valuation report of such immovable property.

Information Other than the Consolidated Financial Statements andAuditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including

Annexures to Board's Report and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Consolidated Financial Statements

The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are responsible for overseeing the financial reporting of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraudor error, design and perform audit procedures responsive to those risks, and obtain audit evidence that issufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated 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 Group's to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Other Matter

We did not audit the financial statements of subsidiary; whose financial statements reflect total assets of Rs. 429.65 Lakhs as at March 31, 2020, total revenues of Rs. 1.35 Lakhs and net cash out flows amounting to Rs. 1.29 Lakhs for the year ended on that date, as considered in the consolidated financial statements.These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors of Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of theGroupand the operating effectiveness of such controls, refer to our separate Report in "Annexure - A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      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, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Group does not have any pending litigations which would impact its financial position.

   ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For **Manubhai & Shah LLP**
Chartered Accountants
(ICAI Firm's Registration No. 106041W/W100136)
K. B. Solanki
Partner
Place : *Ahmedabad* [*Membership No. 110299*]
Dated : *June 29, 2020* *UDIN:20110299AAAAB03784*

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditor's Report to the members of the Group on the consolidated financial statements for the year ended March 31, 2020, we report that:

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Stanrose Mafatlal Investments and Finance Limited ("the Holding Company") as of that date.

Management'sResponsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary, which is company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and 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 consolidated 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 Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary company, which is company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by these Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For ***Manubhai & Shah LLP***
Chartered Accountants
ICAI Firm Registration No. 106041W/W100136
K. B. Solanki
Partner

Place : Ahmedabad [*Membership No. 110299*]
Dated : June 29, 2020 *UDIN:20110299AAAAB03784*

CONSOLIDATED BALANCE SHEET as at March 31, 2020 (Rs. in Lakhs)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
ASSETS :				
(1) Financial Assets :				
(a) Cash and Cash Equivalents	6	**231.22**	*128.63*	*102.37*
(b) Loans	7	**861.36**	*2,274.36*	*2,569.93*
(c) Investments	8	**2,320.64**	*4,012.52*	*4,132.84*
(d) Other Current Assets	9	**92.55**	*92.18*	*117.43*
Total Financial Assets		**3,505.77**	*6,507.69*	*6,922.57*
(2) Non-Financial Assets :				
(a) Current Tax Assets (Net)	25	**73.76**	*42.82*	*15.02*
(b) Deferred Tax Assets (Net)	25	**99.85**	-	-
(c) Property, Plant and Equipment	10	**147.96**	*118.93*	*144.66*
(d) Goodwill on Consolidation		**5.03**	*5.03*	*5.03*
(e) Other Intangibles	10	**70.66**	*70.66*	*70.66*
(f) Other Non-Financial Assets	11	**1,409.43**	*509.63*	*286.23*
Total Non-Financial Assets		**1,806.70**	*747.07*	*521.60*
Total Assets		**5,312.46**	*7,254.76*	*7,444.17*
Liabilities And Equity :				
Liabilities :				
(1) Financial Liabilities :				
(a) Payables	12			
Trade Payables				
(i) Total outstanding dues to Micro Enterprises and Small Enterprises		**-**	-	-
(ii) Total outstanding dues to creditors other than Micro Enterprises and Small Enterprises		**12.88**	*3.25*	*9.40*
(b) Borrowings	13	**197.74**	*197.74*	*197.74*
(c) Other Financial Liabilities	14	**74.13**	*73.24*	*79.83*
Total Financial Liabilities		**284.76**	*274.23*	*286.97*
(2) Non-Financial Liabilities :				
(a) Provisions	15	**6.40**	*7.05*	*7.71*
(b) Deferred Tax Liabilities	25	**-**	*343.89*	*368.81*
Total Non-Financial Liabilities		**6.40**	*350.94*	*376.52*
(3) Equity :				
(a) Equity Share Capital	16	**396.79**	*396.79*	*396.79*
(b) Other equity		**4,624.52**	*6,232.79*	*6,383.88*
Total Equity		**5,021.31**	*6,629.59*	*6,780.67*
Total Liabilities and Equity		**5,312.46**	*7,254.76*	*7,444.17*

The accompanying notes form an integral part of consolidated financial statements.

As per our report of even date attached.	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.
For Manubhai & Shah LLP *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136*	**P. R. Mafatlal** *Chairman* *DIN : 0015361* **M. J. Mehta** *Director & CEO* *DIN : 00029722*
K. B. Solanki *Partner* *Membership no. : 110299*	**S. A. DAVE** *Company Secretary* **H. V. MEHTA** *Chief Financial Officer*
Ahmedabad, Dated : June 29, 2020	Mumbai, Dated : June 29, 2020

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended on March, 31, 2020

(Rs. in Lakhs, Except EPS)

Particulars	Note No.	For the Year ended 31-03-2020	31-03-2019
Revenues :			
I Revenue from Operations			
(i) Interest Income	18	**1.11**	*4.81*
(ii) Dividend Income	19	**32.97**	*137.67*
(iii) Net Gain on Fair Value Changes	20	**-**	*5.43*
I Total Revenue from Operations		**34.07**	*147.92*
II Other Income	21	**6.51**	*1.02*
III Total Revenue		**40.58**	*148.94*
IV Expenses :			
(i) Net Loss on Fair Value Changes	20	**0.36**	-
(ii) Financial Instruments written off	22	**435.00**	-
(iii) Employee Benefits Expense	23	**75.47**	*65.12*
(iv) Depreciation and Amortisation Expenses	10	**40.60**	*34.52*
(v) Other Expenses	24	**310.49**	*361.76*
IV Total Expenses		**861.91**	*461.40*
V Loss before Exceptional Item & taxes		**(821.33)**	*(312.46)*
Exceptional Item		**(0.45)**	*17.88*
VI Loss before Taxes		**(821.78)**	*(294.57)*
VII Tax Expense :	25		
(i) Current Tax		**(3.28)**	*(4.11)*
(ii) Deferred Tax		**(2.46)**	*(0.51)*
VII Total Tax Expense		**(5.74)**	*(4.63)*
VIII Loss for the Year (VI - VII)		**(816.04)**	*(289.94)*
IX Other Comprehensive Income :			
(a) Items that will not be Reclassified to Profit or Loss			
Remeasurement of defined benefit obligations		**0.49**	*(0.90)*
Fair value gain / (loss) on investment in equity instruments measured as fairvalue through OCI		**(949.48)**	*264.87*
(b) Income tax relating to Items that will not be Reclassified to Profit or Loss		**441.29**	*24.40*
IX Total Other Comprehensive Income		**(507.70)**	*288.38*
X Total Comprehensive Income (VIII+IX)		**(1323.74)**	*1.57*
Earnings per Equity Share (for continuing operations):			
Basic and Diluted (Rs.)		**(20.57)**	*(7.31)*

The accompanying notes form an integral part of consolidated financial statements.

As per our report of even date attached.	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.
For Manubhai & Shah LLP *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136* **K. B. Solanki** *Partner* *Membership no. : 110299* Ahmedabad, Dated : June 29, 2020	**P. R. Mafatlal** *Chairman* *DIN : 0015361* **M. J. Mehta** *Director & CEO* *DIN : 00029722* Mumbai, Dated : June 29, 2020 **S. A. DAVE** *Company Secretary* **H. V. MEHTA** *Chief Financial Officer*

CONSOLIDATED CASH FLOW STATEMENT for the year ended on March 31, 2020

(Rs. in Lakhs)

		For the Year ended March 31 2020	2019
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net loss before tax as per the Statement of Profit & Loss	**(821.78)**	*(294.57)*
	Adjustments for :		
	Depreciation	**40.60**	*34.52*
	Net Gain on Fair Value Changes	**0.36**	*(3.33)*
	Financial instrument written off	**435.00**	-
	Profit / (Loss) on Assets sold	**0.45**	*(17.88)*
	Reversal of excess impairment loss allowance	**(5.12)**	-
	OPERATING (LOSS) BEFORE WORKING CAPITAL AND INVESTMENTS CHANGES	**(350.50)**	*(281.27)*
	Changes in Working Capital:		
	Adjustments for :		
	Loan	**985.59**	*295.57*
	Other Financial Assets and other assets	**(900.17)**	*(198.16)*
	Trade Payables, other financial liabilities and other liabilities	**10.27**	*(20.22)*
	Changes in Investments		
	Purchase of investments	**(378.05)**	*(111.79)*
	Sale of investments	**1,532.11**	*634.43*
	Purchase of Mutual Fund	**(1,137.90)**	*(784.57)*
	Sale of Mutual Fund	**725.73**	*787.95*
		837.59	*603.21*
	CASH GENERATED FROM OPERATIONS	**487.09**	*321.94*
	Direct Taxes (Paid)	**(27.01)**	*(23.69)*
	CASH FLOW FROM OPERATING ACTIVITIES	**460.08**	*298.25*
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Property, Plant and Equipments	**(71.33)**	*(9.45)*
	Sale of Property, Plant and Equipments	**1.25**	*18.55*
	CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES	**(70.08)**	*9.10*
C.	**CASH FLOW FROM / FINANCING ACTIVITIES**		
	Dividend Paid (Including DDT)	**(287.01)**	*(287.01)*
	CASH FLOW FROM/ (USED IN) FINANCING ACTIVITIES	**(287.01)**	*(287.01)*
	NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**102.99**	*20.34*
	CASH AND CASH EQUIVALENTS AT THE BEGININNG OF THE YEAR	**55.40**	*35.06*
	CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR	**158.38**	*55.40*

Notes :

1) Cash and cash equivalents as at the end of the year :

	2020	2019
Cash on hand	**5.45**	*3.20*
Balances with Banks in Current Accounts	**139.15**	*38.78*
In Fixed Deposit Accounts	**13.78**	*13.42*
Cash and cash equivalent as per cash flow	**158.38**	*55.40*
Bank balances of unpaid dividend accounts	**72.83**	*73.23*
Cash and cash equivalent as per balance sheet	**231.22**	*128.63*

The accompanying notes form an integral part of consolidated financial statements.

As per our report of even date attached.	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.		
For Manubhai & Shah LLP *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136*		**P. R. Mafatlal** *Chairman* *DIN : 0015361*	**M. J. Mehta** *Director & CEO* *DIN : 00029722*
K. B. Solanki *Partner* *Membership no. : 110299*	Mumbai, Dated : June 29, 2020	**S. A. DAVE** *Company Secretary*	**H. V. MEHTA** *Chief Financial Officer*
Ahmedabad, Dated : June 29, 2020			

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

A. Equity Share Capital **(Rs. in Lakhs)**

Particulars	March 31, 2020	For the year ended March 31, 2019	April 01, 2018
Balance at the beginning of the reporting period	396.79	396.79	396.79
Changes during the Period	-	-	-
Balance at the end of reporting period	396.79	396.79	396.79

