TOKYO FINANCE LIMITED

ANNUAL REPORT 2019-2020

CIN : L65923DD1994PLC009783

BOARD OF DIRECTORS
Shri Velji L. Shah
Chairman & Managing Director

Shri Haresh V. Shah

Shri Tassadduq A. Khan
(Upto 3rd July, 2020 - due to his demise)

Shri Chimanlal A. Kachhi

Smt. Jagruti Mayurbhai Sanghavi

AUDITORS
Vinodchandra R. Shah & Co.
Chartered Accountants

BANKERS
The Cosmos Co-Op. Bank Ltd.

REGISTERED OFFICE
Plot No.363/1,2,3), Shree Ganesh Industrial Estate, Kachigaum Road,
Daman, Daman & Diu - 396 210 (U.T.)

REGISTRAR AND TRANSFER AGENT
Link Intime India Pvt. Ltd.
(Sharex Dynamic (India) Pvt. Ltd. merged into Link Intime India Pvt. Ltd. w.e.f. 01.9.2020)
C-101, 247 Park, L.B.S Marg
Vikhroli (West)
Mumbai - 400 083

TWENTY SIXTH ANNUAL GENERAL MEETING

Date : 30th December, 2020

Time : 12.00 P.M.

Venue : Through Video Conferencing and other audio/visual means

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NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the shareholders of Tokyo Finance Limited (CIN-L65923DD1994PLC009783) will be held on Wednesday, 30th December, 2020 at 12.00 p.m. through Video Conferencing (VC) or Other Audio Visual Means (OVAM) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the year ended 31st March, 2020 and the Report of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Haresh V. Shah Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appointment Mr. Velji Shah, as a managing Director & Chairman of the Company and to fix his remuneration

To consider and if thought fit, to pass with or without modification, the following Resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provi sions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, consent of the Company be and is hereby accorded for the appointment of Mr. Velji L. Shah (DIN : 00007239) as Managing Director for a period of 5 years w.e.f. 06.02.2021 on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of re-appointment and remuneration so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr.Velji L.Shah, the said appointee inter-alia covering the following basic features:

Functions: Subject to the Employment Agreement, Mr. Velji L. Shah shall be responsible for looking after the day-to-day business and affairs of the company.

Remuneration: Velji L. Shah shall be entitled to monthly remuneration of Rs. 50,000/- w.e.f. February 06, 2020 as decided by the Board from time to time.

RESOLVED FURTHER THAT the above Remuneration to be paid as minimum remuneration to Mr. Velji L. Shah, irrespective of the fact whether the company incurs losses or the profits are inadequate in any financial year during her tenure as Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed to by the Board and Mr. Velji L. Shah but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment thereto or enactments thereof with effect from such date as may be decided by it.

4. **To approve re-appointment of Mrs. Jagruti Mayurbhai Sanghvi (DIN- 07144651) as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014and the applicable provisions of the Securities Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Jagruti Mayurbhai Sanghavi,(DIN:07144651), who was appointed as an Independent Director to hold office as an Indepen dent Director upto the conclusion of this Annual General Meeting and being eligible, be and is hereby re- appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years up to conclusions of the Thirty First Annual General Meeting of the company to be held in the calendar year 2025

RESOLVED FURTHER THAT pursuant to the provisions of Section 149,197 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including and statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Jagruti Mayurbhai Sanghavi be paid such fees and Board may approve from time to time and subject to such limits Prescribedor as may be prescribed from time to time, for attending the meeting of the Board and its Committees."

RESLOVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, Proper or expedient to give effect to this resolution."

5. **To approve and appointment of Mr. Viraj Devang Vora (DIN:08448823) as an Independent Director (Non- Executive) of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT Mr. Viraj Devang Vora (DIN:08448823) who was appointed by the Board as an Additional Director of the Company with effect from 29 September 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article of the Articles of Association of the Company but who is eligible for appointment be and is hereby appointed as Independent Director (Non- Executive) of the Company.

