

THE FIRST CUSTODIAN FUND (INDIA) LTD.



CORPORATE OFFICE : SURYA MAHAL 3RD FLOOR, NAGINDAS MASTER ROAD, FORT, MUMBAI-400 023. INDIA
PHONE : 6635 9001 • 6635 9002 • FAX: +9122-2270 3539 • CIN : L67120WB1985PLC038900

Date: 7th November, 2020

To,
The Manager-Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 531278

SUB: The First Custodian Fund (India) Limited - Annual Report for the Financial Year 2019 – 20 and Notice convening the 34th Annual General Meeting

Dear Sir,

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2019 – 20 along with the Notice convening the 34th Annual General Meeting scheduled to be held on Thursday, December 10, 2020 at 4.00 p.m. (IST) through Video Conferencing/Other Audio Visual Means in accordance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI.

Kindly take the above information on record.

Yours Faithfully,

FOR THE FIRST CUSTODIAN FUND (INDIA) LIMITED


**GIRIRAJ DAMMANI
MANAGING DIRECTOR**



THIRTY FOURTH ANNUAL REPORT 2019 – 2020

BOARD OF DIRECTORS

Surendra Banthia	Chairman
Manish Banthia	Whole – Time Director and Chief Financial Officer
Giriraj Kumar Dammani	Managing Director

AUDITORS

Statutory Auditors:

M/s. Vivek Khandor & Associates
Chartered Accountants, Mumbai

Secretarial Auditors:

M/s. P. P. Shah & Co.
Practicing Company Secretaries, Mumbai

BANKERS

Punjab National Bank
HDFC Bank

REGISTERED OFFICE

11, Camac Street, Kolkata – 700 017
Phone No: +91 - 033- 28821628 / 2422503
Fax No: +91 - 033- 22822633

CORPORATE OFFICE

3, Surya Mahal, 3rd Floor, Nagindas Master Road,
Fort, Mumbai – 400 023
Phone No: +91 - 022 - 66359001 / 9002
Email ID: info@firstcustodianfund.com

REGISTRAR & SHARE TRANSFER AGENTS

Sharex Dynamic (India) Private Limited,

C-101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai – 400 083
Tel: 022 – 2851 5606 / 2851 5644
Email: investor@sharexindia.com
Website: www.sharexindia.com



NOTICE

NOTICE is hereby given that the Thirty – Fourth Annual General Meeting of the Members of **THE FIRST CUSTODIAN FUND (INDIA) LIMITED** will be held on Thursday, 10th December, 2020 at 04.00 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Manish Banthia (DIN No.: 00117002), who retires by rotation and being eligible, offer himself for re-appointment.
3. Appointment of Statutory Auditors.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Vivek Khandor & Associates, Chartered Accountants, Mumbai having ICAI Firm Registration No. 133055W, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules and certificate issued by the Peer Review Board of ICAI, be and are hereby re-appointed as Statutory Auditors of the Company at a remuneration of Rs. 1,80,000/- for the Company’s financial year 2020 – 2021, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to Goods and Service Tax and re-imbursalment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

4. To appoint Mr. Manish Rajendra Banthia (DIN: 00117002) as a Chief Financial Officer and in this regard, 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the said Act) including Schedule V of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the appointment and payment of remuneration and perquisites to Mr. Manish Rajendra Banthia as Chief Financial Officer (CFO) of the Company with effect from 30th June, 2020.



RESOLVED FURTHER THAT Mr. Manish Rajendra Banthia shall be eligible for increments as may be decided by the Board of Directors from time to time annually, if permissible as per the provisions of the Act.

RESOLVED FURTHER THAT the terms and conditions of the letter of appointment which is placed before the meeting and signed by Mr. Giriraj Dammani, Managing Director of the Company for the purpose of identification is approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

5. To re-appoint Mr. Manish Rajendra Banthia (DIN: 00117002) as a Whole-Time Director designated as Chief Financial Officer and in this regard, 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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and such other necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Manish Rajendra Banthia (DIN: 00117002) as a Whole-Time Director designated as Chief Financial Officer of the Company for a further period of 5 (Five) years effective 01st September, 2020 on the terms and conditions and remuneration as set out in the Letter of Appointment, to be executed by the Company with Mr. Manish Rajendra Banthia, placed before the Meeting as also set out in the Explanatory Statement attached to this Notice and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Manish Rajendra Banthia will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliances as provided in the said schedule.

RESOLVED FURTHER THAT Mr. Giriraj Dammani, Managing Director of the Company be and is hereby authorized to sign and execute such agreements, papers, letters and documents as may be necessary and required and to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution."

6. To re-appoint Mr. Giriraj Kumar Dammani (DIN: 00333241) as a Managing Director and in this regard, 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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and such other necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Giriraj Kumar Dammani (DIN: 00333241) as a Managing Director of the Company for a further period of 5 (Five) years effective 13th July, 2020 on the terms and conditions and remuneration as set out in the Letter of Appointment, to be executed by the Company with Mr. Giriraj Kumar Dammani, placed before the Meeting as also set out in the Explanatory Statement attached to this Notice and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Giriraj Kumar Dammani will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliances as provided in the said schedule.

RESOLVED FURTHER THAT Mr. Manish Banthia, Whole-Time Director of the Company be and is hereby authorized to sign and execute such agreements, papers, letters and documents as may be necessary and required and to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution.”

7. To change the place of keeping of Register of Members, etc and in this regard, 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 Section 94 of the Companies Act, 2013 (the Act) and other provisions of the Act as applicable, the Company hereby approves that the Register of Members, Index of Members, share certificates and such other documents related to members be kept at the premises of Sharex Dynamic (India) Private Limited, the Company’s Registrar and Share Transfer Agents situated at C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083.”

NOTES:

General Instructions for Accessing and participating in the 34th e-AGM through VC / OAVM Facility and Voting through Electronic means including Remote E- Voting.

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to ordinary business to be transacted for re-appointment of Auditor and special business to be transacted at the Annual General Meeting (the AGM or Meeting) is annexed hereto.
2. In view of the prevailing lockdown situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020, has permitted Companies to hold

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their Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) for the calendar year 2020. In compliance with the applicable provisions of the Companies Act, 2013 (Act) read with aforesaid MCA circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) the AGM of the Company is being conducted through Video Conferencing (VC) hereinafter called as “e-AGM”.

3. E-AGM shall be conducted through VC / OAVM without the physical presence of the members at a common venue. Members can attend and participate at the ensuing AGM through VC / OAVM only. The venue of the AGM shall be deemed to be the registered office of the Company at 11, Camac Street, Kolkata – 700 017.
4. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC / OAVM.** In terms of provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Company has appointed M/s. Central Depository Services (India) Limited to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM. The proceedings of the e-AGM will be web-casted live for all the shareholders who hold shares as on cut-off date i.e. Thursday, 03rd December, 2020. The shareholders can visit <https://www.evotingindia.com> and login through user id and password to watch the live proceedings of the e-AGM on Thursday, 10th December, 2020 from 4.00 p.m. onwards.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
7. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from Thursday, 03rd December, 2020 to Thursday, 10th December, 2020 (both days inclusive).
8. The members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the e-AGM by following the procedure mentioned in this Notice. The facility to join the e-AGM will be made available for 1,000 members on first come first served basis. This will not include Large 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 e-AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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10. Relevant documents referred to in the accompanying Notice are open for inspection by the Members through electronic mode on the basis of request being sent at tfcfil@rediffmail.com or g_damani@rediffmail.com.
11. The scanned copies of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and other relevant documents will be available electronically for inspection by the members during the e-AGM.
12. Members desiring any relevant information about the financial statements and/or operations of the Company are requested to write to the Company at least seven days in advance, so as to enable the Company to keep the information ready. Members can also email their queries at the email address of Compliance Officer, Mr. Chandrakant Pandey at tfcfil@rediffmail.com or Mr. Giriraj Dammani at g_damani@rediffmail.com.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA / Depositories. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the e-AGM has been uploaded on the website of the Company at www.firstcustodianfund.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com or will be made available if a request is sent to the Company at tfcfil@rediffmail.com or g_damani@rediffmail.com.
14. Members can register their email with the Company / RTA by following the steps as mentioned below at instructions for Members for remote e-voting & voting at E-AGM.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent of the Company i.e. M/s. Bigshare Services Private Limited. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s), (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
16. As per Regulation 40 of the SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can only be transferred in demat form with effect from 01st April, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or its Registrar and Share Transfer Agent, M/s. Sharex Dynamics (India) Private Limited.
17. Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Share Transfer Agent, M/s. Sharex Dynamics (India) Private Limited.

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18. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH – 13 for this purpose.
19. Information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 on General Meeting relating to documents & information to the Shareholders with respect to the Director retiring by rotation and being eligible, seeking re-appointment is as under:

Name	Mr. Manish Banthia	Mr. Giriraj Dammani
Director Identification Number(DIN)	00117002	00333241
Date of Birth	27/08/1974	24/05/1958
Nationality	Indian	Indian
Date of Appointment on Board	27/08/2015	13/07/2015
Qualifications	B. Com	B. Com
Shareholding in The First Custodian Fund (India) Limited	37,395 Shares	Nil
Expertise in specific functional areas	Wide experience in Share Trading since last 23years	Finance / Administration / Banking
Directorships in other Public Limited Companies*	Nil	Nil
Memberships of Committees in other Public Limited Companies* (includes only Audit & Shareholders / Investors Grievances Committee)	Nil	Nil

20. As the 34th AGM is being held through VC, Route Map is not annexed to the notice.



INSTRUCTIONS FOR MEMBERS OPTING FOR REMOTE E-VOTING

In case of members receiving e-mail:

- (i) The voting period begins on Monday, 07th December, 2020 at 9.00 a.m. and ends on Wednesday, 09th December, 2020 at 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 Thursday, 03rd December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation'

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the **"THE FIRST CUSTODIAN FUND (INDIA) LIMITED"** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.



PROCESS FOR MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**

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

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members 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 **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The members who do not wish to speak during the AGM but have queries may send their queries in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.



3. If any Votes are cast by the members through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM 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.
4. Shareholders who have voted through Remote e-Voting will also be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the 'Corporate' module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution under Section 113 of the Companies Act, 2013 and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution under Section 113 of the Companies Act, 2013 / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; tfcfil@rediffmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xx) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

(xxi) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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Other Instructions:

1. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
2. The voting rights of Members shall be in proportion to the shares held by them on the Paid-Up Equity Share Capital of the Company as on Thursday, 03rd December, 2020 and as per the Register of Members of the Company.
3. The Board of Directors has appointed Mr. Pradip Shah, Partner, failing him, Mr. Punit Shah, Partner of M/s P. P. Shah & Co., and Practicing Company Secretaries as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. The Scrutinizer shall, after the conclusion of e-Voting at the e-AGM, first download the votes cast at the e-AGM and then unblock the votes cast through remote e-Voting and shall make, a consolidated Scrutinizer's Report. The results of the e-Voting will be declared by the Chairman or a person authorised by him in writing within 48 hours from the conclusion of the e-AGM.
5. The results shall be declared not later than 48 hours from conclusion of the AGM and the resolutions will be deemed to be passed on the e-AGM date subject to receipt of the requisite number of votes in favor of the Resolutions. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.firstcustodianfund.com and the website of CDSL at www.evotingindia.com within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to BSE Limited, where the Equity Shares of the Company are listed and shall be displayed at the Registered Office of the Company.

**By order of the Board
For The First Custodian Fund (India) Limited**

**Manish Banthia
Whole – Time Director
DIN: 00117002**

**Place: Mumbai
Dated: 28th August, 2020**



**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 3 – Re-Appointment of M/s. Vivek Khandor & Associates, Chartered Accountants as a Statutory Auditor.

M/s. Vivek Khandor & Associates, Chartered Accountants, Statutory Auditors of the Company were appointed at the 33rd AGM held on 21st September, 2019 for the financial year 2019 – 20. The said term of Statutory Auditors will expire on the conclusion of 34th AGM. It is proposed to re-appoint them for a further period of 1 year and accordingly, they shall hold the office from the conclusion of 34th AGM till the conclusion of 35th AGM.

Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Auditor as a part of the explanatory statement to the notice are given below:

Sr. No.	Particulars	Disclosure
1.	Name of Firm of Auditors	M/s. Vivek Khandor & Associates (FRN: 133055W)
2.	Name of Auditors	Mr. Vivek Khandor (Membership No. 139388)
3.	Financial year for which appointment is proposed	2020 – 21
4.	Proposed Fees payable	Rs. 1,80,000/- + Applicable Taxes
5.	Terms of appointment	Appointment period is for one year as per above mentioned fee. The provisions of SEBI circular bearing reference no. CIR/CFD/CMD1/114/2019 dated 18 th October, 2019 explaining the manner of resignation of statutory auditors forms part of terms of statutory auditors.
6.	In case of new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change.	The Company is re-appointing the same statutory auditor. Hence this disclosure is not applicable.
7.		The Statutory Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as statutory auditors of your Company. As required under Regulation 33 of SEBI (LODR) Regulations, 2015, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Statutory Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with your Company as well as declaring that they have not taken up any prohibited non-audit assignments for your Company. The Board of Directors reviews the independence of the statutory auditors and the effectiveness of the audit process. Recommendation has been received from the Board of Directors at the meeting held on 30 th June, 2020 respectively.

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None of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 for your approval.

Item No. 4 – Appointment of Mr. Manish Rajendra Banthia as a Chief Financial Officer of the Company.

The Board of Directors at its meeting held on 30th June, 2020 subject to approval of members, have approved appointment of Mr. Manish Rajendra Banthia, Whole-Time Director as Chief Financial Officer of the Company with effect from 30th June, 2020.

Mr. Manish Rajendra Banthia shall be responsible to perform the functions of Chief Financial Officer of the Company and authorized to represent the Company as CFO before various statutory authorities as may be required from time to time and accordingly, authorized to make submissions, written or oral, sign documents, forms, etc as may be required.

The appointment of Mr. Manish Rajendra Banthia, Whole-Time Director as Chief Financial Officer of the Company shall require the approval of the members by way of passing of Ordinary Resolution.

The Letter of Appointment containing terms and conditions of appointment of Mr. Manish Rajendra Banthia shall be open for inspection on all working days at the Registered Office of the Company, except Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till the date of AGM.

The details of Mr. Manish Rajendra Banthia as per requirements of Secretarial Standard ('SS-2') and Regulation 36(3) of the SEBI (LODR) Regulations 2015 are already provided at Note No. 19 of this Notice.

Except Mr. Manish Rajendra Banthia and his relatives, none of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice, except to the extent of shareholding in the Company, if any

The Board commends the Ordinary Resolution set out at item No. 4 of the Notice for approval by the shareholders.

Item No. 5 – Re-Appointment of Mr. Manish Rajendra Banthia as a Whole-Time Director designated as Chief Financial Officer.

In the 29th Annual General Meeting of the Company held on 27th August, 2015, Mr. Manish Rajendra Banthia was appointed as a Whole-Time Director of the Company for a period of 5 (Five) years commencing from 01st September, 2015 to 31st August, 2020.

Mr. Manish Rajendra Banthia is associated with the Company since last 5 years and he is looking after the Overall Management, Administration and Finance of the Company. He have wide experience in Share Trading since last 23 years.

Considering the contribution of Mr. Manish Rajendra Banthia in the overall growth and progress of the Company and also considering that his valuable guidance will be required for the Company to take a big leap, in the years to come, the Board of Directors in its meeting held on 30th June, 2020, subject to approval of members, have approved re-appointment of Mr. Manish Rajendra Banthia, as a Whole-Time Director designated as Chief Financial Officer (CFO) of the Company for further period of 5 years effective from 01st September, 2020 till 31st August, 2025, on the terms and conditions mentioned in 'Annexure A' which forms part of the Notice. The remuneration payable to Mr. Manish Rajendra Banthia shall be minimum remuneration as per Schedule V, Section II, Part II of the Companies Act, 2013.

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The re-appointment of Mr. Manish Rajendra Banthia as a Whole-Time Director designated as CFO of the Company shall require the approval of the members by way of passing of Ordinary Resolution.

The Letter of Appointment containing terms and conditions of re-appointment of Mr. Manish Rajendra Banthia shall be open for inspection on all working days at the Registered Office of the Company, except Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till the date of AGM.

The details of Mr. Manish Rajendra Banthia as per requirements of Secretarial Standard ('SS-2') and Regulation 36(3) of the SEBI (LODR) Regulations 2015 are already provided at Note No. 19 of this Notice.

The same may be treated as a written memorandum setting out the terms of re-appointment of Mr. Manish Rajendra Banthia under Section 190 of the Companies Act, 2013.

Mr. Manish Rajendra Banthia and Mr. Surendra Banthia are concerned or interested in the resolution set out at Item No. 5 of the Notice. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends the resolution as set out at Item No. 5 of the Notice relating to the re-appointment of Mr. Manish Rajendra Banthia as a Whole-Time Director designated as CFO and payment of remuneration to him, for the approval of the members of the Company by way of Ordinary Resolution in terms of the requirements of Section 196, 197 and 198 of the Company Act, 2013 and the Rules made thereunder.

Item No. 6 – Re-Appointment of Mr. Giriraj Kumar Dammani as a Managing Director.

In the 30th Annual General Meeting of the Company held on 27th August, 2016, Mr. Giriraj Kumar Dammani was appointed as a Managing Director of the Company for a period of 5 (Five) years commencing from 13th July, 2015 to 12th July, 2020.

Mr. Giriraj Kumar Dammani is associated with the Company since last 5 years and he is looking after the Overall Management, Administration and Finance of the Company. He have experience in Finance / Administration / Banking.

Considering the contribution of Mr. Giriraj Kumar Dammani in the overall growth and progress of the Company, the Board of Directors in its meeting held on 30th June, 2020, subject to approval of members, have approved re-appointment of Mr. Giriraj Kumar Dammani, as a Managing Director of the Company for further period of 5 years effective from 13th July, 2020 till 12th July, 2025, on the terms and conditions mentioned in 'Annexure A' which forms part of the Notice. The remuneration payable to Mr. Giriraj Kumar Dammani shall be minimum remuneration as per Schedule V, Section II, Part II of the Companies Act, 2013.

The re-appointment of Mr. Giriraj Kumar Dammani as a Managing Director of the Company shall require the approval of the members by way of passing of Ordinary Resolution.

The Letter of Appointment containing terms and conditions of re-appointment of Mr. Giriraj Kumar Dammani shall be open for inspection on all working days at the Registered Office of the Company, except Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till the date of AGM.

The details of Mr. Giriraj Kumar Dammani as per requirements of Secretarial Standard ('SS-2') and Regulation 36(3) of the SEBI (LODR) Regulations 2015 are already provided at Note No. 19 of this Notice.

The same may be treated as a written memorandum setting out the terms of re-appointment of Mr.

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Giriraj Kumar Dammani under Section 190 of the Companies Act, 2013.

Mr. Giriraj Kumar Dammani is concerned or interested in the resolution set out at Item No. 6 of the Notice. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends the resolution as set out at Item No. 6 of the Notice relating to the re-appointment of Mr. Giriraj Kumar Dammani as a Managing Director and payment of remuneration to him, for the approval of the members of the Company by way of Ordinary Resolution in terms of the requirements of Section 196, 197 and 198 of the Company Act, 2013 and the Rules made thereunder.

Item No. 7 – Change the place of keeping of register of members, etc:

Pursuant to the provisions of Section 94 of the Companies Act, 2013 (the Act) certain documents such as the Register of Members, Index of Members, Register and Index of Debenture-holders, etc. are required to be kept at the registered office of the Company. However, the said Section further provides that such registers, indexes, documents and records can be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company.

Sharex Dynamic (India) Private Limited, (Sharex) Registrar and Share Transfer Agent of the Company, has informed the Company about change in their registered office address from Unit No.1, Luthra Industrial Premises, Safed Pool Andheri Kurla Road, Andheri East, Mumbai – 400 072 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400 083.

Sharex being the Company's Registrar and Share Transfer Agent of the Company maintains the Register of Members, Index of Members, share certificates and such other documents related to members of the Company at its registered office. Owing to change in the address of the registered office of Sharex, the place of keeping the register of members and other documents will also change.

In view of change in the place of keeping the Register of Members, Index of Members, share certificates and such other documents related to members of the Company, it is necessary to seek approval of the Members.

None of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the Ordinary Resolution set out at Item No. 7 of the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 for your approval.

**By order of the Board
For The First Custodian Fund (India) Limited
Manish Banthia
Whole – Time Director
DIN: 00117002**

Place: Mumbai

Dated: 28th August, 2020

"Annexure A"

The terms and conditions of the re-appointment of Mr. Manish Rajendra Banthia, Whole-Time Director designated as Chief Financial Officer and Mr. Giriraj Kumar Dammani, Managing Director are as follows:

The terms and conditions of her re-appointment are given below:

Name of Director	Designation	Responsibility
Mr. Manish Rajendra Banthia	Whole-Time Director designed as Chief Financial Officer (CFO)	Overall Management, Administration and Finance of the Company.
Mr. Giriraj Kumar Dammani	Managing Director	Overall Management, Administration and Finance of the Company.

As per the Part II Section II (B) (iv) of Schedule V, the Company is required to furnish the following information in the Explanatory Statement:

I. GENERAL INFORMATION:

Sr. No.	Particulars	Information								
1.	Nature of Industry	Share and stock broking and allied activities								
2.	Date or expected date of commencement of Commercial Production	Not Applicable								
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable								
4.	Financial performance based on given indications. Sales (Net of Excise) Net Profit before Tax Net Profit After Tax	<table border="1"> <thead> <tr> <th>31-3-2020</th> <th>31-3-2019</th> </tr> </thead> <tbody> <tr> <td>61,99,128</td> <td>58,35,360</td> </tr> <tr> <td>19,73,082</td> <td>32,36,4</td> </tr> <tr> <td>13,92,442</td> <td>6422,91,072</td> </tr> </tbody> </table>	31-3-2020	31-3-2019	61,99,128	58,35,360	19,73,082	32,36,4	13,92,442	6422,91,072
31-3-2020	31-3-2019									
61,99,128	58,35,360									
19,73,082	32,36,4									
13,92,442	6422,91,072									
5.	Foreign investments or collaborators, if any	Not Applicable								

II. INFORMATION ABOUT THE APPOINTEE:

Sr.No.	Particulars	Information
1.	Background Details	Mr. Manish Rajendra Banthia is the promoters of the Company. He is associated since last 5 years; having wide experience in Share Trading since last 23 years. Mr. Giriraj Kumar Dammani is not the promoter of the Company. He is associated since last 5 years, having experience in Finance / Administration / Banking.
2.	Past Remuneration	Mr. Manish Rajendra Banthia: Rs. NIL per month Mr. Giriraj Kumar Dammani: Rs. 42,000/- per month

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3.	Recognition or Awards	Nil
4.	Job Profile and His Suitability	Mr. Manish Rajendra Banthia: Wide experience in Share Trading since last 23 years. Mr. Giriraj Kumar Dammani: experience in Finance / Administration / Banking.
5.	Remuneration proposed	Mr. Manish Rajendra Banthia: Rs. NIL per month Mr. Giriraj Kumar Dammani: Rs. 42,000/- per month
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is reasonable considering future growth of the Company.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Manish Rajendra Banthia is promoter of the Company. The other Managerial Personnel on the Board are Mr. Surendra Banthia is relative and is promoter of the Company. Mr. Manish Rajendra Banthia is holding 37,395 equity shares of the Company which is 2.49% of the Equity Share Capital of the Company. Mr. Giriraj Kumar Dammani is not promoter of the Company. The other Managerial Personnel on the Board are not relative of Mr. Giriraj Kumar Dammani. Mr. Giriraj Kumar Dammani not holding any equity shares of the Company.