B. Other Equity

Particulars	Reserves and Surplus						
	Securities Premium	Reserve u/s 45IC of RBI Act, 1934	General Reserve	Retained Earnings	Impairment Reserve	Equity Instrument through Other Comprehensive Income	Total
Balance as at April 01, 2019	**991.98**	**1,431.00**	**1,285.00**	**1,583.32**	**-**	**941.49**	**6,232.79**
Loss for the year	**-**	**-**	**-**	**(816.04)**	**-**	**-**	**(816.04)**
Dividends (including tax on dividend)	**-**	**-**	**-**	**(287.01)**	**-**	**-**	**(287.01)**
Items of the OCI for the year, net of tax							
Remeasurement benefit of defined benefit plans	**-**	**-**	**-**	**0.49**	**-**	**-**	**0.49**
Excess amount of provisioning required as per IRACP norms of RBI over impairment allowance under Ind AS – 109	**-**	**-**	**-**	**-**	**2.48**	**-**	**2.48**
Other comprehensive income	**-**	**-**	**-**	**-**	**-**	**(508.19)**	**(508.19)**
Transfer from OCI to Retained Earnings	**-**	**-**	**-**	**726.65**	**-**	**(726.65)**	**-**
Balance as at March 31, 2020	**991.98**	**1,431.00**	**1,285.00**	**1,207.40**	**2.48**	**(293.35)**	**4,624.52**
Balance as at April 01, 2018	*991.98*	*1,416.00*	*1,280.00*	*1,691.10*	*-*	*1,004.80*	*6,383.88*
Loss for the year	*-*	*-*	*-*	*(289.94)*	*-*	*-*	*(289.94)*
Dividends (including tax on dividend)	*-*	*-*	*-*	*(287.01)*	*-*	*-*	*(287.01)*
Items of the OCI for the year, net of tax							
Remeasurement benefit of defined benefit plans	*-*	*-*	*-*	*(0.90)*	*-*	*-*	*(0.90)*
Recognition of subsidiary's profit on sale of shares outside the group	*-*	*-*	*-*	*68.75*	*-*	*-*	*68.75*
Recognition of subsidiary's profit under Ind-AS, on fair valuation of shares held	*-*	*-*	*-*	*68.75*	*-*	*-*	*68.75*
Transfer to reserve	*-*	*15.00*	*5.00*	*(20.00)*	*-*	*-*	*-*
Other Comprehensive Income	*-*	*-*	*-*	*-*	*-*	*289.28*	*289.28*
Transfer from OCI to Retained Earnings	*-*	*-*	*-*	*352.59*	*-*	*(352.59)*	*-*
Balance as at March 31, 2019	*991.98*	*1,431.00*	*1,285.00*	*1,583.32*	*-*	*941.49*	*6,232.79*

Securities premium : Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

Statutory Reserve : As required by section 45-IC of the RBI Act 1934, the Group maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The Group cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time. Till date RBI has not specified any purpose for appropriation of Reserve fund maintained under section 45-IC of RBI Act, 1934.

General reserve : The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes.

Impairment Reserve : As per RBI circular no. RBI/2019-20/170 DOR(NBFC).CC.PD.No. 109/22.10.106/2019-20 dated March 13, 2020, impairment reserve is created on excess of provisioning required as per Income Recognition, Asset Classification and Provision norms of RBI over impairment allowance under Ind AS – 109.

The accompanying notes form an integral part of the consolidated financial statements.

As per our report of even date attached. **For Manubhai & Shah LLP** *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136*	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.		
K. B. Solanki *Partner* *Membership no. : 110299*		**P. R. Mafatlal** *Chairman* *DIN : 0015361*	**M. J. Mehta** *Director & CEO* *DIN : 00029722*
Ahmedabad, Dated : June 29, 2020	Mumbai, Dated : June 29, 2020	**S. A. DAVE** *Company Secretary*	**H. V. MEHTA** *Chief Financial Officer*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the year ended March 31, 2020

1. Company overview

The consolidated financial statements (herein after referred to as "financial statements") have been prepared by consolidating financial statements of the subsidiary company, Stanplaza Limited with parent company, Stanrose Mafatlal Investments and Finance Limited (together referred to as 'the Group').

Stanrose Mafatlal Investment and Finance Limited (the 'Parent Company') is a public limited Group domiciled in India and is incorporated under the provisions of the Companies Act with its registered office located at 6th Floor, Popular House, Ashram Road, Ahmedabad - 380 009. The Group is also Non-Systemetically Important Non-deposit Taking Non-Banking Finance Group (NBFC) registered with Reserve Bank of India (RBI).

The financial statements are approved for issue by the Group's Board of Directors on June 29, 2020.

2. Basis of preparation of Consolidated Financial Statements

2.1 STATEMENT OF COMPLIANCE

The Consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and the provisions of the RBI as applicable to Non-Systemetically Important Non-deposit Taking NBFC.

These Consolidated financial statements are the Group's first Ind AS Consolidated financial statements.

The Consolidated financial statements up to year ended March 31, 2019 were prepared in accordance with the Accounting standards notified under Companies (Accounting Standards) Rules, 2006 (IGAAP) and other relevant provisions of the Act. Previous period numbers in the Consollidated financial statements have been restated to Ind AS.

In accordance with Ind AS 101 First time Adoption of Indian Accounting Standard, the Group has presented reconciliations and explanations of the effects from IGAAP to Ind AS on financial position, financial performance and cash flows in the note no. 5.

2.2 PRINCIPLE OF CONSOLIDATION

2.2.1 The consolidated financial statements incorporate the financial statements of the Parent company and all its subsidiaries (from the date control is gained), being the entities that it controls. Control is evidenced where the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity returns. The financial statements of subsidiaries are prepared for the same reporting year as the Parent Group. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Parent Group. The Parent Group holds the entire shareholding in its subsidiaries and there are no contractual arrangements which rebute the control of the Parent Group over its subsidiaries.

2.2.2 The financial statements of following subsidiary has been consolidated as per Ind AS 110 on 'Consolidated Financial Statements'.

Name of the Subsidiary	Proportion of effective ownership interest
Stanplaza Limited	100% Effective from 13th March, 2015.

2.2.3 Stanrose Mafatlal Lubechem Limited (SMLL) - In Liquidation, a substantially owned subsidiary of Stanrose Mafatlal Investment and Finance Limited has been ordered to be wound-up by the High Court of Mumbai vide its order dated 10th June, 2011 and has appointed official liquidator to take charge of its assets, bank accounts, books of account, affairs, business and properties with all the powers under the provisions of the then prevailing Companies Act, 1956. Accordingly, financial statements of SMLL have not been consolidated as per Ind AS 110 on 'Consolidated Financial Statements'.

2.3 BASIS OF MEASUREMENT

The Financial Statements have been prepared on the historical cost basis except for the following items which are measured at fair values:

a. Certain financial assets and liabilities

b. Defined benefit plans assets

2.4 FUNCTIONAL AND PRESENTATION CURRENCY

Indian rupee is the functional and presentation currency.

2.5 USE OF ESTIMATES :

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions.

These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements are:

- Useful lives of property, plant and equipment
- Valuation of financial instruments
- Provisions and contingencies
- Income tax and deferred tax
- Consideration of significant related party transactions
- Measurement of defined employee benefit obligations

ESTIMATION OF UNCERTAINTIES RELATING TO THE GLOBAL HEALTH PANDEMIC FROM COVID – 19 (“COVID – 19”)

The COVID – 19 impact on global and Indian Financial Markets as well as global and local economic activities will depend on the future developments, which are highly uncertain. However, the Group is expecting that the possible effects due to COVID – 19 on the financial position and performance of the Group, in respect of loans given, may not be significant as the Group has given loans to two parties, one of them is a subsidiary Group and the other is a Group with whom merger process is going on and NCLT order is awaited.

The Group has also considered the possible effects that may result from the COVID – 19 on the carrying amount of investments in mutual funds and equity shares based on the internal and external source of information up to the date of approval of the financial statements. The Group expects that the carrying amount of these assets will be recovered.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 REVENUE RECOGNITION :

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Interest income

Interest income is recognised using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through expected life of the financial asset to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend

Dividend income is recognised when the right to receive the dividend is established.

Gain or loss on derecognition of financial assets

Gain or Loss on derecognition of financial asset is determined as the difference between the sale price (net of selling costs) and carrying value of financial asset.

All other incomes are recognised and accounted for on accrual basis.

3.2 PROPERTY, PLANT AND EQUIPMENTS :

Property, plant and equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises the purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably.

All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

For transition to Ind AS, the carrying value of property plant and equipment under previous GAAP as on April 01, 2018 is regarded as its cost. The carrying value was original cost less accumulated depreciation and cumulative impairment.

Gains or losses arising from derecognition of property, plant and equipments are measured as the difference between the net disposal proceeds and the carrying amount of the asset at the time of disposal and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on property, plant and equipment is calculated on written down value method basis using the ratio arrived as per the useful life prescribed under Schedule II to the Companies Act, 2013.

In respect of property, plant and equipment purchased during the year, depreciation is provided on a pro-rata basis from the date on which such asset is ready to use.

The residual value, useful live and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.3 FINANCIAL INSTRUMENTS

3.3.1 Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to or deducted from the fair value of financial assets or financial liabilities on initial recognition.

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

Regular way purchase and sale of financial assets are accounted for at trade date.

3.3.2 Subsequent measurement

(a) Non-derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. For such equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently measured at fair valued through profit or loss. Fair value changes are recognised as other income in the Statement of Profit or Loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

(b) Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Incremental costs directly attributable to the issuance of equity instruments are recognised as a deduction from equity instrument net of any tax effects.

3.3.3 Derecognition

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when obligation specified in the contract is discharged or cancelled or expires.

3.3.4 Off-setting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when the Group currently has a legally enforceable right to offset the recognised amount and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

3.4 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived prices).

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

3.5 Income tax

Income tax expense comprises current tax and deferred tax.

3.5.1 Current Tax

Current tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Current tax assets and current tax liabilities are offset, where Group has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

3.5.2 Deferred Tax

Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax liabilities are recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from initial recognition of goodwill; or initial recognition of an asset or liability in a transaction which is not a business combination and at the time of transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and carry forward of unused tax credits to the extent that it is probable that taxable profit will be available against which those temporary differences, losses and tax credit can be utilized, except when deferred tax asset on deductible temporary differences arise from the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the tax rules and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, where Group has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.6 Impairment

3.6.1 Financial assets

The Group recognizes impairment on financial assets, which are not carried at fair value, using expected credit loss (ECL) model as prescribed in Ind AS.

The expected credit losses (ECLs) is recognized based on forward-looking information for all financial assets at amortized cost, no impairment loss is applicable on equity investments.

At the reporting date, an allowance is required for the 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognized for the lifetime ECLs for financial instruments for which the credit risk has increased significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3).

The measurement of ECL is calculated using three main components: (i) probability of default (PD) (ii) loss given default (LGD) and (iii) the exposure at default (EAD). The 12 month ECL is calculated by multiplying the 12 month PD, LGD and the EAD. The 12 month and lifetime PDs represent the PD occurring over the next 12 months and the remaining maturity of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdowns of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

The Group applies a three-stage approach to measure ECL on financial assets accounted for at amortized cost. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognized. Exposures with days past due (DPD) less than or equal to 29 days are classified as stage 1. The Group has identified zero bucket and bucket with DPD less than or equal to 29 days as two separate buckets.

Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognized. Exposures with DPD equal to 30 days but less than or equal to 89 days are classified as stage 2. At each reporting date, the Group assesses whether there has been a significant increase in credit risk for financial asset since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group has identified cases with DPD equal to or more than 30 days and less than or equal to 59 days and cases with DPD equal to or more than 60 days and less than or equal to 89 days as two separate buckets.

Stage 3: Lifetime ECL – credit impaired

Financial asset is assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For financial asset that have become credit impaired, a lifetime ECL is recognized on principal outstanding as at period end. Exposures with DPD equal to or more than 90 days are classified as stage 3.

A loan that has been renegotiated due to a deterioration in the borrower's condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment.

ECL is recognized on EAD as at period end. If the terms of a financial asset are renegotiated or modified due to financial difficulties of the borrower, then such asset is moved to stage 3, lifetime ECL under stage 3 on the outstanding amount is applied.

The Group assesses when a significant increase in credit risk has occurred based on quantitative and qualitative assessments. Exposures are considered to have resulted in a significant increase in credit risk and are moved to Stage 2.

Quantitative test: Accounts that are 30 calendar days or more past due move to Stage 2 automatically. Accounts that are 90 calendar days or more past due move to Stage 3 automatically.

Reversal in Stages: Exposures will move back to Stage 2 or Stage 1 respectively, once they no longer meet the quantitative criteria set out above. For exposures classified using the qualitative test, when they no longer meet the criteria for a significant increase in credit risk and when any cure criteria used for credit risk management are met.

The definition of default for the purpose of determining ECLs has been aligned to the Reserve Bank of India definition of default, which considers indicators that the debtor is unlikely to pay and is no later than when the exposure is more than 90 days past due.