RESOLVED FURTHER THAT that pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 "(SEBI Listing Regulations), as amended from time to time, the appointment of Mr. Viraj Devang Vora (DIN:08448823) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and the regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 29 September 2020 to 28 September 2025."

IMPORTANT NOTES:

1. 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Register of members and the share transfer books of the company will remain closed from 23rd December, 2020 to 30th December, 2020 (both days inclusive).

3. Members are requested to notify the change in address or bank details or to update their e-mail Id. The said information should be submitted to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt Ltd.(Sharex Dynamic (India) Pvt. Ltd.merged into Link Intime India Pvt Ltd w.e.f. 31-08-2020) , C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083. Phone No. 49186270.Website: www.linkintime.co.in email ID: rnt.helpdesk@linkintime.co.in if the shares are held in physical form and to the concerned Depository Participants ('DP'), if the shares are held in electronic form.

4. In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 26th AGM has been uploaded on the website of the Company at www.tokyofinance.in.

5. Members desirous of obtaining any information concerning the accounts of the Company are requested to send their queries to the Company at least seven days before the date of the Meeting. Replies will be provided only at the meeting.

6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

7. Voting through electronic means:

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by The Companies (Management and Administration) Amendment Rules, 2015 & Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is offering remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('remote e-voting') provided by Central Depository Services Limited ('CDSL').

Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chair persons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tokyofinance.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and at www.bseindia.com.The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance w ith applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8 , 2020 and MCA Circular No.17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on Sunday, 27th December, 2020 at 9.00 a.m. (IST) and ends on Tuesday, 29th December, 2020 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. The shareholders should log on to the e-voting website www.evotingindia.com.

iv. Click on "Shareholders" module.

v. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

   OR

   Alternatively, if you are 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.

vi. Next enter the Image Verification as displayed and Click on Login.

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

	For Shareholders 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) * Sharesholders 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) are 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 mentiond in instructions (v)

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolu tions contained in this Notice.

xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xiii. 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.

xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv. 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.

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii. If a 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.

xix. 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 THOSE SHAREHOLDERS 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 shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, please provide Demat account detials (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 SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.Shareholders may access the same at https://www.evotingindia.com under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in share holder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders 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. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info.tokyofinance@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info.tokyofinance@gmail.com. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS 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 shareholders, 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 shareholders 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 be eligible to attend the AGM. How ever, they will not be eligible to vote at the AGM.

xx. Note for Non – Individual Shareholders and Custodians

* Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" 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 mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

* A scanned copy of the Board Resolution and Power o f 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/ 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; info.tokyofinance@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakes 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.

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

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

Information about Mr. Velji L. Shah

Mr. Velji L. Shah is the Chairman of the Company since inception and having a vast industrial experience, majority of which has been spent in companies. He is largely responsible for the efficient operations of the Tokyo Finance Limited and its excellent financial performance. It is also essential for the company to have his continued services for its growth. Mr. Velji L. Shah had rich experience and exposure to business environment. During his entire tenure of association with company he had provided his tremendous support and guidance to the organization and helped in achieving goals and progress of the company.

Mr. Velji L. Shah, will be entitled to remuneration of Rs.50000/- per month. Mr. Velji L. Shah has rich experience in the field of management and other activities ; accordingly the board of directors of the company is in the view that company is in the view that company will achieve outstanding performance with the continues association of Mr. Velji L. Shah.

The Board, in its meeting held on 3rd December, 2020 , has approved the re-appointment of Mr. Velji L.Shah as the managing director of the company for a further period of five years after his current tenure ends on 06th February, 2021. The board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the member of the Company.

The Board recommends the passing of the aforesaid resolution as Ordinary resolution.

None of the directors Key Managerial Personnel of the Company except Mr. Velji L. Shah, and Haresh V. Shah is concerned or interested in the proposed resolution

Item No 4

The member of the Company at the Twenty first Annual General Meeting held on 30th September, 2015 appointed Mrs. Jagruti Mayurbhai Sanghvi,(DIN-07144651) as independent director of the company up to the conclusion of Twenty Sixth Annual General Meeting of the Company to be held in the calendar year 2020 therefor their terms of appointment expires on the date of this Annual General Meeting.