III. OTHER INFORMATION:

Sr.No	Particulars	Information
1.	Reasons of loss or inadequate profits	The company has earned profits, but the profits are inadequate as per Section 197 of the Companies Act, 2013, to enable the Company to pay the remuneration to Mr. Manish Rajendra Banthia and Mr. Giriraj Kumar Dammani. The profits are inadequate due to bad capital market situation.
2.	Steps taken or proposed to be taken for improvement	The company expecting improving capital market condition after lifting of lock down.
3.	Expected increase in productivity and profits in measurable terms	The Company is expecting growth in the turnover and profit due to expansion of economic condition.

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The remuneration and perquisites payable to Mr. Manish Rajendra Banthia and Mr. Giriraj Kumar Dammani are as follows:

The Company proposes to pay following remuneration and perquisites to Mr. Manish Rajendra Banthia w.e.f. 01st September, 2020 and Mr. Giriraj Kumar Dammani w.e.f. 13th July, 2020.

A. REMUNERATION

Name of Director	Designation	Remuneration
Mr. Manish Rajendra Banthia	Whole-Time Director designated as CFO	Rs. NIL/- per month and shall be eligible for increments as may be decided by the Board of Directors from time to time annually, if permissible as per the provisions of the Act.
Mr. Giriraj Kumar Dammani	Managing Director	Rs. 42,000/- per month and shall be eligible for increments as may be decided by the Board of Directors from time to time annually, if permissible as per the provisions of the Act.

B. INCREMENTS

The Board of Directors shall decide the increments payable to Mr. Manish Rajendra Banthia and Mr. Giriraj Kumar Dammani at the end of March, every year within the overall ceiling laid down in the Schedule V so that the total remuneration by way of salary, perquisites and other allowances including increments shall not exceed the ceiling provided in Part II of Schedule V to the said Act based on the effective capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

C. PERQUISITES

NON MONETARY CEILING PERQUISITES:

The Company's contribution to the Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of Income Tax Act.

Gratuity: One half of a month's salary for each completed year of service in accordance with the Rules of the Company

Leave Encashment: Leave salary as per the rules of the Company and Encashment of Leave shall be at the end of the tenure.

General Exemption: Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity payable and Leave encashment at the end of the tenure shall not be included in the computation of the ceiling on Remuneration under Schedule V of the Companies Act, 2013.

D. MINIMUM REMUNERATION

The above remuneration and perquisites has been fixed on the basis of inadequate profits as per the Audited Financial Statements as on 31st March, 2020 and has been fixed as provided in Part II of Section II of Schedule V to the said Act based on the Effective Capital for the respective



financial year or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof and shall be considered as minimum remuneration.

During the tenure of her appointment, if the Company earns profits in excess of the limits prescribed under Schedule V or if the profits are adequate in any financial year, as per the provisions of Section 196, 197, 203 and any other applicable provisions of the, Companies Act, 2013 then the remuneration of Mr. Manish Rajendra Banthia and Mr. Giriraj Kumar Dammani shall be paid as per the profits earned by the Company in that particular financial year.

E. OTHER CONDITIONS:

- i. For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.
- ii. The Whole-Time Director designated as CFO and Managing Director hold office as such, subject to the provisions of Section 164 and 167 of the Companies Act, 2013.
- iii. The re-appointment of Whole-Time Director designated as CFO and Managing Director has been approved by the Board of Directors of the Company.

**By order of the Board
For The First Custodian Fund (India) Limited**

**Manish Banthia
Whole – Time Director
DIN: 00117002**

**Place: Mumbai
Dated: 28th August, 2020**



BOARD'S REPORT TO THE MEMBERS OF THE FIRST CUSTODIAN FUND (INDIA) LIMITED

The Directors take pleasure in presenting the Thirty – Fourth Annual Report together with the Audited Financial Statements for the year ended 31st March, 2020.

1. **FINANCIAL RESULTS**

Key highlights of the financial results for The First Custodian Fund (India) Limited for the financial year 2019 – 20 is tabulated below:

PARTICULARS	(Rs. in Lacs)	
	Year Ended 31/03/2020	Year Ended 31/03/2019
Gross Income	64.24	81.73
Total Expenditure	33.25	36.69
Interest Expenses	2.57	3.99
Gross Profit	28.42	41.05
Depreciation	8.69	8.69
Profit / (Loss) Before Tax	19.73	32.36
Less : Income Tax	4.30	7.50
Less /Add : Deferred Tax	1.85	1.91
Less : Income Tax Paid – W/ Off	-0.34	0.04
Net Profit / (Loss) After Tax	13.92	22.91
Add : Profit brought forward from previous year	878.76	855.85
APPROPRIATIONS	0.00	0.00
Profit Carried Forward to Balance Sheet	892.68	878.76

There was no revision in the Financial Statements.

2. **HIGHLIGHTS OF PERFORMANCE**

- Total income for the financial year 2019 – 20 decreased by 21.40% to Rs. 64.24 Lacs as compared to Rs. 81.73 Lacs in the previous financial year 2018 – 19.
- Total Profit before Tax for the financial year 2019 – 20 is Rs. 19.73 Lacs as compared to profit of Rs. 32.36 Lacs in the previous financial year 2018 – 19.

3. **TRANSFER TO RESERVES**

The Board of Directors has not recommended transfer of any amount to reserves.

4. **DIVIDEND**

With a view to deploy the profits into the existing operations of your Company, Board of Directors has not recommended any dividend for the year.

5. **BUSINESS OPERATIONS**

Your Company is a member of National Stock Exchange (NSE) registered as Stock Broker and carrying on the business in brokerage in shares. Your Company is an investor in shares and also trades in futures & options. There was no change in nature of business of your Company, during the year under review.



6. DISCLOSURES UNDER SECTION 134 (3) (I) OF THE COMPANIES ACT, 2013

No material changes and commitments which could affect your Company's financial position have occurred between the end of the financial year of your Company i.e. 31st March, 2020 and date of this report i.e. 30th June, 2020.

7. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2020 was Rs. 1,50,00,000/-. During the year under review, your Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. There was no change in your Company's share capital during the year under review. The Promoter and Promoter Group are holding 7,88,571 shares equivalent to 52.57% of the total Issued and Paid-up Share Capital.

8. DIRECTORS

8.1 Retirement by Rotation

Pursuant to Section 152(6) of the Companies Act, 2013 and in terms of the Articles of Association of your Company, Mr. Manish Banthia (DIN: 00117002), Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

8.2 Appointment of Chief Financial Officer

Your Company has at its Board Meeting held on 30th June, 2020 appointed Mr. Manish Banthia (DIN: 00117002) as Chief Financial Officer w.e.f. 30th June, 2020. The approval from Members has been proposed at Item No. 4 of the Notice of 34th Annual General Meeting.

8.3 Re-appointment of Whole-Time Director and Managing Director

Your Company has at its Board Meeting held on 30th June, 2020, re-appointed Mr. Manish Banthia as Whole-Time Director designated as Chief Financial Officer of your Company for a period of five years w.e.f. 01st September, 2020. The approval from Members has been proposed at Item No. 5 of the Notice of 34th Annual General Meeting.

Your Company has at its Board Meeting held on 30th June, 2020, re-appointed Mr. Giriraj Dammani as Managing Director of your Company for a period of five years w.e.f. 13th July, 2020. The approval from Members has been proposed at Item No. 6 of the Notice of 34th Annual General Meeting.

8.4 Key Managerial Personnel

The following persons have been designated as Key Managerial Personnel of your Company pursuant to Section 2 (51) and Section 203 of the Act, read with Rule 8 (5) (iii) of the Companies (Accounts) Rules, 2014 framed thereunder:

1. Mr. Manish Banthia, Whole – Time Director designated as Chief Financial Officer*
2. Mr. Giriraj Dammani, Managing Director

*Appointed as Chief Financial Officer w.e.f. 30th June, 2020.

None of the Key Managerial Personnel have resigned during the year under review.

None of the Directors have attained the age of 75 years.

8.5 Meetings of the Board

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year your Company has held 4 (Four) Board Meetings which were held on 30th May, 2019; 14th August, 2019; 13th November, 2019 and 14th February, 2020. The Board Meetings has



been held during the year in such a manner that not more than 120 days shall intervene between two consecutive meetings of the board as prescribed under Section 173 of the Companies Act, 2013. As per Section 167 (1) (b), all the directors have attended atleast one Board Meeting held during the financial year.

9. PARTICULARS OF EMPLOYEES

During the year, there was no employee in receipt of remuneration as prescribed in the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

10. DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) that in the preparation of the Annual Financial Statements for the year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Note 3 to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2020 and of the profit of your Company for the year ended on that date;
- c) that 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 your Company and for preventing and detecting fraud and other irregularities;
- d) that the Annual Financial Statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

11. INTERNAL CONTROL SYSTEMS

Your Company maintains an adequate and effective Internal Control System commensurate with its size and complexity. We believe that these internal control systems provide, among other things, a reasonable assurance that transactions are executed with Management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of your Company are adequately safeguarded against significant misuse or loss.

12. SUBSIDIARY COMPANIES

Your Company has no Subsidiary Company.

13. COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

There are no companies which have become or ceased to be its Subsidiaries, Joint Venture or Associate Companies during the financial year 2019 – 20.



14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the Notes to the Financial Statements.

15. RELATED PARTY TRANSACTIONS

During the year your company has not entered into any related party transactions except payment of remuneration and sitting fees to the directors.

16. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The criteria prescribed for the applicability of Corporate Social Responsibility under Section 135 of the Companies Act, 2013 is not applicable to your Company.

17. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is as under:

A. Conservation of Energy, Technology absorption, adaptation and innovation

Your Company is not engaged in any manufacturing activity. Your Company is in service industry.

Hence, your Company has not taken any energy conservation measures. There are no additional investments and proposals, for reduction of consumption of energy. Your Company has not deployed any Research and Development facility or absorbed any technology. Hence, no disclosures are required to be given.

B. Foreign Exchange Earning & Outgo

Foreign Exchange Earnings/Outgo	(Rs. In Millions)
Foreign Exchange Earned	Nil
Foreign Exchange Outgo	Nil

18. BUSINESS RISK MANAGEMENT

Your Company is a member of National Stock Exchange (NSE) registered as Stock Broker and carrying on the business in brokerage in shares. Your Company is an investor in shares and also trades in futures & options. The inheritant risks to the business of your company are as follows:

- a. Monetary Policy of the Country
- b. Interest Rate Cycle
- c. Fluctuation in crude oil and commodity prices
- d. Changes in Government policies
- e. Status of Indian & World Economy

The nature of risk is dynamic of business and entrepreneurship. Your Company has not formed Risk Management Committee since it is not applicable under Regulation 21 of the SEBI (LODR) Regulations, 2015.



19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism policy to report concern about unethical behavior. Protected disclosures can be made by a whistle blower to report actual or suspected frauds and violation of your Company's Code of Conduct and / or Whistle Blower Policy.

20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of your Company and its future operations.

21. AUDITORS

21.1 Statutory Auditors

Your Company's Auditors, M/s. Vivek Khandor & Associates, Chartered Accountants who retire at the forthcoming Annual General Meeting of your Company are eligible for re-appointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as Auditors of your Company. As required under Regulation 33 of SEBI (LODR) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. Also the disclosure required under Regulation 36 (5) of SEBI (LODR) Regulations, 2015 provided at the Explanatory Statement of the Notice of 34th AGM forming part of Annual Report.

The Auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with your Company as well as declaring that they have not taken up any prohibited non-audit assignments for your Company. The Board reviews the independence of the Auditors and the effectiveness of the Audit process. The Auditors attend the Annual General Meeting of your Company.

21.2 Statutory Auditors' Observations

The Report given by the Auditors on the financial statements of your Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

21.3 Secretarial Audit

In terms of the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. P. P. Shah & Co., Practicing Company Secretaries as Secretarial Auditors for conducting Secretarial Audit of your Company for the financial year ended 31st March, 2020.