The measurement of all expected credit losses for financial assets held at the reporting date are based on historical experience, current conditions and reasonable and supportable forecasts. The measurement of ECL involves increased complexity and judgement, including estimation of PDs, LGD, a range of unbiased future economic scenarios, estimation of expected lives and estimation of EAD and assessing significant increases in credit risk.

Presentation of ECL allowance for financial asset:

Financial assets measured at amortized cost are shown separately under the head provisions and not as a deduction from the gross carrying amount of the assets.

Write off

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the

Group's internal processes and when the Group concludes that there is no longer any realistic prospect of recovery of part or all of the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Group has a right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the income statement.

3.6.2 Non-financial assets

Tangible Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists the Group estimates the asset's recoverable amount.

An asset's recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The impairment loss is recognised in the statement of profit and loss.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset

In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

3.7 Borrowing costs

Borrowing cost includes interest and other costs that Group has incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset.

All other borrowing costs are expensed in the year they occur.

Investment income earned on temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

3.7 Employee Benefits

Short term employee benefits for salary that are expected to be settled wholly within 12 months after the end of the reporting period in which employees render the related service are recognized as an expense in the statement of profit and loss.

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The Group operates two defined benefit plan for its employees, viz., gratuity plan and leave encashment plan. The costs of providing benefits under the plans are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method made at the end of each reporting date. Re-measurement of the net defined benefit liability (asset) comprise of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability / (asset)).Re-measurement are recognised in other comprehensive income and will not be reclassified to profit or loss in a subsequent period.

3.8 Provisions

A provision is recognized when the Group has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

3.9 Contingent Liability

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 Group 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 Group does not recognize a contingent liability but discloses its existence in the financial statements.

3.10 Contingent Asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only be occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. The Group does not recognize a contingent asset but discloses its existence in the financial statements.

3.11 Cash and cash equivalent

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.12 Earnings per share

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

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

3.13 Lease

Group as lessee

The Group's lease asset classes primarily consist of leases for Office building. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

3.14 Segment Reporting

An operating segment is component of the Group that engages in the business activity from which the Group earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The Group's chief operating decision maker is the Managing Director.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

3.15 Cash Flow Statement

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

3.16 Events after reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

4. RECENT ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

5. TRANSITION TO IND AS

These financial statements of the Group for the year ended March 31, 2020 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Group has followed the guidance prescribed in Ind AS 101 First-Time Adoption of Indian Accounting Standards with April 01, 2018 as the transition date and Indian GAAP as the IGAAP.

The transition to Ind AS has resulted in changes in presentation of the Consolidated financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the Consolidated financial statements for the year ended March 31, 2020 and the comparative information.

5.1 First time adoption of Ind AS

An explanation of how transition from IGAAP to Ind AS has affected the Group's financial position, financial performance and cash flows are set hereunder:

(a) Exception to the retrospective application of other Ind AS

(i) Estimates

Group's estimates in accordance with Ind AS as at the date of transition to Ind AS (April 01, 2018) are consistent with the estimates made for the same date as per IGAAP.

(ii) Classification of financial assets

The classification of financial assets to be measured at amortised cost is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

(b) Exemption from other Ind AS

(i) Deemed cost of property, plant and equipment

Group has elected to measure all of its property, plant and equipment at their IGAAP carrying amount as on the date of transition to Ind AS.

5.2 Reconciliation between IGAAP and Ind AS

5.2.1 Reconciliation of Equity as previously reported under IGAAP to Ind AS **(Rs. in Lakhs)**

Particulars	As at March 31, 2019	As at April 01, 2018
Equity as per IGAAP	**5,619.35**	*5,768.38*
Add : Recognition of fair value gain on Investments	**1,373.11**	*1,402.45*
Less : Deferred Tax Ind AS effects	**(362.87)**	*(390.16)*
Equity as per Ind AS	**6,629.59**	*6,780.67*

5.2.2 Reconciliation of Total Comprehensive Income for the year ended March 31, 2019 **(Rs. in Lakhs)**

Particulars	For Year ended March 31, 2019
Net Profit after tax as per IGAAP	**69.23**
Less : Recognition of fair value gain on Investments	(362.96)
Add : Deferred Tax on above Ind AS effects (Net)	2.89
Add : Gratuity Expenses transfer to Other Comprehensive Income	0.90
Net Profit after tax as per Ind AS	**(289.94)**
Add : Other Comprehensive Income (Net of tax)	288.38
Total Comprehensive Income	**(1.57)**

5.2.3 Reconciliation of statement of cash flows

There are no material adjustments to the statement of cash flows as reported under IGAAP.

5.2.4 Notes to Reconciliations

(a) Recognition of fair value gain on investments

Under Ind AS, investments are valued at fair value whereas in case of IGAAP, long term investments were valued at cost and current investments were valued at lower of cost or fair value.

(b) Deferred Tax

Under Ind AS, deferred tax is recognised on temporary differences whereas in case of IGAAP, deferred tax was recognised on timing difference. Accordingly, deferred tax on temporary differences on provision on standard assets and fair value gain on investments is recognised.

(c) Recognition of Actuarial Gain / Loss

Actuarial gains and losses are recognized in other comprehensive income as compared to being recognized in the statement of profit and loss under IGAAP.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
6. Cash and Bank Balance			
6.1 Cash			
Cash on hand	**5.45**	**3.20**	*0.35*
6.2 Balance with Banks			
In Current Accounts	**139.15**	**38.78**	*18.97*
Unpaid Dividend Accounts	**72.83**	**73.23**	*67.32*
In Fixed Deposit Accounts	**13.78**	**13.42**	*15.73*
Total	**231.22**	**128.63**	*102.37*
7. Loans			
(A) Measured at Amortised Cost			
(i) Loan Repayable on Demand			
Loan to Other	-	**985.05**	*985.05*
Total	**-**	**985.05**	*985.05*
(ii) Others			
Employee loan	**8.46**	**9.01**	*4.58*
Loan to Other (refer note no. 7.1)	**852.90**	**1,287.90**	*1,587.90*
Total	**861.36**	**1,296.91**	*1,592.48*
Total (A) - Gross	**861.36**	**2,281.96**	*2,577.53*
Less: impairment loss allowance	**-**	**7.60**	*7.60*
Total (A) - Net	**861.36**	**2,274.36**	*2,569.93*

7.1 Loan given to Surcort Trading Private Limited for which NCLT order for merger is awaited. The detailed note on status of merger is given in note no. 33.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
(B)			
Secured by tangible assets	-	-	-
Secured by intangible assets	-	-	-
Covered by bank / Government gurantees	-	-	-
Unsecured	**861.36**	**2,281.96**	*2,577.53*
Total (B) - Gross	**861.36**	**2,281.96**	*2,577.53*
Less: impairment loss allowance	**-**	**7.60**	*7.60*
Total (B) - Net	**861.36**	**2,274.36**	*2,569.93*
(C)			
Loans in India	**861.36**	**2,281.96**	*2,577.53*
Loans Outside India	**-**	**-**	-
Total (C) - Gross	**861.36**	**2,281.96**	*2,577.53*
Less: impairment loss allowance	**-**	**7.60**	*7.60*
Total (C) - Net	**861.36**	**2,274.36**	*2,569.93*

7.2 Reconciliation of impairment loass allowances

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Balance at the beginning of the year	**7.60**	**7.60**	*7.60*
Less : Excess amount of provisioning required as per IRACP norms of RBI over impairment allowance under Ind AS – 109 is considered as impairment reserve and transferred to other equity	**(2.48)**	**-**	-
Reversal of excess impairment loss allowance	**(5.12)**	**-**	-
Balance at the end of the year	**-**	**7.60**	*7.60*

8. INVESTMENTS:

(Rs. in Lakhs)

Particulars	At Fair Value Through Profit or loss	At Fair Value Through Other Comprehensive Income	Sub Total	Others	Total
AS AT MARCH 31, 2020					
Equity Instruments	-	1,908.98	1,908.98	-	**1,908.98**
Mutual Fund Units	411.66	-	411.66	-	**411.66**
Total-Gross (A)	**411.66**	**1,908.98**	**2,320.64**	**-**	**2,320.64**
(i) Investment outside India	-	-	-	-	**-**
(ii) Investment in India	411.66	1,908.98	2,320.64	-	**2,320.64**
Total - (B)	**411.66**	**1,908.98**	**2,320.64**	**-**	**2,320.64**
Less: Allowance for impairment loss (C)	-	-	-	-	**-**
Total - Net D = (A - C)	**411.66**	**1,908.98**	**2,320.64**	**-**	**2,320.64**
As at March 31, 2019					
Equity Instruments	-	4,012.52	4,012.52	-	**4,012.52**
Total-Gross (A)	**-**	**4,012.52**	**4,012.52**	**-**	**4,012.52**
(i) Investment outside India	-	-	-	-	
(ii) Investment in India	-	4,012.52	4,012.52	-	**4,012.52**
Total - (B)	-	**4,012.52**	**4,012.52**	**-**	**4,012.52**
Less: Allowance for impairment loss (C)	-	-	-	-	-
Total - Net D = (A - C)	**-**	**4,012.52**	**4,012.52**	**-**	**4,012.52**
As at April 01, 2018					
Equity Instruments	-	4,132.84	4,132.84	-	**4,132.84**
Total-Gross (A)	**-**	**4,132.84**	**4,132.84**	**-**	**4,132.84**
(i) Investment outside India	-	-	-	-	-
(ii) Investment in India	-	4,132.84	4,132.84	**-**	**4,132.84**
Total - (B)	**-**	**4,132.84**	**4,132.84**	**-**	**4,132.84**
Less: Allowance for impairment loss (C)	-	-	-	-	-
Total - Net D = (A - C)	**-**	**4,132.84**	**4,132.84**	**-**	**4,132.84**

8.1 Invetment in equity instrument of subsidiary is measured at cost.

(Rs. in Lakhs)

9. Other Financial Assets

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Inventory of trading shares	-	-	*24.87*
Sundry Deposits	**1.29**	**1.29**	*1.29*
Accrued Interest on Staff Loans	**0.60**	**0.86**	*1.32*
Interest recievable accrued and due	**90.06**	**90.03**	*89.95*
Rent Receivable	**0.60**	**-**	-
Total	**92.55**	**92.18**	**117.43**

(Rs. in Lakhs)

11. Other Non - Financial Asset

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Advance for purchase of immovable properties	**1,152.90**	*252.90*	*252.90*
Prepaid Expenses	**234.02**	**233.95**	*8.37*
Gratuity Plan Assets	**-**	**0.28**	2.45
Painting	**22.50**	**22.50**	*22.50*
Total	**1,409.43**	*509.63*	*286.23*

10. PROPERTY, PLANT AND EQUIPMENTS AND OTHER INTANGIBLE ASSETS

10.1 PROPERTY, PLANT AND EQUIPMENTS CONSIST OF :

(Rs. in Lakhs)

Particulars	Building	Furniture & Fixtures	Office Equipment	Vehicles	Total
a. Gross Block					
Balance as at April 01, 2018 (Deemed Cost)	48.10	31.99	9.34	55.23	**144.66**
Additions	5.01	-	3.70	0.73	**9.45**
Deductions	0.05	-	0.07	0.54	**0.66**
Balance as at March 31, 2019	**53.06**	**31.99**	**12.97**	**55.42**	**153.45**
Additions	-	-	2.51	68.82	**71.33**
Deductions	-	-	-	1.70	**1.70**
Balance as at March 31, 2020	**53.06**	**31.99**	**15.48**	**122.55**	**223.08**
b. Accumulated Depreciation					
Balance as at April 01, 2018	**-**	**-**	**-**	**-**	**-**
Additions	5.73	8.00	4.71	16.08	**34.52**
Deductions	-	-	-	-	**-**
Balance as at March 31, 2019	**5.73**	**8.00**	**4.71**	**16.08**	**34.52**
Additions	5.21	6.39	3.06	25.94	**40.60**
Deductions	-	-	-	-	-
Balance as at March 31, 2020	**10.95**	**14.38**	**7.77**	**42.01**	**75.12**
c. Net Block					
Balance as at April 01, 2018	48.10	31.99	9.34	55.23	**144.66**
Balance as at March 31, 2019	47.33	24.00	8.26	39.35	**118.93**
Balance as at March 31, 2020	**42.11**	**17.61**	**7.71**	**80.54**	**147.96**

10.2 Company has elected to measure all its property, plant and equipments at the previous GAAP carrying amount i.e. March 31, 2018 as its deemed cost on the date of transition i.e. April 01, 2018.