The Board, based on the performance evaluation and as per the recommendations of Nominations and Remuneration Committee, Consider that, given their background, experience and continues contribution made by them during their tenure, the continued association of Mrs. Jagruti Mayur Sanghvi would be beneficial to the company and therefor it is desirable to continue to avail their services as independent Directors fo a second term of 5(five) consecutive years.

Mrs. Jagruti Mayur Sanghvi is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Mrs. Jagruti Mayur Sanghvi that she meet the criteria of independence as prescribed under both SEBI (LODR) Regulations,2015 as well as Section 149 (6) of the Act. In the opinion of the board, Mrs. Jagruti Mayur Sanghvi fulfill the conditions for re-appointment as Independent Director as specified in the Act and and SEBI (LODR) Regulations, 2015.

Your Directors recommend Resolution at Item No.4 as a Special Resolution for approval of the members None of the Directors or Key managerial personnel of the Company other than Mrs. Jagruti Mayur Sanghvi are concerned or interested, financially or otherwise, in the resolution set at Item no 4 to except as disclosed above.

Item No 5

Regularization of Mr. Viraj Devang Vora (DIN:08448823), as an Independent Director (Non –Executive) Mr. Viraj Devang Vora (DIN:08448823), aged 25 years, holds Bachelor's Degree in Business & Administration from NMIMS University. He is a Chartered Financial Analyst with an experience of more than 3 Years in Finance and wealth Management. He is designated partner in Bluefort Financial LLP.

The Nomination & Remuneration Committee considered, approved and recommended to the Board and/or Shareholders (Members), the appointment of Mr. Viraj Devang Vora (DIN:08448823), as an Independent Director (Non-Executive)for a period of five (5) years effective from 29 September 2020.

Subsequently, the Board of Directors at its meeting held on 29 September 2020, considered and approved, Mr. Viraj Devang Vora (DIN:08448823) as an Additional Director [Category – Independent Director] of the Company, to hold the office till the conclusion of the Thirty First Annual General Meeting of the Company.

Except Mr. Viraj Devang Vora, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution in relation to appointment of Mr. Viraj Devang Vora as an Independent Director of the Company, as set out in Item No. 5 for approval of the members by way of an Ordinary Resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT ATTHEANNUAL GENERAL MEETING

In Pursuance to SEBI (Listing Obligation and Disclosure Requirements) Rule, 2015

Particulars	**Mr Haresh Velji Shah**	**Mr. Viraj Devang Vora**	**Mrs. Jagruti Mayur Sanghvi**
Date of Birth	16.08.1974	15.06.1996	06/06/1986
Date of Appointment	01.07.1996	29/09/2020	28/03/2015
Qualifications	Deploma in Plastic Industry	Chartered Financial Analyst	Under Graduate
Expertise in specific functional areas	Plastic Industry	Finance Industry	Social Services
Directorship in other Public Limited Companies	i.Tokyo Plast International Ltd. ii.Tokyo Constructions Limited iii.Tokyo Exim Limited	i.Tokyo Plast International Ltd.	i.Tokyo Plast International Ltd.
Membership of Comittees in Public Limited Companies	CSR Committee of Tokyo Plast International Limited	NIL	i. Audit Committee ii. Stakeholders Relationship Committee. iii.Nomination and Remuneration Committee of Tokyo Plast International Ltd.
Name of Shareholders in the Company	NIL	NIL	NIL

For and On Behalf of Board of Directors

Velji L. Shah
DIN: 00007239
Chairman & Managing Director

Place : Mumbai
Date : 03rd December, 2020

Registered Office :
Plot No.363/1(1,2,3)
Shree Ganesh Industrial Estate
Kachigaum Road
Daman, Daman and Diu - 396210

BOARD REPORT

To,
The members,
Tokyo Finance Limited

Your Directors have pleasure to present their Twenty Sixth Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended on 31st March, 2020.