The report of the Secretarial Auditor is attached as "**Annexure A**". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except provided at point 21.4 below.

21.4 Qualifications in Secretarial Audit Report

A. Appointment of Company Secretary & Chief Financial Officer:

As per Section 203 (1) (ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. *The Company has not appointed Company Secretary and Chief Financial Officer during the financial year ended 31st March, 2020. Consequently the Audited Annual Financial Statements for the financial year ended 31st March, 2019 were not signed by Company Secretary and Chief Financial Officer.*

The Company had received notices from BSE Limited imposing fine in respect of non appointment of Company Secretary during the financial year ended 31st March, 2020.

In this regard the management of the Company has provided the following reply:

(i) The Company has appointed Mr. Chandrakant Pandey as Compliance Officer of the Company who looks after the compliance of the Companies Act, 2013 and the SEBI Act and rules made thereunder;

(ii) The Company has availed the services of Practicing Company Secretary for advising on compliance of Companies Act, 2013 and SEBI Act and rules made thereunder;

(iii) The Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

B. Constitution of Audit Committee & Nomination and Remuneration Committee:

As per Section 177 and 178 of the Act, the Company is required to constitute Audit Committee & Nomination and Remuneration Committee. *The Company has not constituted Audit Committee & Nomination and Remuneration Committee.* In this regard the management of the Company has provided the following reply:

(i) The Volume and Nature of business is very small. The Company does not have the function of Audit Committee & Nomination and Remuneration Committee.

C. Appointment of Internal Auditor:

As per Section 138 of the Act, the Company is required to appoint Internal Auditor. *The Company has not appointed Internal Auditor.* In this regard the management of the Company has provided the following reply:

(i) The size of operation of the Company is very small, accordingly, it is not viable to appoint Internal Auditor but the Company has established the internal control system.

D. Website Posting:

As per the various sections of the Companies Act, 2013, regulations of the SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2, the Company is required to post various information / policies on the website of the Company. *The Company has not posted some of the information / policies on the website of the Company.* In this regard the management of the Company has provided the following reply:

(i) The Company is filing regularly all the information with BSE and all the information is available on the website of BSE.

E. Separate Meeting of Independent Directors and Performance Evaluation:

As per Section 178 read with Schedule IV of the Companies Act, 2013, the Company is required to convene a separate meeting of Independent Directors. The Company is also required to conduct performance evaluation of its Chairman, Committees, Executive and Non Executive Directors including Independent Directors. *The Company has not convened a separate meeting of Independent Directors. The Company has also not conducted performance evaluation of its Chairman, Board, Committees, Executive and Non Executive Directors including Independent Directors.*



In this regard the management of the Company has provided the following reply:

- (i) The Company has not appointed Independent Directors since the volume and nature of business of the Company is very small.
- (ii) Since no independent director appointed in the Company, no performance evaluation was done.

F. Composition of Board of Directors:

The present constitution of Board of Directors is represented by 2 Executive Director and 1 Non-Executive Promoter Director. As per Section 149 of the Companies Act, 2013, the Company is required to appoint Independent Director and Woman Director. *The Company has not appointed Independent Director and Woman Director.* In this regard the management of the Company has provided the following reply:

- (i) The Volume and Nature of business is very small. Therefore, it is not viable to appoint Independent Director and Woman Director.

22. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditors have reported to the Audit Committee of the Board, under Section 143 (12) of the Act, any instances of fraud committed against your Company by its officers or employees, the details of which would need to be mentioned in this Report.

23. COMPLIANCE OF SECRETARIAL STANDARDS

The Board of Directors affirms that your Company has complied with the applicable Secretarial Standards (SS) issued by the Institute of Companies Secretaries of India (SS1 and SS2), respectively relating to Meetings of the Board, its Committees and General Meeting, which have mandatory application during the year under review.

24. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92 (3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT – 9 of your Company for the financial year ended 31st March, 2020 is annexed herewith as “Annexure B”.

25. HUMAN RESOURCES

The relations of the employees of your Company have been cordial during the year. Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening your Company’s Policies and Systems. Your Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

26. ENVIRONMENT AND SAFETY

Your Company is conscious of the importance of environmentally clean and safe operations. Your Company’s policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.



27. ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

28. GREEN INITIATIVES

Electronic copies of the Annual Report 2019 – 20 and Notice of the 34th Annual General Meeting are sent to all members whose email addresses are registered with your Company / Depository participant(s).

For members who have not registered their email addresses, physical copies of the Annual Report were being sent under Section 101 of the Companies Act, 2013 in the permitted mode. For members who have not registered their email addresses, physical copies of the Annual Report were being sent under Section 101 of the Companies Act, 2013 in the permitted mode. However, in view of Covid 19 pandemic, the Ministry of Corporate Affairs vide its circular no. 17 / 2020 dated 13th April, 2020 and circular no. 20 / 2020 dated 5th May, 2020 and SEBI vide its circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 has dispensed with the requirement of sending hard copy of full annual report to the shareholders. Accordingly, Members who have not registered their email address with the Company or the Depository Participant(s) are requested to download the copy of the Annual Report from the website of the Company i.e. www.elixircapital.in or from the website of BSE Limited i.e. www.bseindia.com or write to the Company at tfcfil@rediffmail.com or g_damani@rediffmail.com.

Your Company provides e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to the Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

29. MANAGEMENT DISCUSSION AND ANALYSIS

Your Company is an investor in shares and also trades in futures & options. The size of operation of your Company is very small. Accordingly, it is not viable to provide report on Management Discussion and Analysis. Hence, your Company has decided not to provide Management Discussion and Analysis Report for the financial year ended 31st March, 2020.

30. CORPORATE GOVERNANCE

As per Regulation 15(2) of the SEBI (LODR) Regulations, 2015, the provisions of Corporate Governance are non-mandatory to the following class of Companies:

- a. Companies having Paid-up Equity Share Capital not exceeding Rs. 10 Crore and Net worth not exceeding Rs. 25 Crore, as on the last day of the previous financial year;

Provided that where the provisions of Regulation 27 becomes applicable to a company at a later date, such company shall comply with the requirements of Regulation 27 within six months from the date on which the provisions became applicable to the company.

- b. Companies whose equity share capital is listed exclusively on the SME and SME-ITP Platforms.

The Paid-up Share Capital of your Company is Rs. 1.5 Crores as on 31st March, 2020. The Reserve and Surplus is Rs. 9.28 Crores. Accordingly, the Paid-up Capital and Net Worth is below the prescribed limit for mandatory applicability of Corporate Governance clause as per Regulation 15(2)(a) of the SEBI (LODR) Regulations, 2015. Your Company has decided not to opt for compliance of Regulation 27 for the time being. The letter for the same has been filed with BSE on 30th June, 2020.

31. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company firmly believes in providing a safe, supportive and friendly workplace environment – a workplace where our values come to life through the supporting behaviours. Positive workplace environment and a great employee experience are integral part of our culture. Your Company believes in providing and ensuring a workplace free from discrimination and harassment based on gender.

Your Company educates its employees as to what may constitute sexual harassment and in the event of any occurrence of an incident constituting sexual harassment, your Company provides the mechanism to seek recourse and redressal to the concerned individual subjected to sexual harassment.

Your Company has a Sexual Harassment Prevention and Grievance Handling Policy in place to provide clarity around the process to raise such a grievance and how the grievance will be investigated and resolved. An Internal Complaints Committee has been constituted in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaint has been raised during the year ended 31st March, 2020.

32. WTD AND MD CERTIFICATION

Certificate from Mr. Manish Banthia, Whole – time Director and Mr. Giriraj Dammani, Managing Director, pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year under review was placed before the Board of Directors of your Company at its meeting held on 30th June, 2020. The certificate is attached and form part of this Report.

33. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Pradip Shah of M/s. P.P. Shah & Co., Practicing Company Secretaries, has issued a certificate as required under the SEBI (LODR) Regulations, 2015, confirming that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or continuing as Director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory Authority. The certificate is attached and form part of this Report.



34. ANNUAL SECRETARIAL COMPLIANCE REPORT

Your Company has availed the exemption for compliance of Corporate Governance clause as per Regulation 15 (2) (a) of the SEBI (LODR) Regulations, 2015. As per Regulation 24A, your Company is required to take Annual Secretarial Compliance Report from Practicing Company Secretary which shall cover a broad check on compliance with applicable SEBI Regulations and circulars / guidelines issued thereunder on annual basis.

Exemption as per Regulation 15 (2) (a) includes Regulation 24A. Hence, obtaining Annual Secretarial Compliance Report from Practicing Company Secretary is not applicable to your Company.

35. INDIAN ACCOUNTING STANDARDS (IND-AS)

Your Company has followed the relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing its Standalone Financial Statements.

36. CAPITAL EXPENDITURE

No Capital Expenditure was incurred during the year.

37. FEES PAID TO STATUTORY AUDITORS

During the year ended 31st March, 2020, your Company has paid a sum of Rs. 1.80 Lacs to the Statutory Auditor.

38. DEPOSITS

Your Company has not accepted deposit from the public and shareholders falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement for furnishing details of deposits which are not in compliance with the Chapter V of the Act is not applicable. However, your Company has accepted exempted deposits from the following:

Any amount received from any other company = Rs. 21,62,073

39. PLEDGE OF SHARES

None of the equity shares of the Directors / Promoters of your Company are pledged with any banks or financial institutions.

40. LISTING WITH STOCK EXCHANGES

Your Company is listed with BSE Limited and your Company has duly paid the listing fees to the Exchange.

41. ACKNOWLEDGEMENTS

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of your Company viz. customers, members, banks



and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of your Company for their unstinted commitment and continued contribution to your Company.

42. CAUTIONARY STATEMENT

Statements in the Board's Report describing your Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement.

For and on behalf of the Board of Directors

Manish Banthia
Whole – Time Director

Giriraj Dammani
Managing Director

Place: Mumbai

Date: 30th June, 2020



'ANNEXURE A'
SECRETARIAL AUDIT REPORT
FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

To,
The Members,
The First Custodian Fund (India) Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The First Custodian Fund (India) 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 our 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:

1. The Companies Act, 2013 ('the Act') and the rules made thereunder;
2. The Securities Contracts ('Regulation') Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during audit period)**.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during audit period).**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008. **(Not Applicable to the Company during audit period).**
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent), Regulations, 1993. Regarding the Companies Act, 2013 and dealing with the clients.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009. **(Not Applicable to the Company during audit period).**
 - h) The Securities and Exchange Board of India (Buyback of Securities), Regulations, 2018. **(Not Applicable to the Company during audit period).**
6. Laws specifically applicable to the industry to which the company belongs, as identified by the management, that is to say:-
- a) The Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992.

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

- 1) Secretarial Standards issued by the Institute of Company Secretaries of India i.e. Secretarial Standards – 1 for Board Meetings and Secretarial Standards – 2 for General Meetings.
- 2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. *[except those as prescribed under Regulation 15 (2) read with Regulation 15 (3)]**.

**As per Regulation 15 (2) to the SEBI (LODR) Regulations, 2015, the provisions of Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not apply in respect of a listed entity whose Paid-Up Equity Share Capital does not exceed Rs. 10 Crores and Net Worth does not exceed Rs. 25 Crores as on 31st March, 2019 to the extent that they are addition to the requirements specified under the Companies Act, 2013.*

Accordingly the Company has availed the exemption provided in the above Regulations. The Company has not prepared Corporate Governance Report as a part of Annual Report. The Company has decided not to opt for compliance of Regulation 27 for the time being.

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



A. Appointment of Company Secretary & Chief Financial Officer:

As per Section 203 (1) (ii) & (iii), the Company is required to appoint Company Secretary & Chief Financial Officer. *The Company has not appointed Company Secretary and Chief Financial Officer during the financial year ended 31st March, 2020. Consequently the Audited Annual Financial Statements for the financial year ended 31st March, 2019 were not signed by Company Secretary and Chief Financial Officer.*

The Company had received notices from BSE Limited imposing fine in respect of non appointment of Company Secretary during the financial year ended 31st March, 2020.