10.3 Other Intangible asset

(Rs. in Lakhs)

Particulars	Tenancy right	Total
Balance as on April 01, 2018	**70.66**	**70.66**
Addition during the year	-	-
Deduction / tranfer to intagible asset	-	-
Balance as on March 31, 2019	**70.66**	**70.66**
Addition during the year	-	-
Deduction / tranfer to intagible asset	-	-
Balance as on March 31, 2020	**70.66**	**70.66**

10.4 Company has elected to measure all its Intangible assets at the previous GAAP carrying amount i.e. March 31, 2018 as its deemed cost on the date of transition i.e. April 01, 2018.

10.5 The property, for which the tenancy right is with the Company, gone into re-development. The Landlord of the property has entered into an agreement with the Company to provide accomodation in the newly constructed property.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
12. Payables			
Trade Payables			
Dues to Micro Enterprises and Small Enterprises	**-**	**-**	-
Due to Creditors Other than Micro Enterprises and Small Enterprises	**12.88**	**3.25**	*9.40*
Total	**12.88**	**3.25**	*9.40*
Disclosure in respect of Micro and Small Enterprises :			
A the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	**-**	**-**	-

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at April 01, 2019	2018
B the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	**-**	**-**	*-*
C the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	**-**	**-**	*-*
D the amount of interest accrued and remaining unpaid at the end of each accounting year	**-**	**-**	*-*
E the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	**-**	**-**	*-*

The above information has been complied in respect of parties to the extent to which they could be identified as Micro and Small Enterprise on the basis of information available with the Group.

13. Borrowings

At Amortized Cost			
Loan from Related Parties	**197.74**	***197.74***	*197.74*
Total	**197.74**	***197.74***	*197.74*
13.1 Borrowing in India	**197.74**	***197.74***	*197.74*
Borrowing in outside India	**-**	**-**	*-*
Total	**197.74**	***197.74***	*197.74*

14. Other Financial Liabilites

Unclaimed Dividend	**72.83**	73.23	*67.32*
Commission Payable to Directors	**-**	**-**	*12.50*
Statutory Liabilities	**1.30**	**0.01**	*0.01*
Total	**74.13**	**73.24**	*79.83*

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at April 01, 2019	2018

15. Provisions

Provision for Employee Benefits	**6.40**	**7.05**	*7.71*
Total	**6.40**	**7.05**	*7.71*

16. Share Capital

Authorised Share Capital			
50,00,000 Equity Shares of Rs. 10/- each	**500.00**	**500.00**	*500.00*
(March 31, 2020: 50,00,000 Equity Shares of Rs.10/- each)			
(March 31, 2019: 50,00,000 Equity Shares of Rs.10/- each)			
(April 01, 2018: 50,00,000 Equity Shares of Rs.10/- each)			
Issued, Subscribed And Paid Up			
39,67,920 Equity Shares of Rs. 10/- each	**396.79**	**396.79**	*396.79*
(March 31, 2020: 39,67,920 Equity Shares of Rs.10/- each)			
(March 31, 2019: 39,67,920 Equity Shares of Rs.10/- each)			
(April 01, 2018: 39,67,920 Equity Shares of Rs.10/- each)			

16.1 Reconciliation of the number of shares outstanding

Particulars	March 31, 2020	March 31, 2019	April 01, 2018
Outstanding at the beginning of the year	**39,67,920**	**39,67,920**	*39,67,920*
Add : Issued During the year	-	-	-
Outstanding at the end of the year	**39,67,920**	**39,67,920**	*39,67,920*

16.2 Rights of Shareholders, Dividend and Repayment of Capital:

a. The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share.

b. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by Shareholders at the Annual General Meeting.

c. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

16.3 Details of Shareholders holding more than 5 per cent equity shares:

Name of Shareholder	As at March 31, 2020 No. of Shares %	As at March 31, 2019 No. of Shares %	As at April 01, 2018 No. of Shares %
Shanudeep Pvt. Ltd.	**9,93,078** **25.03%**	**9,93,078** **25.03%**	*9,80,078* *24.70%*
Vinadeep Investments Pvt. Ltd.	**4,15,421** **10.47%**	**4,15,421** **10.47%**	*4,19,870* *10.58%*
Sheiladeep Investments Pvt. Ltd.	**3,90,297** **9.84%**	**3,90,297** **9.84%**	*3,90,297* *9.84%*

16.4 Capital Management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other reserves attributable to the equity holders of the Group. The Group's objective for capital management is to maximize shareholder value and safeguard business continuity. The Group determines the capital requirement based on annual operating plans and other strategic plans. The funding requirements are met through equity and operating cash flows.

Summary of Quantitative Data is given hereunder:

Equity	**396.79**	**396.79**	*396.79*
Other Equity	**4,624.52**	**6,232.79**	*6,383.88*
Total	**5,021.31**	**6,629.59**	*6,780.67*

The company does not have any externally imposed capital requirement.

17. Dividends

(Rs. in Lakhs)

Particulars	Rs. Per Share	2019 - 2020	2018 - 2019
Dividend Proposed and not recognized at the end of reporting period	6.00		
Dividend Proposed including tax thereon			*287.01*
Dividend Proposed		238.08	
Dividend (including tax thereon) paid in the reporting period	**6.00**	**287.01**	**287.01**

18. Interest Income

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2020	2019
On Financial Assets measured at Amortized Cost		
Interest on Loan	-	*3.67*
Interest on Loan to Employees	**0.49**	*0.26*
Interest on Deposits with Bank	**0.61**	*0.88*
Total	**1.11**	*4.81*

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2020	2019
19. Dividend Income		
19.1 Dividend income from investment measured at FVTPL	**17.90**	*4.57*
19.2 Dividend income from investment measured at FVTOCI		
Related to investmets derecognised during the period	**1.55**	-
Related to investmets held at the end of the period	**13.51**	*133.10*
	15.06	*133.10*
Total	**32.97**	*137.67*
20. Net Gain / (Loss) on Fair Value Changes		
20.1 Net Gain / (Loss) on Financial Instrument at fair value through profit or loss		
On trading portfolio		
- Investments	**(0.36)**	*6.02*
- Derivatives	**-**	*(0.59)*
Total	**(0.36)**	*5.43*
20.2 Fair value changes:		
Realised	**0.17**	5.43
Unrealised	**(0.53)**	-
Total	**(0.36)**	*5.43*
21. Other Income		
Miscellaneous Income	**0.79**	*0.42*
Reversal of excess impairment loss allowance	**5.12**	-
Rent Income	**0.60**	*0.60*
Total	**6.51**	*1.02*
22. Financial Instruments written off		
Financial instruments measured at Amortised Cost		
Loan	**435.00**	-
Total	**435.00**	-
23. Employee Benefit Expense		
Salaries and Wages	60.69	*53.63*
Contribution to Provident and Other Funds	6.08	*5.59*
Staff Welfare Expenses	8.70	*5.90*
Total	**75.47**	*65.12*
24. Other Expenses		
Rent, taxes and energy cost	**75.46**	*70.43*

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2020	2019
Repairs & Maintenance	**16.85**	*42.56*
Communication cost	**19.27**	*28.79*
Printing & Stationery	**12.00**	*28.36*
Advertisement Charges A/C	**2.59**	*4.31*
Director's fees, allowances and expenses	**1.45**	*1.45*
Auditor's fees and expense	**3.37**	*5.23*
Legal & Professional Charges	**62.65**	*50.27*
Insurance	**2.40**	*2.72*
General Charges	**19.30**	*34.76*
Motor Car Expense	**20.30**	*19.98*
Travelling & Conveyance	**42.80**	*54.34*
Donations	**25.50**	*1.50*
Contribution to Corporate Social Responsibility	**0.60**	*11.74*
Membership & Subscription	**3.87**	*3.38*
Other Expenses	**2.10**	*1.94*
Total	**310.49**	**361.76**

24.1 Payment to Auditors

As Auditors	**2.60**	*3.35*
For Tax Audit	**0.25**	*0.30*
For Other Work	**0.51**	*1.59*
Total	**3.37**	*5.23*

24.2 Corporate Social Responsibility

Gross amount required to be spent during the year	**-**	*11.14*
Amount spent during the year on		
(i) Construction/acquisition of any asset	**-**	-
(ii) On purposes other than (i) above	**0.60**	*11.74*

(Rs. in Lakhs)

Particulars	As at March 31, 2020	2019
25. Income tax		
25.1 Income Tax Expense in The Statement of Profit and Loss Comprises of:		
Current tax		
Adjustment of earlier year tax	**(3.28)**	*(4.11)*
Deferred Tax		
Relating to origination and reversal of temporary difference	**(2.46)**	*(0.51)*
Total	**(5.74)**	*(4.63)*
25.2 Deferred tax items relating to OCI		
Relating to origination and reversal of temporary difference	**441.29**	*(24.40)*
Total	**441.29**	*(24.40)*

25.3 The Details of Income Tax Assets And Liabilities and deferred Tax Liabilities :

(Rs. in Lakhs)

Particulars	As at March 31, 2020	2019	As at April 01, 2018
Income Tax Assets	**73.76**	**110.04**	*177.02*
Income Tax Liabilities	**-**	**(67.22)**	*(162.00)*
Income Tax Assets (net)	**73.76**	**42.82**	*15.02*
Deferred Tax Liabilities (net)	-	**343.89**	*368.81*
Deferred Tax Assets (net)	**99.85**	**-**	-

25.4 A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:

(Rs. in Lakhs)

Particulars	2019-2020	2018-2019
Accounting profit before tax	**(821.78)**	*(312.46)*
Minimum Alternate tax rate	**16.69%**	*21.55%*
Tax liability on accounting profit	**(137.17)**	*(67.33)*
Tax Effect of non deductible expenses		
Tax Effect of deductible expenses		
Tax Effect of taxable income		
R. off		
Income tax expenses as per minumum alternate tax rate		

After adjustments of income tax allowances and dis-allowances, net income under income tax was loss, hence no tax was required to be paid. In view of this, no reconciliation of income tax was given for the year 2019 - 2020 and 2018 - 2019.

25.5 The Company is taxed at minimun alternate tax rates for both the financial years. The effective tax rate for the financial year 2019 - 2020 is 16.69 % whereas for the financial year 2018 - 2019 was 21.55%.

25.6 The effective tax rate for the financial year 2019 - 2020 is 22.88 % whereas for the financial year 2018 - 2019 was 25.75%.