In this regard the management of the Company has provided the following reply:

- (i) The Company has appointed Mr. Chandrakant Pandey as Compliance Officer of the Company who looks after the compliance of the Companies Act, 2013 and the SEBI Act and rules made thereunder;
- (ii) The Company has availed the services of Practicing Company Secretary for advising on compliance of Companies Act, 2013 and SEBI Act and rules made thereunder;
- (iii) The Volume and Scope of work for the Company Secretary and Chief Financial Officer are less and it is not a full time work and the job of Company Secretary and Chief Financial Officer are not attractive commensurate with the scope of work and salary.

B. Constitution of Audit Committee & Nomination and Remuneration Committee:

As per Section 177 and 178 of the Act, the Company is required to constitute Audit Committee & Nomination and Remuneration Committee. *The Company has not constituted Audit Committee & Nomination and Remuneration Committee.* In this regard the management of the Company has provided the following reply:

- (i) The Volume and Nature of business is very small. The Company does not have the function of Audit Committee & Nomination and Remuneration Committee.

C. Appointment of Internal Auditor:

As per Section 138 of the Act, the Company is required to appoint Internal Auditor. *The Company has not appointed Internal Auditor.* In this regard the management of the Company has provided the following reply:

- (i) The size of operation of the Company is very small, accordingly, it is not viable to appoint Internal Auditor but the Company has established the internal control system.

D. Website Posting:

As per the various sections of the Companies Act, 2013, regulations of the SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2, the Company is required to post various information / policies on the website of the Company. *The Company has not posted the information / policies on the website of the Company.* In this regard the management of the Company has provided the following reply:



- (i) The Company is filing regularly all the information with BSE and all the information is available on the website of BSE.

E. Separate Meeting of Independent Directors and Performance Evaluation:

As per Section 178 read with Schedule IV of the Companies Act, 2013, the Company is required to convene a separate meeting of Independent Directors. The Company is also required to conduct performance evaluation of its Board, Committees, Chairman, Non – Independent Directors and Independent Directors. *The Company has not convened a separate meeting of Independent Directors. The Company has also not conducted performance evaluation of its Board, Committees, Chairman, Non – Independent Directors and Independent Directors.*

In this regard the management of the Company has provided the following reply:

- (i) The Company has not appointed Independent Directors since the volume and nature of business of the Company is very small.
- (ii) Since the Company has not appointed any Independent Director, hence, no performance evaluation was done.

We further report that

The present constitution of Board of Directors is represented by two Executive Director and one Non-Executive Promoter Director. As per Section 149 of the Companies Act, 2013, the Company is required to appoint Independent Director and Woman Director. *The Company has not appointed Independent Director and Woman Director.* In this regard the management of the Company has provided the following reply:

- (i) The Volume and Nature of business is very small. Therefore, it is not viable to appoint Independent Director and Woman Director.

There were no changes in the composition of the Board of Directors took place during the period under review.

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

Majority decision is carried through while the dissenting members' views 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.

We further report that during the audit period, there were no instances of:

1. Public/Right/Preferential issue of Shares / Debentures / Sweat Equity, etc.
2. Redemption / Buy-Back of Securities.

THE FIRST CUSTODIAN FUND (INDIA) LTD.



3. Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
4. Merger / Amalgamation / Reconstruction, etc.
5. Foreign Technical Collaborations.

Place: Mumbai
Date: 29th June, 2020

Pradip Shah
For P. P. Shah & Co.,
Practicing Company Secretaries
FCS No. 1483, C P No.: 436
UDIN: F001483B000397351



**ANNEXURE 'B' TO BOARD'S REPORT
EXTRACT OF ANNUAL RETURN
FORM NO. MGT – 9**

As on the financial year ended 31.03.2020

[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

CIN	L67120WB1985PLC038900
Registration Date	7 th May, 1985
Name of the Company	THE FIRST CUSTODIAN FUND (INDIA) LTD
Category of the Company	Company Limited by Shares
Sub-Category of the Company	Indian Non – Government Company
Address of the Registered Office and contact details	11 Camac Street, Kolkata – 700 017 Tel. No. – 033 2282 1628 Fax No. – 033 2282 2633 Email – tcfil@rediffmail.com
Whether listed company	Yes. Listed on BSE Limited
Name, address and contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083 Tel. No. – 022 2851 5606 Fax No. – 022 2851 2885 Email – investor@sharexindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr.No.	Name and Description of main Products / Services	NIC Code of the Product / Service *	% to total turnover of the Company
1.	Share and stock broking and allied activities	66120	100%

** As per National Industrial Classification – Ministry of Statistics and Programme Implementation*

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.	Nil	Nil	Nil	Nil	Nil

THE FIRST CUSTODIAN FUND (INDIA) LTD.



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

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% Change During The yr
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
a) Individual/HUF	347227	0	347227	23.15	347227	0	347227	23.15	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	441344	0	441344	29.42	441344	0	441344	29.42	0.00
e) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total(A) (1):	788571	0	788571	52.57	788571	0	788571	52.57	0.00
(2) Foreign									
a) NRIs- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) QFI	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub- Total (A) (2):	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	788571	0	788571	52.57	788571	0	788571	52.57	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
j) Others (specify)	0	300	300	0.02	0	300	300	0.02	0.00
Sub-Total (B)(1):	0	300	300	0.02	0	300	300	0.02	0.00
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	30731	2400	33131	2.21	30984	2400	33384	2.22	+0.01
ii) Overseas	69000	0	69000	4.60	69000	0	69000	4.60	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 Lacs	136632	331995	468627	31.24	141420	328795	470215	31.35	+0.11
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lacs	68651	0	68651	4.58	68651	0	68651	4.58	0.00
c) Others (specify)									
i) NRI / OCBs	6326	61600	67926	4.53	6326	61400	67726	4.52	-0.01
ii) Clearing Members/Clearing House	2227	0	2227	0.15	788	0	788	0.05	-0.10
iii) NBFCs registered with RBI	200	0	200	0.01	0	0	0	0.00	-0.01
iv) HUF	1367	0	1367	0.09	1365	0	1365	0.09	0.00
Sub-Total (B)(2):	315134	395995	711129	47.41	318534	392595	711129	47.41	0.00
Total Public Shareholding Public Group (B)= (B)(1)+(B)(2)	315134	396295	711429	47.43	318534	392895	711429	47.43	0.00
Total (A) + (B)	1103705	396295	1500000	100.00	1107105	392895	1500000	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1103705	396295	1500000	100.00	1107105	392895	1500000	100.00	0.00

THE FIRST CUSTODIAN FUND (INDIA) LTD.



i) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2019)			Shareholding at the end of the year (As on 31.03.2020)			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Vimala Mantri	74,550	4.97	0.00	74,550	4.97	0.00	0.00
2.	Surendrakumar Banthia	74,500	4.97	0.00	74,500	4.97	0.00	0.00
3.	Rajendrakumar Banthia	15,000	1.00	0.00	15,000	1.00	0.00	0.00
4.	Shrikant Mantri	11,980	0.80	0.00	11,782	0.79	0.00	-0.01
5.	Harvestdeal Securities Ltd	8,794	0.59	0.00	8,794	0.59	0.00	0.00
6.	Sangharsh Finvest Pvt Ltd	3,74,700	24.98	0.00	3,74,700	24.98	0.00	0.00
7.	Rajendra Kumar Banthia (HUF)	55,000	3.67	0.00	55,000	3.67	0.00	0.00
8.	Dhanluxmi Textiles Ltd	57,850	3.86	0.00	57,850	3.86	0.00	0.00
9.	Sushil Kumar Mantri	74,500	4.97	0.00	74,500	4.97	0.00	0.00
10.	Saroj Banthia	4,500	0.30	0.00	4,500	0.30	0.00	0.00
11.	Manish Banthia	37,197	2.48	0.00	37,395	2.49	0.00	+0.01
	Total	7,88,571	52.57	0.00	7,88,571	52.57	0.00	0.00

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

	Shareholding at the beginning		Cumulative Shareholding during	
	No. of Shares	% of total shares of the	No. of Shares	% of total shares
Manish Banthia				
At the beginning of the year	NIL	NIL	NIL	NIL
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
At the end of the year	NIL	NIL	NIL	NIL
Shrikant Mantri	NIL	NIL	NIL	NIL
At the beginning of the year				
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
At the end of the year	NIL	NIL	NIL	NIL

THE FIRST CUSTODIAN FUND (INDIA) LTD.



iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2019)		Shareholding at the end of the year (As on 31.03.2020)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Dhanlaxmi Enterprises Limited	69,000	4.60	69,000	4.60
2.	Asha Chokhany	24,801	1.65	24,801	1.65
3.	Monisha G Damani	21,950	1.46	21,950	1.46
4.	Meghna Mahesh Purohit	21,900	1.46	21,900	1.46
5.	Chebur Dealer Pvt Ltd	16,250	1.08	16,250	1.08
6.	VSL Securities Private Limited	9,968	0.67	9,968	0.67
7.	Aarti Devi Soni	8,600	0.57	8,600	0.57
8.	B Subodh	6,250	0.42	6,250	0.42
9.	Sarju Bai Mundra	5,840	0.39	5,840	0.39
10.	Meghna Chokhany	5,003	0.33	5,003	0.33

v) Shareholding of Directors and Key Managerial Personnel

	Shareholding at the beginning of the year (As on 01.04.2019)		Shareholding at the end of the year (As on 31.03.2020)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
A. DIRECTORS At the beginning of the year Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc) At the end of the year	Promoter Director Shareholding and their changes have already been given in the earlier table.			
B. KEY MANAGERIAL PERSONNEL At the beginning of the year Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc) At the end of the year	Mr. Giriraj Damani, Managing Director does not hold any equity share in the Company.			

THE FIRST CUSTODIAN FUND (INDIA) LTD.



V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	(Amount in Rs.) Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2019)				
i) Principal Amount	35,39,886	0.00	0.00	35,39,886
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	35,39,886	0.00	0.00	35,39,886
Change in Indebtedness during the financial year				
Addition	0.00	0.00	0.00	0.00
Reduction	13,77,813	0.00	0.00	13,77,813
Net Change	13,77,813	0.00	0.00	13,77,813
Indebtedness at the end of the financial year (31.03.2020)				
i) Principal Amount	21,62,073	0.00	0.00	21,62,073
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	21,62,073	0.00	0.00	21,62,073

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Manish Banthia WTD	Giriraj Dammani MD	Total Amount (In Rs.)
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0.00	5,88,000.00	5,88,000.00
	(b) Value of perquisites under Section 17(2) income Tax Act, 1961	0.00	0.00	0.00
	(c) Profit in lieu of salary under Section 17 (3) Income Tax Act, 1961	0.00	0.00	0.00
2.	Stock Options	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total (A)	0.00	5,88,000.00	5,88,000.00
		Minimum Remuneration upto Rs. 7,00,000 per month	Minimum Remuneration upto Rs. 7,00,000 per month	

THE FIRST CUSTODIAN FUND (INDIA) LTD.



B. Remuneration to other Directors

1. Independent Directors

	Particulars of Remuneration	Name of Director	Total Amount (In Rs)
	- Fee for attending Board / Committee Meetings	0.00	0.00
	- Commission	0.00	0.00
	- Others, please specify	0.00	0.00
	Total (B)(1)	0.00	0.00

2. Other Non Executive Directors

	Particulars of Remuneration	Name of Director Surendra Kumar Banthia	Total Amount
	- Fee for attending Board / Committee Meetings	0.00	0.00
	- Commission	0.00	0.00
	- Others, please specify	0.00	0.00
	Total (B)(2)	0.00	0.00
	Total (B) = (B)(1) + (B)(2)	0.00	0.00
	Overall Ceiling as per the Act		Upto Rs. 100,000 per meeting

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

Sr.	Particulars of Remuneration	Key Managerial Personnel		(Amount in Rs.)
		Chief Execu-	Head	Total Amount
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0.00	0.00	0.00
	(b) Value of perquisites under Section 17(2) income Tax Act, 1961	0.00	0.00	0.00
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	0.00	0.00	0.00
2.	Stock Options	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	- others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total (C)	0.00	0.00	0.00



VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Sections of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT/COURT)	Appeal made, if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					



WHOLE-TIME DIRECTOR (CHIEF FINANCIAL OFFICER) AND MANAGING DIRECTOR CERTIFICATE

Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We the undersigned, in our respective capacities as Whole-Time Director designated as Chief Financial Officer and Managing Director of The First Custodian Fund (India) Ltd ("the Company"), to the best of our knowledge and belief, certify that:

- A. We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2020 and that to the best of our knowledge and belief, we state that:
 1. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Business Conduct as adopted by the Company.
- D. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Board of Directors, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- E. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Board of Directors:
 1. significant changes, if any, in internal control over financial reporting during the year;
 2. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Yours Sincerely

For The First Custodian Fund (India) Ltd

Manish Banthia
Whole-Time Director
designated as Chief Financial Officer

Giriraj Dammani
Managing Director

Place : Mumbai

Date: 30th June, 2020

THE FIRST CUSTODIAN FUND (INDIA) LTD.



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
The First Custodian Fund (India) Ltd
3, Surya Mahal, 3rd Floor, Nagindas Master Road,
Fort, Mumbai – 400 023

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The First Custodian Fund (India) Ltd having CIN L67120WB1985PLC038900 and having registered office at 11, Camac Street, Kolkata – 700 017 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr.No.	Name of Director	DIN	Date of appointment in Company
1.	Surendra Banthia	00116969	21/08/1995
2.	Manish Rajendra Banthia	00117002	27/08/2015
3.	Giriraj Kumar Dammani	00333241	13/07/2015

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

Place: Mumbai
Date: 2nd June, 2020

Pradip Shah
For P. P. Shah & Co.,
Practicing Company Secretaries
FCS No. 1483, C P No.: 436
UDIN: F001483B000308966



INDEPENDENT AUDITOR'S REPORT

**To The Members of The First Custodian Fund (I) Limited.
Report on the Audit of the Standalone Financial Statements**

Opinion

We have audited the accompanying standalone financial statements of **The First Custodian Fund (I) Limited.** (the "Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and its profit, total comprehensive income, its cash flows and the changes in equity 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 (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the 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 obtained by us 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. We have determined that there are no key audit matters to communicate in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.



Our opinion on the standalone financial statements does not cover the other information and we will 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

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 including other comprehensive income, cash flows and changes in equity 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 statement 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.

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

Auditor's Responsibility 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e) On the basis of the written representations received from the directors as on 31 March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial.
- 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 on its financial position in its standalone financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

VIVEK KHANDOR & ASSOCIATES
Chartered Accountants

Mumbai
Dated : 30.06.2020

Vivek Khandor
Proprietor
Firm Reg. No. 133055W
M.No. 139388
UDIN 20139388AAAADD2548



"Annexure A" to the Independent Auditor's Report

Refer to in paragraph 10 of the Independent Auditors Report of even date to the members of The First Custodian Fund (I) Ltd. on the financial statements for the year ended 31.3.2020.

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 **The First Custodian Fund (I) Ltd.**, as of **March 31, 2020** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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".

VIVEK KHANDOR & ASSOCIATES
Chartered Accountants

Mumbai
Dated : 30.06.2020

Vivek Khandor
Proprietor
Firm Reg. No. 133055W
M.No. 139388
UDIN 20139388AAAADD2548



"Annexure B" to the Independent Auditors' Report

Referred to in paragraph 9 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended **March 31, 2020**:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, the Company has a programme of physical verification of fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with such programme, the management has physically verified fixed assets of significant value during the year and no material discrepancies were noticed on such verification.
 - (c) The company does not have any immoveable property.
- (ii) The Company is an investor in shares and also trades in futures & options. Hence the clauses to inventories is not applicable. However, the share as per books & as per demat statements are regularly verified by the management and any major discrepancies are properly dealt with.
- (iii) As per the information furnished, the Company has not granted any loans, Secured or unsecured, to companies, firm or other parties covered in the register maintained under Section 189 of the Companies Act. Therefore the provisions of the clause 3 (iii) (a) (iii) (b) & (iii) (c) of the said order are not applicable to the company.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Companies Act, in respect of the loans and investments made, and guarantees and security provided by it. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 of the Companies Act,.
- (v) According to the information & explanations given, the company has not accepted any deposit from the public. Hence clause V of the order is not applicable.
- (vi) As informed, the company is not required to maintain any cost records prescribed by the Central Government under (d) of sub-section (l) of section 148 of the Act.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Income tax wealth Tax, Service Tax, Provident fund and other material statutory Dues applicable to it. As informed, statutory dues in the nature of Employees State insurance, investor Education & Protection fund, Sales tax, Custom duty, Excise duty and cess are not applicable to the company. According to the information and explanation given, no undisputed amount payable in respect of Income-Tax. Wealth tax, service tax, Custom Duty, Excise Duty and Cess were as at **31/3/2020** for a period of more than six months from the date they become payable.

THE FIRST CUSTODIAN FUND (INDIA) LTD.



- (b) According to the information and explanation given, there are no dues of Income-Tax / Sales Tax / Service Tax / Custom Duty / Excise Duty / Cess which have been deposited on account of any dispute.
- (viii) As per the information and explanation given to us, the Company has not defaulted in the repayment of dues to the Bank, financial institutions, etc. during the year.
- (ix) In our opinion and according to information and explanation given, the company has not given guarantees for loans taken from banks or financial institutions.
- (x) According to the information and explanations given, the company has not raised any IPO / FPO & term loans. Accordingly the provisions of clause 3(ix) of the order are not applicable to the Company.
- (xi) Based upon the audit procedures performed and information and explanations given, we report that no fraud on or by the Company has been noticed or reported by its employees or officers during the course of our audit.
- (xii) No managerial remuneration has been paid or provided.
- (xiii) The company is not a Nidhi Company., hence the Nidhi Rules, 2014 are not applicable.
- (xiv) Based upon the audit procedures performed and according to the information and explanation given to us, all transactions with related parties are in compliance with section 177 and 188 of Companies Act, where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

VIVEK KHANDOR & ASSOCIATES
Chartered Accountants

Mumbai
Dated : 30.06.2020

Vivek Khandor
Proprietor
Firm Reg. No. 133055W
M.No. 139388
UDIN 20139388AAAADD2548

STANDLONE BALANCE SHEET AS AT 31.03.2020

Particulars	Note No.	For the year ended 31.3.2020	For the year ended 31.3.2019
Assets			
1) <u>Financial Assets</u>			
Cash and Cash equivalents	4	1,57,12,692	1,05,43,249
Other Bank Balance	5	8,35,76,570	5,91,88,855
Trade Receivables	6	87,01,949	83,45,216
Loans	7	75,62,000	50,00,000
Investment	8	1,90,66,517	1,92,63,733
Other Financial Assets	9	66,44,285	65,99,289
		14,12,64,013	10,89,40,342
2) <u>Non Financial Assets</u>			
Current Tax (Assets)	10	10,14,233	11,04,118
Deffered Tax (Assets)	11	8,46,016	10,30,938
Property, Plant & Equipment	12	55,26,006	63,95,358
		73,86,255	85,30,414
Total Assets		14,86,50,268	11,74,70,756
Liabilities & Equity			
Liabilities			
1) <u>Financial liabilities payable</u>			
<u>Trade Payable</u>	13		
a) Total o/s dues of micro & Small Enterprises		3,77,77,771	41,83,285
b) Total o/s dues other than Micro & Small Enterprises		-	-
Borrowings	14	21,62,073	35,39,886
Deposits			--
Other financial liabilities	15	4,05,061	25,14,664
2) <u>Non Financial liabilities</u>			
Provisions	16	4,30,000	7,50,000
3) <u>Equity</u>			
Equity Share Application	17	1,50,00,000	1,50,00,000
Other Equity	18	9,28,75,363	9,14,82,921
Total liabilities & Equity		14,86,50,268	11,74,70,756

AS PER OUR ATTACHED REPORT OF EVEN DATE

For VIVEK KHANDOR & ASSOCIATES

FOR AND ON BEHALF OF THE BOARD

CHARTERED ACCOUNTANTS

(CA. VIVEK KHANDOR)

DIRECTOR

DIRECTOR

(Proprietor)

MANISH BANTHIA

GIRIRAJ DAMANI

M No: 139388

DIN - 00117002

DIN - 00333241

Firm Reg. No. 133055W

PLACE : MUMBAI

DATE : 30-6-2020

Standlone Statement of Profit & Loss for the year ended 31.03.2020

Particulars	Note No.	For the year ended 31.3.2020	For the year ended 31.3.2019
I) Revenue from operations			
Interest Income	19	42,58,327	39,68,966
Fees & Commission Income	20	13,61,998	14,01,583
Total Revenue from operation		56,20,325	53,70,549
II) Other income.	21	8,04,004	28,02,880
		64,24,329	81,73,429
III) Expenses			
Finance Cost	22	2,56,624	3,98,693
Fees & Commission expenses		-	-
Employee benefit expenses	23	14,26,949	14,51,332
Depereciation & Amortisation	24	8,69,352	8,69,352
Other Expenses	25	18,98,322	22,17,588
Total Expenses		44,51,247	49,36,965
IV) Profit before Tax from continuing operation		19,73,082	32,36,464
V) Tax Expenses			
Current Tax	26	-3,95,718	-7,53,665
Deffered Tax	27	-1,84,922	-1,91,727
Total Tax Expenses		-5,80,640	-9,45,392
VI) Profit for the year from operations		13,92,442	22,91,072
Other comprehensive Income Loss			--
Total comprehensive Income		13,92,442	22,91,072
VII) Earning per share of FV of Rs. 10/- each	38		
Basic		0.93	1.53
Ddebited		0.93	1.53
Note farming past of financial statement	1 to 41		

AS PER OUR ATTACHED REPORT OF EVEN DATE

For VIVEK KHANDOR & ASSOCIATES

FOR AND ON BEHALF OF THE BOARD

CHARTERED ACCOUNTANTS

(CA. VIVEK KHANDOR)

(Proprietor)

M No: 139388

Firm Reg. No. 133055W

PLACE : MUMBAI

DATE : 30-6-2020

DIRECTOR
MANISH BANTHIA
DIN - 00117002

DIRECTOR
GIRIRAJ DAMANI
DIN - 00333241



NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31.03.2020

1 CORPORATE INFORMATION

The First Custodian Fund (I) Ltd. Is a public company registered under the Companies Act, 1956 (now 2013) vide registration no. CIN L67120WB1985PLC038900 and was incorporated on 07.05.1985 Its registered office is situated at 11, CAMAC STREET. KOLKATA-700017. The company is member of NSE of india and its providers brokerage services in securities as well as the company deals / invests in shares & securities.

2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

These Financial Statements have been prepared on historical cost basis, except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. The accounting policies adopted in the preparation of the Financial Statements are consistent with those followed in the previous year by the Company.

3 Significant Accounting Policies

(a) Functional and presentation of currency

The financial statements are presented in Indian Rupees, which is the Company's functional currency and all amounts are rounded to the nearest rupees in lakhs; except when otherwise stated.

(b) Basis of measurement

The Financial Statements have been prepared on historical cost basis, except the following:

- i) Certain financial assets and liabilities are measured at fair value.
- ii) Defined benefit plans – plan assets measured at fair value.

Fair Value Measurement

In addition, for financial reporting purpose, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the assets or liability.

(c) Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses,



assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

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

(i) Depreciation / Amortisation and useful lives of property, plant and equipment: Company depreciates its tangible assets over the useful life of an Asset as prescribed under Part C of Schedule II of Companies Act, 2013. Company remeasures remaining useful life of an asset at the end of each reporting date.