25.7 Details of each type of recognized temporary differences, unused tax losses and unused tax credits.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	2019	As at April 01, 2018
Deferred Tax Related to Item Recognised Through OCI			
Deferred Tax Liabilities / (Assets)			

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Related to Investments	**(78.41)**	**362.87**	*390.16*
	(78.41)	**362.87**	*390.16*
Deferred Tax Related to Item Recognised Through Profit or Loss			
Deferred Tax Assets			
Related to Investments	**0.15**	-	-
Related to Property, Plant and Equiptments	**19.87**	**17.38**	*19.72*
Related to Disallowance under Income Tax Act, 1961	**1.42**	**1.60**	*1.64*
	21.44	**18.98**	*21.35*
Total Deferred tax liabilities / (assets)	**(99.85)**	**343.89**	*368.81*

25.8 Details of deferred tax assets not recognized in balance sheet

(Rs. in Lakhs)

Deferred tax assets on	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Unused tax losses- related to Depreciation	**167.39**	**77.91**	*70.96*
Unused tax losses - Other than depreciation			
Expires on March 31, 2019 to March 31, 2026	**-**	**247.97**	*245.70*
Expires on March 31, 2020 to March 31, 2026	**231.29**	**-**	-
Unused tax credits			
Expires on March 31, 2023 to March 31, 2033	**-**	**928.39**	*928.39*
Expires on March 31, 2023 to March 31, 2035	**928.39**	**-**	-

26. Financial Instruments

26.1 Disclosure of Financial Instruments by Category

As at March 31, 2020 **(Rs. in Lakhs)**

Financial Instruments by Categories	Note No.	FVTPL	FVTOCI	Amortized cost	Total Carrying Value	Fair Value
Financial Assets						
Cash and Cash Equivalents	6	-	-	231.22	231.22	231.22
Loans	7	-	-	861.36	861.36	861.36
Investment in Equity Shares	8	-	1,908.98	-	1,908.98	1,908.98
Investment in Mutual Fund units	8	411.66	-	-	411.66	411.66
Other Financial Assets	9	-	-	92.55	92.55	92.55
Total Financial Assets		**411.66**	**1,908.98**	**1,185.13**	**3,505.77**	**3,507.77**
Financial Liabilities						
Trade Payables	12	-	-	12.88	12.88	12.88
Borrowings	13	-	-	197.74	197.74	197.74
Other Financial Liabilites	14	-	-	74.13	74.13	74.13
Total Financial Liabilities		**-**	**-**	**284.76**	**284.76**	**284.76**
As at March 31, 2019						
Financial Assets						
Cash and Cash Equivalents	6	-	-	128.63	128.63	128.63
Loans	7	-	-	2,274.36	2,274.36	2,274.36
Investment in Equity Instruments	8	-	4,012.52	-	4,012.52	4,012.52
Other Financial Assets	9	-	-	92.18	92.18	92.18
Total Financial Assets		**-**	**4,012.52**	**2,495.17**	**6,507.69**	**6,507.69**
Financial Liabilities						
Trade Payables	12	-	-	3.25	3.25	3.25
Borrowings	13	-	-	197.74	197.74	197.74

(Rs. in Lakhs)

Financial Instruments by Categories	Note No.	FVTPL	FVTOCI	Amortized cost	Total Carrying Value	Fair Value
Other Financial Liabilites	14	-	-	73.24	73.24	73.24
Total Financial Liabilities		**-**	**-**	**274.23**	**274.23**	**274.23**
As at April 01, 2018						
Financial Assets						
Cash and Cash Equivalents	6	-	-	102.37	102.37	102.37
Loans	7	-	-	2,569.93	2,569.93	2,569.93
Investment in Equity Instruments	8	-	4,132.84	-	4,132.84	4,132.84
Other Financial Assets	9	-	-	117.43	117.43	117.43
Total Financial Assets		**-**	**4,132.84**	**2,789.73**	**6,922.57**	**6,922.57**
Financial Liabilities						
Trade Payables	12	-	-	9.40	9.40	9.40
Borrowings	13	-	-	197.74	197.74	197.74
Other Financial Liabilites	14	-	-	79.83	79.83	79.83
Total Financial Liabilities		**-**	**-**	**286.97**	**286.97**	**286.97**

27. Fair Value Measurement

Fair Value Measurement (FVM) of Financial Assets and Liabilities

27.1 Fair Value Hierarchy

(Rs. in Lakhs)

	Note No.	Level 1	Level 2	Level 3	Total
As at March 31, 2020					
Financial Assets Measured at FVTPL - Recurring FVM					
Investments in Mutual Fund Units		-	411.66	-	411.66
		-	411.66	-	411.66
Financial Assets Measured at FVTOCI - Recurring FVM					
Investments in Equity Shares		1,907.48	-	1.50	1,908.98
		1,907.48	-	1.50	1,908.98
As at March 31, 2019					
Financial Assets Measured at FVTOCI - Recurring FVM					
Investments in Equity Shares		3,410.22	-	602.30	4,012.52
		3,410.22	-	602.30	4,012.52
As at March 31, 2018					
Financial Assets Measured at FVTOCI - Recurring FVM					
Investments in Equity Shares		3,746.30	-	386.54	4,132.84
		3,746.30	-	386.54	4,132.84

27.2 Valuation in level 1

Fair Value of Investments in Equity instruments are based on quoted prices.

27.3 Valuation technique and observable inputs used to determine fair value in level 2

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

27.4 Valuation technique and unobservable inputs used to determine fair value in level 3

The fair value of investment in equity shares of Duville Estate Private Limited is based on discounted cash flow using income method. Forecasted cash flow used as unobservable input to determine the fair value.

A one percentage change in the unobservable input used in fair valuation has insignificant impact.

(Rs. in Lakhs)

Particulars	As at March 31, 2020	2019
Opening balance	**600.80**	*384.99*
Realised gain recognised on sales	**-**	*408.31*
Sales value (including realised gain)	**(600.80)**	*(600.80)*
Unrealised gain recognised on investment lying at the year end	**-**	*408.31*
Closing balance	**-**	*600.80*

As investment in other equity shares of private limited of Rs. 1.50 Lakhs (March 31, 2019: Rs. 1.50 Lakhs and April 01, 2018: Rs. 1.55 Lakhs) is not material, the carrying value of such shares is considered to be its fair value.

27.5 As loans given are repayable on demand, its carrying value at amortized cost are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

27.6 The Fair value of other financial assets and other financial Liabilities measured at amortised cost are considered to be the same as their carrying amount because they are of short term nature.

27.7 There are no transfer between level 1 and level 2 during the year.

28. Financial Risk Management

28.1 Financial Instruments Risk management objectives and Policies

The Company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

28.2 Market Risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises other price risk. The Company does not have any foreign currency transactions, hence it is not exposed to currency risk. The Company does not expose to interest rate risk as it does not have any borrowings and in respect of loans given (other than loan given to employees) are repayable on demand and are not interest bearing. Further, loans given to employees are insignificant and at fixed rate of interest.

28.2.1 Other price risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is exposed to price risk arising mainly from investments in equity instruments.

a The company's exposure to price risk is as follows:

(Rs. in Lakhs)

Particulars	March 31, 2020	2019	April 01, 2018
Investments in Equity instruments	**1,908.98**	**4,012.52**	*4,132.84*
Investments in mutual fund instruments	**411.66**	**-**	-
Total	**2,320.64**	**4,012.52**	*4,132.84*

b Sensitivity Analysis

i For changes in share prices

Particulars	Impact on Profit after Tax March 31, 2020	March 31, 2019
Price increases by 0.5%	**6.89**	*14.48*
Price decreases by 0.5%	**(6.89)**	*(14.48)*
ii For changes in NAV		
Price increases by 0.5%	**1.49**	-
Price decreases by 0.5%	**(1.49)**	-

28.3 Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses.

The Company measures risk by forecasting cash flows.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscount.

The table below provide details regarding the contractual maturities of financial liabilities as at:

(Rs. in Lakhs)

	Contractual Maturity	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
As at March 31, 2020					
Trade Payables	12.88	12.88	-	-	-
Borrowings	197.74	197.74	-	-	-
Other Financial liabilities	74.13	74.13	-	-	-
	284.76	**284.76**	**-**	**-**	**-**
As at March 31, 2019					
Trade Payables	3.25	3.25	-	-	-
Borrowings	197.74	197.74	-	-	-
Other Financial liabilities	73.24	73.24	-	-	-
	274.23	**274.23**	**-**	**-**	**-**
As at April 01, 2018					
Trade Payables	9.40	9.40	-	-	-
Borrowings	197.74	197.74	-	-	-
Other Financial liabilities	79.83	79.83	-	-	-
	286.97	**286.97**	**-**	**-**	**-**

28.4 Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's loans and investments. Credit risk is managed through continuously monitoring the creditworthiness of counterparty.

Credit risk arising from cash and cash equivalents with bank is limited as the counterparty are banks with high credit ratings.

The maximum exposure to the credit risk is as follows :

(Rs. in Lakhs)

Particulars	March 31, 2020	March 31, 2019	April 01, 2018
Cash and Cash Equivalants	231.22	128.63	102.37
Loans	861.36	2,274.36	2,569.93
Other Financial Assets	92.55	92.18	117.43

The table below shows the credit quality based on credit concentration and the maximum exposure to credit risk based on the days past due and year-end stage classification of Loans. The amounts presented are gross of impairment allowances.

(Rs. in Lakhs)

Loan amount	Not overdue	Stage 1	Stage 2	Stage 3	Total
As on March 31, 2020					
Loans	861.36	-	-	-	861.36
impairment Allowances as per ECL Method	-	-	-	-	-
Provision for impairment allowance as per RBI Regulations	2.48	-	-	-	2.48
As on March 31, 2019					
Loans	2,274.36	-	-	-	2,274.36
impairment Allowances as per ECL Method	-	-	-	-	-
Provision for impairment allowance as per RBI Regulations	7.60	-	-	-	7.60
As on April 1, 2018					
Loans	2,569.93	-	-	-	2,569.93
impairment Allowances as per ECL Method	-	-	-	-	-
Provision for impairment allowance as per RBI Regulations	7.60	-	-	-	7.60

The COVID – 19 impact on global and Indian Financial Markets as well as global and local economic activities will depend on the future developments, which are highly uncertain. However, the Company is expecting that the possible effects due to COVID – 19 on the financial position and performance of the Company, in respect of loans given, may not be significant as the Company has given loans to two parties, one of them is a subsidiary Company and the other is a Company with whom merger process is going on and NCLT order is awaited.

The Company has also considered the possible effects that may result from the COVID – 19 on the carrying amount of investments in mutual funds and equity shares based on the internal and external source of information up to the date of approval of the financial statements. The Company expects that the carrying amount of these assets will be recovered.

29. Related Party Transactions :

(A) Name of related parties and description of relationship :

Sr. No.	Relationships	Name of related party
1	Subsidiary Company	Stanrose Mafatlal Lubchem Ltd. - in Liquidation * Stanplaza Limited
2	Key Management Personnel (KMP)	Shri Pradeep R. Mafatlal Shri Madhusudan J. Mehta - Chief Executive Officer Shri Harshad V. Mehta - Chief Financial Officer Shri Soham A. Dave - Company Secretary
3.	Relative of Key Management Personnel	Smt. Pravina Mafatlal Miss Shivani Mafatlal* Shri Rajanya Mafatlal
4.	Enterprise over which Key Management Personnel having control or significant influence:	Standard Industries Limited [SIL] Stanrose Fund Management Services Pvt. Limited Shanudeep Pvt. Ltd Sheiladeep Investments Pvt.Ltd Vinadeep Investments Pvt.Ltd. Gagalbhai Investments Pvt. Ltd. Pradeep Investments Pvt. Ltd. SAP Investments Pvt. Ltd.* Sheiladeep Holdings Pvt.Ltd* Gagalbhai Trading Pvt. Ltd.* Navinchandra Mafatlal Medical Trust* Mafatlal Enterprises Ltd.* Umiya Real Estate Pvt.Ltd.* Umiya Balaji Real Estate Pvt.Ltd.*

* No transaction done during the year.