(ii) Fair value measurement: Fair Value is a price of orderly transaction between market participants at the measurement date under current market conditions. Company determines Fair Value of Quoted Instruments from available market price. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

(iii) Provisions: Provisions are recognized when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation. Management estimates it by using its best judgement of future cash outflow.

(iv) Taxes: The Company periodically assesses its liabilities and contingencies related to income taxes for all years open to scrutiny based on latest information available. For matters where it is probable that an adjustment will be made, the Company records its best estimates of the tax liability in the current tax provision. The Management believes that it has adequately provided for the probable outcome of these matters.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

(v) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and attrition rate. The discount rate is determined by reference to market yields at the end of the reporting period on government securities.

(vi) Allowance for impairment of financial asset

The Company applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. At each reporting date, the Company assesses whether the loans have been impaired. The Company is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the ageing outstanding. The Company



recognises life time expected credit loss for trade receivables and has adopted simplified method of computation as per Ind AS 109. The Company considers outstanding overdue for more than 90 days for calculation of expected credit loss.

(d) Current and Non-Current Classification

An asset shall be classified as current when it satisfies any of the following criteria:—(a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle; (b) it is held primarily for the purpose of being traded; (c) it is expected to be realised within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets shall be classified as non-current.

A liability shall be classified as current when it satisfies any of the following criteria:—(a) it is expected to be settled in the Company's normal operating cycle; (b) it is held primarily for the purpose of being traded; (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. All other liabilities shall be classified as non-current.

(e) Property, Plant and Equipment & Intangible Assets and Depreciation & Amortisation

Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Direct costs in relation to the fixed assets are capitalized until such assets are ready for use.

(i) Tangible Assets: Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased during a period is proportionately charged. The Management estimates the useful lives and residual values of the fixed assets as prescribed under Part C of Schedule II of the Companies Act 2013 as follows.

<u>Fixed Assets</u>	<u>Useful Life</u>
Office Building	60 years
Office Equipments	5 years
Computer Equipments	3 years
Vehicles	8 years
Furniture and Fixtures	10 years

(ii) Intangible Assets: Intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

(iii) Deemed cost on transition to Ind AS: For transition to Ind AS, the Company had elected to continue with the carrying value of all its Property Plant and equipment and Intangible assets as measured as per the previous GAAP and had used that carrying value as its deemed cost on the transition date.



(f) Financials Instruments

(i) Initial Recognition

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, 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 Statement of Profit and Loss. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(ii) Classification & Measurement of Financial Assets

Financial assets are classified as 'Amortised Cost', 'Fair Value through Profit and Loss' (FVTPL) and 'Fair Value through Other Comprehensive Income' (FVTOCI) in the following categories:

Debt Instruments at amortised cost: Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is to hold asset to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTOCI: Debt instruments that meet the following conditions are subsequently measured at FVTOCI (except for those designated at FVTPL on initial recognition)

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt Instruments at FVTPL: Any debt instrument which is either initially designated at FVTPL or which does not meet the criteria for Amortised cost or FVTOCI is measured at FVTPL.

Effective Interest Method: Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life 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 (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Equity Instruments at FVTOCI: On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the instrument is held for trading. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investment.



Financial Assets at FVTPL: Investments in equity instruments are classified at FVTPL, unless they were irrevocably elected on initial recognition as FVOCI. Financial Assets at FVTPL are measured at Fair Value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in the Statement of Profit and Loss.

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost, FVOCI debt instruments, and other financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 46 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when :

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(v) Financial Liabilities:

Financial liabilities which are held for trading or are designated at FVTPL are measured at fair value with changes being recognised in the statement of Profit and Loss. Financial liabilities that are not held for trading and are not designated as at FVTPL, are measured at amortised cost. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

(vi) Derecognition of financial liabilities

Company derecognises financial liabilities when, and only when, the company's obligations are discharged, cancelled or have expired. A substantial modification in the terms of an existing



financial liability is accounted as a discharge of original financial liability and recognition of new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised as profit or loss.

(vii) Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right and ability to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

(viii) Deemed cost on transition to Ind AS: For transition to Ind AS, the Company had elected to continue with the carrying value of all its Investments and are measured as per the previous GAAP and had used that carrying value as its deemed cost on the transition date.

(g) Derivatives financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss.

(h) Impairment of Assets

Property, plant or equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amount may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent to those from other assets.

The Carrying Amount of Assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss, if any, is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or have decreased.

(i) Cash and cash equivalents

(i) Cash and cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

(ii) For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above.

(j) Borrowing Cost and Finance Charges

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use. Other borrowing cost are charged to the statement of profit and loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.



(k) Leases

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 asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve 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 right-of-use 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.

Right-of-use assets are depreciated on a straight-line basis over the lease term. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets.

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 liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

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

(l) Employee Benefits

Defined Contribution plan – Retirement benefit in the form of Provident Fund is a defined contribution scheme. The Company is statutorily required to contribute a specified portion of the basic salary of an employee to a provident fund as a part of retirement benefits to its employees. The contributions during the period are charged to statement of profit and loss. The Company recognizes contribution payable to the Provident Fund scheme as an expenditure when an employee renders related service. The no. of staff than 20, hence PF is not applicable to co.

Defined Benefit Plan – Gratuity, which is in the nature of Defined Benefit Schemes, are payable only to employees and accounted for on accrual basis. The Cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses are recognised



in other comprehensive income in the period in which they occur and are not reclassified to the Statement of Profit and Loss. GRATUTTY SCHEME IS NOT APPLICABLE TO CO.

Short Term Employee Benefits - The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include incentive which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

(m) Revenue Recognition

The Company assesses the nature, timing and extent of revenue based on performance obligations in its contracts/understanding/trade customs with customers & clients. Revenue is recognised to the extent that is probable that the economic benefits will flow to the Company and the amount based on performance obligation can be reliably measured. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts. 1. Revenue from Broking income is recognised on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable. 2. Income related with Distribution income on Mutual Fund and other financial products is accounted on accrual basis. 3. Dividend income is accounted for when the right to receive the income is established. 4. Difference between the sale price and the carrying value of investment is recognised as profit or loss on sale/ redemption on investment on trade date of transaction. 5. Interest income is recognised on accrual basis.

(n) Taxes on Income

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in statement of profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- Temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction;



- Temporary differences related to investment in subsidiary to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets-unrecognized or recognized, are reviewed at each reporting date and are recognized /reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realized.

Minimum Alternate Tax

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

(o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date, taking into account the risks and uncertainties surrounding the obligation.

Contingent Liabilities are possible but not probable obligations as on the Balance Sheet date, based on the available evidence. Contingent Liabilities are not recognised in the financial statements.

Contingent Assets are neither recognized nor disclosed.

(p) Earning per share

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

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



(q) Cash Flow Statement

Cash flows statement is prepared using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(r) Recent Accounting Developments

The Ministry of Corporate Affairs (MCA) has not notified any new Ind AS or amendment to existing Ind AS which would be applicable to Company from 1 April 2020.

Notes to Standalone Financial Statement for the year ended 31.03.2020.

Note No.	Particulars	For the year ended 31.3.2020	For the year ended 31.3.2019
4)	<u>Cash and Cash Equivalents</u>		
	Balance with Bank in current Account	1,53,10,804	1,04,92,617
	Cash on Hand	4,01,888	50,632
		1,57,12,692	1,05,43,249
5)	<u>Other Bank Bal.</u>		
	FD with Banks	8,35,76,570	5,91,88,855
		8,35,76,570	5,91,88,855
	Notes :- FD are underline with Bank for OD limit obtaining guarantee in favour of exchange or are pledge with exchange for obtaining margin limits		
6)	<u>Receivables</u>		
	Trade Receivables		
	Considers good - unsecured	87,01,949	83,45,216
7)	<u>Loans & Advances</u>		
	Loans	25,62,000	-
	Preference Share Application (To company in which Director are interested)	50,00,000	50,00,000
		75,62,000	50,00,000
8)	<u>Investments</u>		
	Investment in quoted shares	1,26,58,855	1,28,56,071
	Investment in unquoted shares	64,07,662	64,07,662
		1,90,66,517	1,92,63,733
9)	<u>Other financial Assets</u>		
	Deposit	64,21,125	64,21,125
	Advances	2,23,160	1,78,164
		66,44,285	65,99,289
10)	<u>Current Tax Assets</u>		
	Advance Tax (Including TDS)	10,14,233	11,04,118
11)	<u>Differed Tax Assets</u>		
	Depreciation Diff. Between IT Rate / Cos Rate	8,46,016	10,30,938

THE FIRST CUSTODIAN FUND (INDIA) LTD.



12) Property Plant & Equipment

Description	Air Conditions	Furnitures & Fixture	Vehicles	Office	Total Equip.
Gross Block as at 1.4.19	1,94,205	16,17,817	79,08,120	54,53,432	1,51,73,574
Additions (+)	-	-	-	-	-
Disposals (-)	-	-	-	-	-
Gross Block as at 31.3.2020	1,94,205	16,17,817	79,08,120	54,53,432	1,51,73,574

Note No.	Particulars				For the year ended 31.3.2020	For the year ended 31.3.2019
	Accumulated Depreciation as at 1.4.2019	95,496	15,95,218	16,93,370	53,94,132	87,73,216
	Depreciation for the year	15,424	3,768	7,95,424	54,736	8,69,352
	Less : Disposals	-	-	-	-	-
	Accumulated Depreciations at 1.4.2020	1,10,920	15,98,986	24,88,794	54,48,868	9,64,77,568
	Net Carrying Amt. As at 31.03.2020	83,285	18,831	54,19,326	4,564	55,26,006

<u>As at 31.03.2019</u>						
Gross Block as at 1.4.2018	1,94,205	16,17,817	79,08,120	54,53,432	1,51,73,574	
Additions (+)	-	-	-	-	-	
Disposals (-)	-	-	-	-	-	
Gross Block as at 1.4.2019	1,94,205	16,17,817	79,08,120	54,53,432	1,51,73,574	

Accumulated Depreciation as at 1.4.2018	80,072	15,91,450	8,97,946	53,39,396	79,08,864	
Depreciation for the year	15,424	3,768	7,95,424	54,736	8,69,352	
Less : Disposals	-	-	-	-	-	
Accumulated Depreciation upto 31.03.2019	95,496	15,95,218	16,93,370	53,94,132	87,78,216	

Net Carrying Amt. As at 31.03.2019 98,709 22,599 62,14,750 59,300 63,95,358

13) Trade Payable

Total outstanding dues to micro & small enterprises

3,77,77,771 41,83,285

14) Borrowings

Vehicles loan from Daimler financial services (Secured against vehicles)

21,62,073 35,39,886

(Loan is repayable in equal monthly instalment)

THE FIRST CUSTODIAN FUND (INDIA) LTD.



15) <u>Other Financial Liabilities</u>		
Creditors for expenses	2,89,235	1,80,000
Statutory dues	52,451	33,598
Option Premium	63,375	23,01,066
	4,05,061	25,14,664
16) <u>Provisions</u>		
For Income Tax	4,30,000	7,50,000
17) <u>Equity share capital</u>	<u>As at</u>	<u>As at</u>
	<u>31.03.2020</u>	<u>31.03.2019</u>
<u>Authorised</u>		
15,00,000 eq. Share of Rs. 10/- each	1,50,00,000	1,50,00,000

Note Particulars No.	For the year ended 31.3.2020	For the year ended 31.3.2019
<u>Issued subsouted & paid up</u> 15,00,000 eq. Shares of Rs. 10/- each) The company has one class of equity shares having face value of Rs. 10/- each, each holder of equity share is entitled to one vote per share. Share holder holding more than 5% of equity share at the end of the year-	1,50,00,000	1,50,00,000

			As at 31.3.2020	As at 31.3.2019
	No. Of share	% of holding	no. of Sh.	%
Sangharsh Finvest Pvt. Ltd.	374700	24.98%	374700	24.98%
Other (less than 5% each)	1125300	75.02%	1125300	75.02%
	1500000	100.00%	1500000	100.00%

THE FIRST CUSTODIAN FUND (INDIA) LTD.