(B) Related Party Transactions:

(Rs. in Lakhs)

Particulars	Subsidiary Company		KMP		Relatives of KMP		Enterprise over which KMP having control or significant influence	
	Year 2019-20	*Year 2018-19*	**Year 2019-20**	*Year 2018-19*	**Year 2019-20**	*Year 2018-19*	**Year 2019-20**	*Year 2018-19*
(A) Volume of Transactions :								
Expenses: Leave and Licence Fee & Other Services :								
Shanudeep Pvt. Ltd.	-	-	-	-	-	-	**53.89**	*59.90*
C.S.R. Expenditure:								
Navinchandra Mafatlal Medical Trust	-	-	-	-	-	-	-	*11.14*
Remuneration :								
Short - term employee benefit								
a Shri M. J. Mehta	-	-	**11.62**	*11.02*	-	-	-	-
b Shri H. V. Mehta	-	-	**11.20**	*8.11*	-	-	-	-
c Shri S. A. Dave	-	-	**7.61**	*5,62*	-	-	-	-
Sitting Fees Paid:								
Shri Pradeep R. Mafatlal	-	-	-	-	**0.20**	0.15	-	-
Income :								
1. Profit on Sale of investment Standard Industries Ltd	-	-	-	-	-	-	**339.56**	*339.56*
Dividend Received:								
Standard Industries Limited	-	-	-	-	-	-	-	*124.04*
Asset :								
Loan given / (Received back)								
Shri Soham A. Dave	-	-	**(1.34)**	*9.00*	-	-	-	-
Other :								
a. Dividend Paid:								
Shanudeep Private Limited	-	-	-	-	-	-	**59.58**	*59.58*
Sheiladeep Investments Pvt. Ltd.	-	-	-	-	-	-	**23.42**	*23.42*
Vinadeep Investments Pvt. Ltd.	-	-	-	-	-	-	**24.93**	*24.93*
Gagalbhai Investments Pvt. Ltd.	-	-	-	-	-	-	**2.62**	*2.62*
Pradeep Investments Pvt. Ltd.	-	-	-	-	-	-	**1.09**	*1.09*
Standard Industries Limited	-	-	-	-	-	-	**1.14**	*1.14*
Shri Pradeep R. Mafatlal	-	-	-	-	**0.84**	*0.84*	-	-
Smt. Pravina Mafatlal	-	-	-	-	**0.89**	*0.89*	-	-
Shri Rajanya Mafatlal	-	-	-	-	**0.01**	*0.01*	-	-
b. Balances at the year end -								
Payables								
Standard Industries Limited	-	-	-	-	-	-	***197.74***	*197.74*
Receivables								
Shri Soham A. Dave	-	-	**7.46**	*8.80*	-	-	-	-

29.1 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

29.2 The related party balances outstanding are routine in nature as per ordinary course of business.

30. Employee Benefits Note

30.1 Defined Contribution Plans

Details of amount recognized as expenses during the year for the defined contribution plans.

(Rs. in Lakhs)

Particulars	2019 - 2020	2018 - 2019
Employer's Contribution to Providend Fund	**2.58**	*2.43*
Employer's Contribution to Superannuation Fund	**1.94**	*1.56*
Employer's Contribution to ESI	**0.16**	*0.29*
Total	**4.68**	*4.28*

30.2 Defined Benefit Plan - Gratuity

Information about the characteristics of defined benefit plan

The benefit is governed by the Payment of Gratuity Act, 1972. The Key features are as under:

Features of the defined benefit plan	Remarks
Benefit offered	**Non-Management:** 15/26 x Monthly Salary x Number of years of Completed Service, subject to vesting period. **Management:** 15 days' salary for each year of service rendered in non-management cadre plus 30 days' salary for each year of service rendered in the management cadre Part of service in excess of six months is considered as one year of completed service
Salary definition	Basic Salary including Dearness Allowance (if any)
Benefit ceiling	No Ceiling
Vesting conditions	5 years of continuous service (Not applicable in case of death / disability)
Benefit eligibility	Upon Death or Resignation / Withdrawal or Retirement
Retirement age	60 years

30.3 Reconciliation of defined benefit obligations

(Rs. in Lakhs)

Particulars	As at March 31, 2020	2019
Defined benefit obligations as at beginning of the year	**21.72**	*24.03*
Current service cost	**1.42**	*1.39*
Interest cost	**1.52**	*1.75*
Actuarial Loss/(Gain) due to change in financial assumptions	**0.96**	*0.31*
Actuarial Loss/(Gain) due to change in demographic assumptions	**-**	-
Actuarial Loss/(Gain) due to experience	**(1.48)**	*0.49*
Past Service Cost	**-**	-
Benefits Paid	**(2.35)**	*(6.25)*
Defined benefit obligations as at end of the year	**21.79**	*21.72*

30.4 Reconciliation of Fair Value of Plan Asset

Particulars	2020	2019
Plan Asset as at beginning of the year	**22.00**	26.48
Interest Income	**1.50**	1.83
Return on plan assets excluding amount included in net interest on the net defined benefit liability/(asset)	**(0.03)**	(0.10)
Return on plan assets excluding amounts included in interest income	**-**	-
Contributions by Employer	**0.08**	0.04
Benefits paid	**(2.35)**	(6.25)
Plan Asset as at end of the year	**21.20**	**22.00**

30.5 Funded Status

Particulars	2020	2019
Present Value of Benefit Obligation at the end of the Period	**21.79**	21.72
Fair Value of Plan Assets at the end of the Period	**21.20**	22.00
Funded Status / Deficit	**0.59**	**(0.28)**

(Rs. in Lakhs)

30.6 Net amount Charged to Statement of Profit or Loss for the period

Particulars	2019 - 2020	2018 - 2019
Current Service Cost	**1.38**	*1.39*
Past Service Cost	**-**	-
Net Interest cost	**0.02**	*(0.08)*
Net amount recognized	**1.40**	*1.31*

30.7 Other Comprehensive income for the period

Components of actuarial gain/(losses) on obligations:

	2019 - 2020	2018 - 2019
Due to Change in financial assumptions	(0.96)	(0.31)
Due to change in demographic assumption	-	-

(Rs. in Lakhs)

Particulars	2019 - 2020	2018 - 2019
Due to experience adjustments	1.48	(0.49)
Return on plan assets excluding amounts included in interest income	(0.03)	-
Amounts recognized in Other Comprehensive Income	**0.49**	**(0.80)**

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
30.8 Break up of Plan Assets		
Policy of Insurance	99.70%	99.50%
Cash and Cash Equivalents	0.30%	0.50%
Total	100.00%	100.00%

(Rs. in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
30.9 Actuarial Assumptions		
Discount Rate	6.20%	7.00%
Salary Growth Rate	5.00%	5.00%
Interest rate for interest on net DBO	7.00%	7.30%
Mortality Rate	IALM 2012-14 (Ult.)	IALM 2012-14 (Ult.)
Withdrawal Rate	2%	2%
Weighted average duration of the obligation	6 Years	5 Years

30.10 Sensitivity Analysis for Actuarial Assumption

	Change in Assumptions		Impact on Defined Benefit Obligation			
	Increase	Decrease	Increase in Assumptions		Decrease in Assumptions	
	%	%	Rs. in Lakhs	%	Rs. in Lakhs	%
As at 31.03.2020						
Discount Rate	1.00%	1.00%	1.20	5.51%	(1.37)	-6.29%
Salary Growth Rate	1.00%	1.00%	(1.37)	-6.29%	1.23	5.64%
Withdrawal rate	1.00%	1.00%	(0.08)	-0.37%	0.10	0.46%
As at 31.03.2019						
Discount Rate	1.00%	1.00%	0.99	4.54%	(1.13)	-5.19%
Salary Growth Rate	1.00%	1.00%	(1.14)	-5.23%	1.01	4.64%
Withdrawal rate	1.00%	1.00%	(0.12)	-0.55%	0.13	0.60%

Limitation of method used for sensitivity analysis :

The sensitivity is performed on the DBO at the respective valuation date by modifying one parameter whilst retaining other parameters constant. There are no changes from the previous period to the methods and assumptions underlying the sensitivity analyses.

30.11 Details of Asset- Liability Matching Strategy

The Company deploys its investment assets in a smoothed return cash accumulation plan with an insurance company. Investment returns of the plan are not greatly sensitive to the changes in interest rates. The liabilities' duration is not matched by the assets' duration.

30.12 Maturity Profile of the Defined Benefit Obligation

The weighted average duration of the obligation is 6 years (5 years as at March 31, 2019) as at the valuation date.

31. Earning Per Share

Particulars	March 31, 2020	March 31, 2019
Number of Equity Shares at the beginning of the year	39,67,920	39,67,920
Addition During the year	-	-
Number of Equity Shares at year end	39,67,920	39,67,920
Weighted Average number of Equity Shares	39,67,920	39,67,920

Particulars	Units	2019 - 2020	2018 - 2019
Net Proft / (Loss) after Tax	Rs. in Lakhs	(816.04)	(289.94)
Weighted Average number of Equity shares	Shares	39,67,920	39,67,920
Nominal Value per Share	Rs./Share	10	10
Basic and Diluted EPS	Rs./Share	(20.57)	(7.31)

32. Segment Reporting

The Company is primarily engaged in the business of Intercorporate Investments, Capital Market Activities and Financing. Accordingly there are no separate reportable segments. No client individually accounted for more than 10% of the revenues in the year ended March 31, 2020 and March 31, 2019.

33. AS per Ind AS - 116 - "Leases", the disclosure of Operating Leases as defined in the accounting standard are as follows:

The Company has recognised lease payment of Rs. 53.89 Lakhs (Previous Year Rs. 59.89 Lakhs) in the statement of profit and loss under the head "Rent" during the year for a leases with a term of 12 months.

34. The Board at its meeting held on February 03, 2018 approved the merger of Surcot Trading Private Limited (Transferor Company - 1) and Umiya Real Estate Private Limited (Transferor Company - 2) with Stanrose Mafatlal Investments and Finance Limited (Transferee Company), by way of a Scheme of Amalgamation and Arrangement ("Scheme") pursuant to the applicable provisions of the Companies Act, 2013. NCLT bench at Ahmedabad sanctioned, on July 17, 2019, the scheme between the transferee Company and transferor Company - 1 subject to sanctioning of the scheme by NCLT bench at Chennai between transferee Company and transferor Company - 2. Approval of NCLT bench at Chennai is awaited.

35. Disclosure in compliace with RBI notification No. RBI / 2019 - 20 / 170 DOR (NBFC). CC. PD. No. 109 / 22.10.106 / 2019 - 20 dated March 13, 2020.

(Rs. in Lakhs)

Asset Classification as per RBI Norms	Asset Classification as per IND AS 109	Gross Carrying amount as per IND AS	Less Allowances/ Provisions as required under IND AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between IND AS 109 & IRACP norms
1	2	3	4	5=3-4	6	7=4-6
Performing Assets						
Standard	Not Overdue	861.36	-	861.36	-	-
Sub total		**861.36**	**-**	**861.36**	**-**	**-**
Performing Assets						
Standard	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
Sub total		**-**	**-**	**-**	**-**	**-**
Non Performing Assets (NPAs)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		**-**	**-**	**-**	**-**	**-**

(Rs. in Lakhs)

Asset Classification as per RBI Norms	Asset Classification as per IND AS 109 IND AS IND AS 109	Gross Carrying amount as per under	Less Allowances/ Provisions as required	Net Carrying Amount norms	Provisions required as per IRACP norms	Difference between IND AS 109 & IRACP
1	2	3	4	5=3-4	6	7=4-6
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		**-**	**-**	**-**	**-**	**-**
Other items such as guarntees, Loan commitments, etc. which are in scope of IND AS 109 but not covered under current income recognition, Asset classification, and provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		**-**	**-**	**-**	**-**	**-**
Total	**Not Overdue**	**861.36**	**-**	**861.36**	**-**	**-**
	Stage 1	**-**	**-**	**-**	**-**	**-**
	Stage 2	**-**	**-**	**-**	**-**	**-**
	Stage 3	**-**	**-**	**-**	**-**	**-**
	Total	**861.36**	**-**	**861.36**	**-**	**-**

36. The Company is not holding and accepting deposits. Further, the total assets of the Company being less than Rs. 500 Crores, the Prudential Norms on Credit and Investment Concentration and Capital Adequacy are not applicable to it. The Company has complied with all other norms on Income Recognition, Accounting Standards, Assets Classification, Provisioning for Bad and Doubtful Debts & Standard Assets and other related matters as prescribed under the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 as amended.