18) Other Equity

Reserve & Surplus

	Capital Redemption Reserve	Investment Allowance Reserve	General Reserve	Retained Earning	Total
Opening as at 1.4.2018	16,95,798	2,20,000	16,90,760	8,55,85,281	8,91,91,849
Profit for the year	-	-	-	22,91,072	22,91,072
(Total) Cl. Balance 1.4.2019	16,95,798	2,20,000	16,90,760	8,78,76,353	9,14,82,921
Profit for the year	-	-	-	13,92,442	13,92,442
Cl. Balance 1.4.2020	16,95,798	2,20,000	16,90,760	8,92,68,795	9,28,75,363

AS PER OUR ATTACHED REPORT OF EVEN DATE

**For VIVEK KHANDOR & ASSOCIATES
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF THE BOARD

**(CA. VIVEK KHANDOR)
(Proprietor)
M No: 139388
Firm Reg. No. 133055W
PLACE : MUMBAI
DATE : 30-6-2020**

**DIRECTOR
MANISH BANTHIA
DIN - 00117002**

**DIRECTOR
GIRIRAJ DAMANI
DIN - 00333241**

Notes to Standalon Statement of Profit Loss For the Year Ended 31-3-2020

Note No.	Particulars	For the year ended 31.3.2020	For the year ended 31.3.2019
19)	<u>Interest Income</u> Interest on Deposits with Bank	42,58,327	39,68,966
20)	<u>Fees & Commission Income</u> Brokerage Income	13,61,998	14,01,583
21)	<u>Other Income</u> Dividend Short Term Cap. Gains Share trading gains / Loss Long Term Cap. Gains	1,64,269 3,30,865 2,25,201 83,669	2,06,920 1,39,919 23,38,069 1,17,972
		8,04,004	28,02,880
22)	<u>Finance Cost</u> Interest on Borrowings of Vehicles Loans Bank Interest (OD)	2,33,137 23,487	3,39,060 59,633
		2,56,624	3,98,693
23)	<u>Employee Benefit Expenses</u> Salaries & Bonus to staff staff welfare expenses (No gratuity is Payable to staff)	13,23,364 1,03,585	14,44,205 7,127
		14,26,949	14,51,332
24)	<u>Depereciation and Amortisation Expenses</u> Depericiation on Property, Plant & Equipment	 8,69,352	 8,69,352
25)	<u>Other Expenses</u> ADVERTISEMENT & PUBLICITY AVERGING DIFF ANNUAL LISTING FEE BANK CHARGES BOOKS & PERIODICALS DEMAT CHARGES DONATION FILING FEE - R.O.C. GENERAL EXPENSES INSURANCE PREMIUM LEGAL EXPENCES MICS. EXPENCES	16,686 78 3,00,000 2,963 5,189 27,908 60,000 5,400 91,168 83,500 2,15,320 1,39,320	16,920 -557 2,50,000 31,807 5,630 59,688 51,100 3,600 1,34,937 32,541 1,83,935 1,52,792

THE FIRST CUSTODIAN FUND (INDIA) LTD.



Note No.	Particulars	For the year ended 31.3.2020	For the year ended 31.3.2019
	MOTOR CAR EXPENSES	2,70,780	1,83,140
	NSE EXPENCES(CASH & FO)	30,672	3,277
	PAYMENT TO AUDITORS	1,80,000	1,80,000
	POSTAGE EXPENCES	25,827	73,071
	PRINTING & STATIONERY	90,238	1,07,787
	PROFESSIONAL TAX FIRM	-	2,500
	RENT	20,049	24,449
	REPAIRS & MAINTENANCE	1,70,857	2,34,672
	STT AND OTHER EXPENSES	26,007	21,205
	TELEPHONE EXPENCES	14,407	20,572
	TRANSFER AGENT FEES	83,916	83,015
	TRAVELLING & CONVEVANCE EXPENCES	2,607	3,041
	LEASLINE CHARGES	35,431	3,58,465
		18,98,322	22,17,588
26)	<u>Tax Expenses</u>		
	<u>Current Tax</u>		
	Current tax on Profit for the year	-4,30,000	-7,50,000
	Adjustment for current tax of Prior Periods	34,282	-3,665
	Total current Tax exps.	-3,95,718	-7,53,665
27)	<u>Deffered Tax</u>		
	Decrease in Deffered Tax Assets	1,84,922	1,91,727
	Total Deffered Tax expenses	1,84,922	1,91,727
		5,80,640	9,45,392
	<u>Effective Rate of Tax</u>		
	Total Taxes	5,80,640	9,45,392
	Total Income	19,73,082	32,36,464
	Tax Rate is	29.43%	29.21%
	(Max. Income Tax Rate Applicable is 25%, plus 4% edu. Cess which is 25.4%)		
28)	<u>Contingent Liabilities</u>		
	There is no contingent Liability for the year	NIL	NIL
29)	<u>Operating segments</u>		
	The Company is engaged in the business of Broking & related activities in india. There is no other segment to be reported		

THE FIRST CUSTODIAN FUND (INDIA) LTD.



Note No.	Particulars	For the year ended 31.3.2020	For the year ended 31.3.2019
30)	<p><u>Related Party Disclosure</u></p> <p>A. List of Related Parties No subsidiary company</p> <p>B. Other Parties with whom the Company has entered into the transaction during the year</p> <p>i. Other Group Company</p> <p>1. Harvestdeal Securities Ltd. 2. Dhanlaxmi Textiles Pvt. Ltd.</p> <p>ii. Key Management Personnel</p> <p>1. Shri Manish Banthia 2. Shri Giriraj Damani</p> <p>iii. Relatives of Key Management Personnel</p> <p>S.N. Name Relation with Key Management Personnel</p> <p>1 Shri R. K. Banthia Father of Manish Banthia</p> <p>C. During the year brokerage were earned with the related parties in the ordinary course of Business:</p>		
31)	<p><u>Business Combinations</u></p> <p>The Company had not acquired or Invested in any other business.</p>		
32)	<p>The Company does not have any pending litigation which would impact its financial position.</p>		
33)	<p>There is no long term contract enter into by the Company, hence provisions for material foreseeable loss is not required.</p>		
34)	<p><u>Due to Micro, small & medium enterprises</u></p> <p>The Company has not received any interest claim from any client as at Balance Sheet date.</p>		
35)	<p><u>Financial Instrument Face Value</u></p> <p>The face value of All the assets & liabilities of the company are equivalent to their carrying amount largely due to short term maturity of these items. The quoted / unquoted shares are stated at cost price.</p>		

THE FIRST CUSTODIAN FUND (INDIA) LTD.



Note No.	Particulars	For the year ended 31.3.2020	For the year ended 31.3.2019
36)	<p><u>Financial instruments Risk Management</u> The Company has exposure to the following risks from financial instrument</p> <p>Liquidity risk credit risk & Market risk</p> <p>The Management is taking almost care in its day to day dealing so that the risk are minimum.</p> <p>1) Trades payable are payable on demand 2) Borrowings are payable in monthly EMI 3) Other financial liabilities are payable as per due dates</p>		
37)	<p><u>Maturity Analysis</u> All the current Assets / current liabilities are realisable / payable within 12 months. other non-current assets & liabilities are realisable / payable in more than 12 months.</p>		
38)	<p><u>Earning per share</u> Net Profit after tax No. of equity share at the year end face value per share Earning per share</p>	<p>1392442 1500000 10 0.93</p>	<p>2291072 1500000 10 1.53</p>
39)	C. S. R.: The CSR scheme is not applicable to the company		
40)	<p><u>Capital Management</u> : Capital includes equity capital, share premium, other equity reserves attributable to the equity holder of the company. The company monitors capital using gearing ratio capital gearing ratio of company is as follows.</p>		
		March 31, 2020	March 31, 2019
	Equity	1,50,00,000	1,50,00,000
	Other Equity	9,28,75,363	9,14,82,921
	Total Equity (A)	10,78,75,363	10,64,82,921
	Borrowing (B)	21,62,073	35,39,886
	Total Debt & equity (C = A+B)	11,00,37,436	11,00,22,807
	Capital gearing Ratio (B/C)	0.02	0.03

THE FIRST CUSTODIAN FUND (INDIA) LTD.



Note No.	Particulars	For the year ended 31.3.2020	For the year ended 31.3.2019
41)	The figure of the previous years have been regrouped or rearranged wherever necessary.		

AS PER OUR ATTACHED REPORT OF EVEN DATE

**For VIVEK KHANDOR & ASSOCIATES
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF THE BOARD

**(CA. VIVEK KHANDOR)
(Proprietor)
M No: 139388
Firm Reg. No. 133055W
PLACE : MUMBAI
DATE : 30-6-2020**

**DIRECTOR
MANISH BANTHIA
DIN - 00117002**

**DIRECTOR
GIRIRAJ DAMANI
DIN - 00333241**

THE FIRST CUSTODIAN FUND (INDIA) LTD.



CASH FLOW STATEMENT PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT FOR THE YEAR ENDED ON 31ST MARCH 2020

		<u>Rupees</u> <u>2019-20</u>	<u>Rupees</u> <u>2019-20</u>	<u>Rupees</u> <u>2018-19</u>	<u>Rupees</u> <u>2018-19</u>
A)	Cash flow from operating Activities :				
	Net Profit / Loss Before Tax and extraordinary items		1973082		3236464
	Add/(less) Adjustments for :				
	Depreciation	869352		869352	
	Interest Paid	256624		398693	
	Dividend received	(164269)		(206920)	
	Operation Profit before working capital change	961707		1061125	
	Adjustments for decrease in trades receivables	(356733)		6120494	
	Adjustments for increase in trades payable	30944140	31549114	1065629	8247248
	Cash Generated from operation		33522196		11483712
	Less : Interest Paid	(256624)		(398693)	
	Income tax paid	(625833)	(882457)	(796898)	(1195591)
	Cash out flow before Extraordinary items		32639739		10288121
	Extraordinary items		NIL		NIL
	Cash out flow from operating Activities (A)		32639739		10288121
B)	Cash Flow Arising from Investing Activities :				
	Purchase of Fixed Assets	NIL		0	
	Purchase of Investments	(7550593)		(1016488)	
	Sale of Investments	8198665		3495051	
	Dividend received	164269		206920	
	Increase in Loans & Advances given	(2517111)		148509	
	Income from M. Fund				
	Net Cash Utilised/Realised in Investing Activities (B)		(1704770)		2833992
C)	Cash Flow from Financial Activities :				
	Proceeds from issue of Share Capital	NIL		NIL	
	Decrease of long term loans	(1377813)		(1276579)	
	Dividend paid Including Dividend Tax	NIL		NIL	
	Public / right issue expenses	NIL		NIL	
	Net Cash flow in Finance Activities (C)		(1377813)		(1276579)
	Net Change in cash & cash equivalents (A+B+C)		29557156		11845534
	Opening Cash and cash equivalents		69732104		57886570
	Closing Cash and cash equivalents		99289260		69732104

Place : Mumbai

Dated : 30.06.2020

For and on Behalf of the Board

**GIRIRAJ DAMANI
AUDITORS CERTIFICATE**

MANISH BANTHIA

The Board of Directors
The First Custodian Fund (I) Ltd.

We have examined the attached cash flow statement of your company for the year ended 31st March, 2020. The statements has been prepared by the company in accordance with the requirements of listing agreement clause 32 and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of 30/06/2020 to the members of the company

For Vivek Khandor & Associates

Place : Mumbai.
Dated : 30.06.2020

Chartered Accountants
(Vivek Khandor)
Proprietor

Book-Post



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If Undelivered please return to
The First Custodian Fund (India) Ltd.
Surya Mahal, 3rd Floor,
Nagindas Master Road,
Fort, Mumbai - 400 023.