37. Amount remitted during the year in foreign currency on account of dividends:

The Company has not made any remittance in foreign currencies on account of dividends in respect of shares held by non-resident and does not have information as to the extent to which remittance in foreign currencies on account of dividends may have been made by or on behalf of non-resident shareholders. The Particulars of dividends paid during the year to non-resident shareholders are as under:

Particulars	2019-20	2018-19
Number of Non-Resident Shareholders	38	34
Number of Equity Shares held by them on which Dividend was due	36,745	33,013
Rupees in Lakhs remitted to Bankers or Power-holders in India of the Non-resident Shareholders	2.20	1.98
Year to which dividend relates	2018-19	2017-18

38. Foreign currency transactions :

Travelling Expenses	-	-
Total	**-**	**-**

38. Additional information of net assets and share in profit or loss contributed by various entities as recognized under Schedule III of the Companies Act, 2013.

(Rs. in Lakhs)

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or loss	Amount	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or loss	Amount
As at March 31, 2020								
Parent								
Stanrose Mafatlal Investment & Finance Limited	97.90%	4,916.10	53.40%	(435.78)	100.00%	(507.70)	71.27%	(943.49)
Wholly Owned Subsidiary								
Stan Plaza Limited	2.10%	105.21	46.60%	(380.26)	0.00%	-	28.73%	(380.26)
Total	**100%**	**5,021.31**	**100%**	**(816.04)**	**100%**	**(507.70)**	**100%**	**(1,323.74)**
Non-Controlling Interest in subsidiary	-	-	-	-	-	-	-	-
As at March 31, 2019								
Parent								
Stanrose Mafatlal Investment & Finance Limited	98.38%	6,522.02	99.62%	(288.85)	100.00%	288.38	30.01%	(0.47)
Wholly Owned Subsidiary								
Stan Plaza Limited	1.62%	107.56	0.38%	(1.10)	0.00%	-	69.99%	(1.10)
Total	**100%**	**6,629.59**	**100%**	**(289.94)**	**100%**	**288.38**	**100%**	**(1.57)**
Non-Controlling Interest in subsidiary	-	-	-	-	-	-	-	-

The accompanying notes form an integral part of standalone financial statements.

As per our report of even date attached.	For and on behalf of the Board of Directors of Stanrose Mafatlal Investments and Finance Ltd.
For Manubhai & Shah LLP *Chartered Accountants* *ICAI Firm Registration No. : 106041W/W100136* **K. B. Solanki** *Partner* *Membership no. : 110299* Ahmedabad, Dated : June 29, 2020	**P. R. Mafatlal** *Chairman* *DIN : 0015361* **M. J. Mehta** *Director & CEO* *DIN : 00029722* Mumbai, Dated : June 29, 2020 **S. A. DAVE** *Company Secretary* **H. V. MEHTA** *Chief Financial Officer*

Form No. AOC-1

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

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

Part "A":Subsidiaries

(Information in respect of each subsidiary to be presented with amounts Rs. in lacs)

1	SL No.	
2	Name of the Subsidiary	Stan Plaza Limited
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N. A.
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N. A.
5	Share capital	5.00
6	Reserves & Surplus	100.21
7	Total Assets	429.65
8	Total Liablities	429.65
9	Investments	-
10	Turnover	1.35
11	Profit before taxation	(2.35)
12	Provision for taxation	0.01
13	Profit after taxation	(2.36)
14	Proposed Dividend	-
15	% of Shareholding	100%

Part "B" : Associates and Joint Ventures

Not Applicable

For and on behalf of the Board of Directors of
Stanrose Mafatlal Investments and Finance Ltd.

	P. R. Mafatlal *Chairman* *DIN : 0015361*	**M. J. Mehta** *Director & CEO* *DIN : 00029722*
Mumbai, Dated : June 29, 2020	**S. A. DAVE** *Company Secretary*	**H. V. MEHTA** *Chief Financial Officer*

NOTICE

NOTICE IS HEREBY GIVEN THAT the Fortieth Annual General Meeting of the Members of the Company will be held on Saturday, August 29, 2020 at 2:00 P.M. through Video Conferencing platform of CDSL to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1. Adoption of Financial Statements

To consider and adopt:

(a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of Auditors thereon.

Item No. 2. Declaration of Dividend

To declare Dividend on Equity Shares. The Board of Directors has recommended a Dividend of Rs. 6.00/- per Equity Share of Rs.10/- each.

Item No. 3. Appointment of Director

To appoint a Director in place of Shri Madhusudan J. Mehta, Director & CEO (DIN 00029722) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 - Regularization of Additional Director, Shri Harit S. Mehta as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Harit S. Mehta (holding DIN 08687422), appointed as an Additional Director of the Company w.e.f. 10th February, 2020 and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for Five consecutive years for a term w.e.f. 10th February, 2020 AND THAT he shall not be liable to retire by rotation."

Item No. 5 - Regularization of Additional Director, Ms. Aziza A. Khatri as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Aziza A. Khatri (holding DIN 03470976), appointed as an Additional Director of the Company w.e.f. 29th June, 2020 and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for Five consecutive years for a term w.e.f. 29th June, 2020 AND THAT she shall not be liable to retire by rotation."

Item No. 6 - Contribution towards Bonafide Charitable and other Funds

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

"RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, re-enactment thereof for the time being in force), the Board of Directors of the Company be and is hereby authorized to contribute, in any financial year, to bonafide charitable and other funds, any amount the aggregate of which, may exceed 5% of its average net profits for the three immediately preceding financial years, subject to a limit of Rs. 50 Lacs."

Item No. 7 - Re-appointment of Shri Kersi J. Pardiwalla as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulations 16(1)(b), 17(1A), 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Kersi J. Pardiwalla (holding

DIN 00015670), Director of the Company, who retires at the ensuring Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company to hold office for Five consecutive years for a term w.e.f. 29th August, 2020 AND THAT he shall not be liable to retire by rotation."

"RESOLVE FURTHER THAT approval of the Members of the Company be and is hereby granted for holding office by Shri Pardiwalla as a Non-Executive-Independent Director of the Company who has attended the age of 75 (Seventy-Five) years."

Item No. 8 - Continuation of tenure of Smt. Datta B. Dave, who has completed the age of 75 years (seventy five).

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modifications(s) or re-enactment(s) thereof, for the time being in force, approval of the Members of the Company be and is hereby granted for continuation of holding office of Non-Executive Non-Independent Director of the Company by Smt. Datta B. Dave (DIN 06990663) who has attended the age of 75 (Seventy Five) years as on 25th October, 2019, upto the expiry of her present term of Office i.e. upto the conclusion of Annual General Meeting in which she retires by rotation, on the existing terms and conditions and whose appointment is duly approved by the members at the Annual General Meeting held on 25th September, 2018."

Item No. 9 - Renewal of Leave & License Agreement and Facility & Service Agreement with a Related Party - Shanudeep Private Limited.

To consider and, if thought fit, to pass, with or without modifications, the following resolutionas an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Act (including any statutory modifications or amendments thereto) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI (LODR) Regulations, 2015) as amended from time to time and the Company's policy on Related Party Transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the following material related party transactions with Shanudeep Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI (LODR) Regulations 2015:

A. Leave & Licence Agreement for use of Office Premises admeasuring 2,000 Sq.ft. or there abouts, at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of 3 years from 19th August, 2020 to 18th August, 2023, at a licence fee of Rs. 1,80,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.

B. Sharing of Facilities and/or Services at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of 3 years from 19th August, 2020 to 18th August, 2023, at service charges of Rs. 2,42,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.

Notes:

(a) In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC). Hence, Members can attend and participate in the ensuing AGM through VC.

(b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

(c) The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to atleast 1000 members on first come first served basis. This will not include large

Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(d) The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(e) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the body corporate can attend the AGM through VC and cast their votes through e-voting.

(f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report 2019-20 is being sent through electronic/physical mode and has been uploaded on the website of the Company at www.stanrosefinvest.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

(g) The Register of Members and the Share Transfer Books of the Company will remain closed from August 23, 2020 to August 29, 2020 (both days inclusive) for annual closing and determining the entitlement of the shareholders dividend for 2019-20.

(h) The Dividend on Equity Shares if declared at the Meeting will be paid on September 9, 2020 or thereafter to those members whose names shall appear on the Company's Register of Members on August 22, 2020; in respect of the shares held in demat form the dividend will be paid to members, whose names are furnished by NSDL and CDSL as beneficial owners as on that date.

(i) Members holding shares in electronic form may note that the Particulars of their address and Bank Account registered against their respective depository account will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change in their address or bank particulars or bank mandates. Such changes are to be advised only to the depository participants of the members. Members holding shares in physical form and desirous of either registering or changing bank particulars already registered against their respective folios are requested to write to the Registrar and Transfer Agent.

(j) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from concerned DP and holdings should be verified.

(k) The Company has designated an exclusive email ID viz. investorcare@stanrosefinvest.com to enable investors to post their grievances, if any, and monitor its redressal.

(l) As a part of its Green initiative in Corporate Governance and Circulars issued by Ministry of Corporate Affairs allowing paperless compliances through electronic mode, soft copy of the Annual Report for 2019-20 will be sent along with the Notice to all the members whose email addresses are registered with the Company/its Registrar/Depository Participant(s) unless any member requests for a hard copy of the same. For members who have not registered their email addresses, the Annual Report 2019-20 along with the Notice will be sent in physical. All those members, who have not yet registered, are requested to register their email address with the Registrar/Depository Participant.

Members can download the Notice of the 40th Annual General Meeting and the Annual Report 2019-20 available on the Company's website www.stanrosefinvest.com. The physical copies of the aforesaid documents are available at the Company's Registered Office at Ahmedabad for inspection during business hours. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

(m) Additional information, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the director seeking appointment/reappointment at the AGM, are given hereunder:

A. Shri Madhusudan J. Mehta:

Shri Madhusudan J. Mehta, aged 75 years, is a Bachelor of Commerce and Law. He possesses long and diverse experience in the field of Finance, Taxation and Administrative Affairs. He is associated with various business enterprises of Mafatlal Group for more than four decades, holding various responsible positions.

He is on the Board of Pradeep Investments Pvt. Ltd., Gagalbhai Trading Pvt. Ltd., Gagalbhai Investments Pvt. Ltd., Sheiladeep Investments Pvt. Ltd., Sheilaja Enterprises Pvt. Ltd., Stanrose Mafatlal Lubechem Ltd. (In Liquidiation), Umiya Balaji Real Estate Pvt. Ltd., Umiya Real Estate Pvt. Ltd. and Gagalbhai Enterprises (Hong Kong) Ltd. and a Trustee in various Public Charitable Trusts.

He is the Chairman of Corporate Social Responsibility Committee of the Company and a Member of Stakeholder's Relationship Committee.

He is holding 434 Equity shares of Rs.10/- each in the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as a Director. Accordingly, the Board recommends his re-appointment.

Except Shri Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no.3.

He is not related to any director or key managerial personnel inter-se. The Company may pay sitting fees to him as a Director of the Company.

The details regarding number of Meetings of the Board attended and remuneration paid to Shri Mehta are given in the Corporate Governance Report.

B. Shri Harit S. Mehta

Additional information in respect of Shri Harit S. Mehta is given at item no. 4 of the explanatory statement.

C. Ms Aziza A. Khatri

Additional information in respect of Ms Aziza A. Khatri is given at item no. 5 of the explanatory statement.

D. Shri Kersi J. Pardiwalla

Additional information in respect of Shri Kersi J. Pardiwalla is given at item no. 7 of the explanatory statement.

The instructions for members for voting electronically are as under: - (EVSN -200715014)

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID), Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(iv) Members holding shares in multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(v) If you are holding shares in Demat form and logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first-time user follow the steps given below.

(vi) Now, both Demat and Physical holders shall fill up the following details in the appropriate boxes:

(vii) After entering these details appropriately, click on "SUBMIT" tab.

PAN*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format or your folio.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members holding shares in physical form and who have not updated their PAN with the Company are requested to use the sequence number which is printed on Address Slip on the Cover of Annual Report.

\# Please enter any one of the details in order to login. In case either of 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 (iii)).

(viii) Members holding shares in physical form will then reach directly the EVSN 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 used by the demat holders for voting resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL. It is strongly recommended to take utmost care to keep your password confidential and not share it with any other person.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the relevant EVSN on which you choose to vote.

(xi) On the voting page, you will see "Resolution Description"and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "Resolutions File Link" if you wish to view further description/entire Resolutions.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password, then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com, click on 'registration' and fill up the required details. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com for receiving their login details. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. 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. Before casting vote, they should upload a scanned copy of the Board Resolution/Power of Attorney (POA) in PDF format in the system for the scrutinizer to verify the same.

(xviii) 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.

(xix) The voting period begins on Wednesday, August 26, 2020 (9:00 a.m.) and ends on Friday, August 28, 2020 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after August 28, 2020(5:00 p.m.).

(xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. I-phone 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.

(xxi) Any person who acquires the shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the Cut-off date may obtain the Login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then the person becoming a member can use his/her existing User ID and password for casting his/her vote.

(xxii) The Company has appointed Shri Manoj Hurkat, a Practicing Company Secretary, Ahmedabad (Membership No. - 4287, COP No. - 2574), as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxiii) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the meeting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and will make 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 www.stanrosefinvest.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchange.

(n) Instructions for Shareholders Attending the AGM through VC are as under:

(i) Shareholder will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.

(ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

(iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at soham@stanrosefinvest.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at soham@stanrosefinvest.com. These queries will be replied to by the company suitably by email.

(vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

(o) Instructions for Shareholders for e-voting during the AGM are as under:-

(i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

(ii) Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

(iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

(iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Registered Office:
Popular House,
Ashram Road,
AHMEDABAD - 380 009.
Mumbai.
Dated: June 29, 2020

By Order of the Board
Soham A. Dave
Company Secretary

ANNEXURE TO THE NOTICE :

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013. [It may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015]:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to items Nos. 4 to 9 contained in the accompanying Notice dated June 29, 2020.

In respect of Item No. 4:

Shri Harit S. Mehta (DIN 08687422), aged 56 years, is a Bachelor of Commerce (B.Com.) from Mumbai University and Sydenham College and has also cleared 1st Year LLB (Gen) examination from Government Law College, Mumbai (University of Bombay). He possesses long and diverse experience as a SEBI Registered Sub-Broker (for dealing in Shares and Securities). He is the Owner of Monal Investments and is associated with ARJ Securities Pvt. Ltd. as a Sub-Broker since more than 25 Years, with varied clientele business from individuals for transactions in both primary and secondary capital market. Besides, he also provides advisory services to his clients on a regular basis, apart from being an active investor in the market.

He is the member of the Audit Committee and Nomination and Remuneration Committee of the Company. He is not holding any Equity Shares in the Company.

He was appointed as an Additional Independent Director on the Board of the Company on 10th February, 2020 upto the next Annual General Meeting that may be held for the Financial Year 2019-20.

In the opinion of the Board, Shri Mehta fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of his appointment as an Independent Director setting out the terms and conditions would be available for inspection to the members without any fee at the Registered Office of the Company during normal business hours on working days.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mehta, being eligible for appointment, is proposed to be appointed for Five Years as an Independent Director to hold office w.e.f. 10th February, 2020.

He is not related to any director or key managerial personnel inter-se. The Company may pay sitting fees and commission to him as a Director of the Company. The details regarding the number of Meetings of the Board attended and remuneration paid to him are given in the Corporate Governance Report.

Except Shri Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no.4.

In respect of Item No. 5:

Ms. Aziza A. Khatri (DIN 03470976) has done her B.A. LLB from Mumbai University and is a qualified Solicitor as well. She is an Advocate & Solicitor having experience of more than 25 years in providing legal advice and services to her clients which are a mix of Companies, Developers, Investors, Business Families, Banks and other Financial Institutions, Multinational Corporations and other Commercial Enterprises. She advises clients on legal issues in day to day operations, local and international transactions and specific projects, ensuring consistently high-quality advice that combines legal expertise, business objectives and commercial environment.

She is the member of the Audit Committee and Nomination and Remuneration Committee of the Company. She is not holding any Equity Shares in the Company.

She was appointed as an Additional Independent Director on the Board of the Company on 29th June, 2020 upto the next Annual General Meeting that may be held for the Financial Year 2019-20.

In the opinion of the Board, Ms. Khatri fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of her appointment as an Independent Director setting out the terms and conditions would be available for inspection to the members without any fee at the Registered Office of the Company during normal business hours on working days.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Aziza Khatri, being eligible for appointment, is proposed to be appointed for Five Years as an Independent Director to hold office w.e.f. 29th June, 2020.

She is not related to any director or key managerial personnel inter-se. The Company may pay sitting fees and commission to her as a Director of the Company.The details regarding the number of Meetings of the Board attended and remuneration paid to herare given in the Corporate Governance Report.

Except Ms. Khatri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no.5.

In respect of Item No. 6:

Under Section 181 of the Act, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the members is required for such contributions during a financial year exceeding five percent of its average net profits during the three immediately preceding financial years.

The approval of the members is being sought, pursuant to Section 181 of the Companies Act, 2013 for authorizing the Board of Directors of the Company to make contributions to bonafide charitable and other funds, in any financial year, exceeding 5% percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of Rs. 50 Lacs. Accordingly, a Resolution under Section 181 of the Act is being moved and the same is recommended for your adoption. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in this Resolution.

In respect of Item No. 7:

Shri Kersi J. Pardiwalla (DIN 00015670), aged 82 years, is a Bachelor of Commerce (B.Com.) and a Fellow Member of the Institute of Chartered Accountants of India (F.C.A.). He possesses long and diverse experience in the field of Finance, Accounting, Taxation, Production, Marketing and Management. He is on the Board of Standard Industries Limited, Stan Plaza Limited, Standard Salt Works Limited and Vinadeep Investments Private Limited. He has been associated with Standard Industries Limited for more than 50 years.

He is the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and a Member of Corporate Social Responsibility Committee of the Company.

He is holding 300 Equity Shares of Rs.10 each in the Company.

He is on the Board of the Company since April 21, 2006. The Shareholders at 37th Annual General Meeting held on 4th August, 2017 has appointed him as an Independent Director for three years upto the conclusion of AGM that may be held for the Financial Year ending March 31, 2020.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Pardiwalla, being eligible for re-appointment, is proposed to be appointed as an Independent Director to hold office for another Five Years w.e.f. 29th August, 2020.

Further to comply with the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the compliance of the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/79, dated 10th May, 2018, a Special Resolution is being proposed to be passed by the Members for holding office by Shri Pardiwalla as a Non-Executive-Independent Director of the Company, who has attended the age of 75 (Seventy Five) years.

In the opinion of the Board, Shri Pardiwalla fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of his appointment as an Independent Director setting out the terms and conditions is available for inspection of the members without any fee at the Registered Office of the Company during normal business hours on working days.

The Board considers his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution for the re-appointment of Shri Pardiwalla as an Independent Director, for approval of the shareholders of the Company. He is not related to any director or key managerial personnel inter-se. The Company may pay sitting fees and commission to him as a Director of the Company.

The details regarding the number of Meetings of the Board attended and remuneration paid to him are given in the Corporate Governance Report.

Except Shri Pardiwalla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no.7.

In respect of Item No. 8:

To comply with the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the compliance of the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/79, dated 10th May, 2018, a Special Resolution is being proposed to be passed by the Members for continuation of holding Office of Non-Executive Non-Independent Director of the Company, by Smt.Datta B. Dave (DIN 06990663) who has attended the age of 75 (Seventy Five) years on 25th October, 2019 upto the expiry of her present term of office i.e. upto the conclusion of Annual General Meeting in which she retires by rotation, on the existing terms and conditions and whose appointment is duly approved by the members through an Ordinary Resolution passed at the Annual General Meeting of the Company held on 25th September, 2018. Smt.Datta B. Dave is a Non-Executive Non-Independent Director of the Company.

Smt. Datta Bharat Dave being associated with certain NGOs for a number of years, possesses a very good experience in General Administration and Management. She is a Member of Corporate Social Responsibility Committee of the Company. She is holding 18 Equity shares of Rs.10/- each in the Company.

In respect of Item No. 9:

Shanudeep Private Limited, one of the promoters of the Company, is a private limited company wherein the director of the Company is director and / or member and hence a related party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has been renewing from time to time the Leave & Licence Agreement with Shanudeep Pvt. Ltd., for use of their Office Premises admeasuring 2,000 Sq.ft. or there abouts, at Vijyalaxmi Mafatlal Centre at 57A Dr. G. Deshmukh Marg, Mumbai-400 026.

The last renewal was for a period of twelve months from 19th August, 2019 to 18th August, 2020, at a licence fee of Rs. 1,80,000/- p.m. excluding applicable taxes, levies and sharing of common expenses.

The Company has also been renewing from time to time an arrangement for sharing of Facilities and/or Services, with Shanudeep Pvt. Ltd., at the above mentioned premises, for better enjoyment of the premises.

The Company had entered into an arrangement for sharing of Facilities and/or Services, with Shanudeep Private Limited for a period of twelve months from 19th August, 2019 to 18th August, 2020 at Service Charges of Rs. 2,42,000 p.m. excluding applicable taxes, levies and sharing of common expenses. The aforesaid transactions with Shanudeep Private Limited are in the ordinary course of business and at arms' length basis. The Company now proposes to renew the Leave and Licence Agreement with Shanudeep Private Limited at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of three years from 19th August, 2020 to 18th August, 2023, at a license fee of Rs. 1,80,000/- p.m. exclusive of all applicable taxes, levies and sharing of common expenses.

The Company also proposes to renew the arrangement for sharing of Facilities and/or Services, with Shanudeep Private Limited at Vijyalaxmi Mafatlal Centre at 57A, Dr. G. Deshmukh Marg, Mumbai-400 026, for a period of three years from 19th August, 2020 to 18th August, 2023, for better enjoyment of the premises at service charges of Rs. 2,42,000/- p.m. exclusive of all applicable taxes, levies and sharing of common expenses.

The terms and conditions of renewed arrangements are identical to the previous terms and conditions which were approved by the Audit Committee, Board in 2019.

The Audit Committee has approved entering into the above Agreements at its meeting held on 29th June, 2020, as it is in the ordinary course of business and at arm's length basis. The Audit Committee also noted that the transactions with Shanudeep Private Limited pursuant to the new agreement proposed to be entered into will exceed the materiality threshold of 10% of the annual consolidated turnover of the Company during each of the financial years for the tenure of the Leave and Licence Agreement and Facilities & Services Agreement and hence will require approval of the shareholders by Ordinary Resolution as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors at its meeting held on 29th June, 2020, have approved entering into the said Leave and Licence Agreement and arrangement for sharing of Facilities and/or Services as material related party transactions subject to approval of the shareholders by Ordinary Resolution.

The approval of shareholders is sought for the entire tenure of the said Leave and Licence Agreement and arrangement for sharing of Facilities and/or Services.

The information required pursuant to Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is provided in the Resolution and Explanatory Statement.

The Board of Directors of your Company recommend the Resolution at Item No. 9 for your approval as an Ordinary Resolution.

Shri Pradeep R. Mafatlal may be regarded as interested in the Resolution to the extent of his shareholding/ directorship in Shanudeep Private Limited. None of the other Directors or Key Managerial Personnel or their relatives is concerned or interested in this Resolution.

Registered Office:
Popular House,
Ashram Road,
AHMEDABAD - 380 009.
Mumbai.
Dated: June 29, 2020

By Order of the Board
Soham A. Dave
Company Secretary

If undelivered please return to :
STANROSE MAFATLAL
INVESTMENTS AND FINANCE LTD.
Popular House,
Ashram Road,
Ahmedabad-380 009.

Patel Printers, Ahmedabad. Ph. : 25625611