Financial Results

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

(Rs. In Lakhs)

Particulars	2019-20	2018-19
Revenue from operations	49.23	92.03
Profit for the year before Tax	64.03	118.96
Tax Expenses	16.65	4.67
Net Profit after Tax	47.38	114.29
Surplus carried over to Balance Sheet	47.38	114.29

Review of Operations

The Company recorded a gross turnover of Rs.49.23, decreased from Rs.92.03 lakhs of the previous Financial Year. The Company has stood at net Profit of Rs.47.38 lakhs against of Rs.114.29 lakhs of previous year.

Dividend

No Dividend was declared for the current financial year.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

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

Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Auditors and Auditors' Report

A. Statutory Auditors

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Vinodchandra R Shah & Co, Chartered Accountant, (Firm Registration No. 115394W), were appointed as statutory auditors from the conclusion of the twenty-third Annual General Meeting (AGM) held on September 28, 2017 till the conclusion of the twenty-Eighth AGM of the Company in 2022, subject to the ratification of their appointment at every AGM, if required under law.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

B. Secretarial Auditor

The Board has appointed Mr. Virendra Bhatt, Practicing Company Secretary, (M. No.: 1157) as Secretarial Auditor according to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the financial year 2019-20 is attached herewith as Annexure –1 signed by Ms. I. Javeri, Associate of Mr. Virendra Bhatt.

The Secretarial Audit Report for the financial year ended 31st March, 2020 contains certain qualifications

Clarification provided by the board – It was inadvertently escaped the compliance. The Company will take a note of the same in the future and the management of the Company assure you to comply all the provisions of the applicable law in true spirit in future and is under process of making all the default good.

C. Internal Auditor

Pursuant to Section 138 of the Companies Act 2013, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors. In line with this requirement, the Board of Directors has **appointed M/s P. H. Chincholkar & Co., Chartered Accounts**, as Internal Auditor of the Company for the financial year 2019-20.

He has submitted Internal Audit Report for the financial year 2019-20 to the Board. No major audit observations were observed during the Internal Audit.

Extract of the annual return

The details forming part of the extract of the Annual Return in Form MGT-9 is enclosed herewith as Annexure-2

Conservation of energy, technology absorption and foreign exchange earnings and outgo

Company is not in any activities which entail the energy and technology consumption and there was no Foreign Exchange earnings and outgo in the company during the financial year.

Directors

A. Changes in Directors and Key Managerial Personnel

In accordance with the provisions of the Companies Act, 2013, Mr. Haresh V. Shah, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

During the year, Mrs. Rekha Bagda, a member of Institute of Company Secretaries of India, was appointed as the Company Secretary and Compliance Officer of the Company with effect from February 3rd, 2020.

B. Declaration by an Independent Director(s) and re- appointment

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms & conditions for the appointment of Independent Directors are available on the website of the Company www.tokyofinance.in.

C. Formal Annual Evaluation

Schedule IV to the Companies Act, 2013, mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board has carried out an annual performance evaluation of its own performance, that of its Committees and the Directors individually. None of the independent directors are due for re-appointment.

D. Criteria for performance evaluation of Independent Directors and the Board

a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are satisfactory for the position.

c. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

E. Demise of Director

The Board regretfully report the sad demise of Mr. Tassaddq Ali Khan, Director of the Company after prolonged illness. The Board further express their heartfelt condolences for his untimely death and wishes to put on record their sincere and deep appreciation for his invaluable guidance and contribution from time to time in building up the Company's growth. He was the non-executive Director on the Board.

F. Directors Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

a) In the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same period;

c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) They have prepared the annual accounts on a going concern basis;

e) They have l aid down internal financial controls in the company that are adequate and were operating effectively.

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

G. COVID -19 impact on business outlook

In the last month of FY 19-20, the Covid-19 of the pandemic developed rapidly into a global crisis, forcing government to enforce lock- down of all economic activity. For the Company, the focus immediately shifted to ensuring the health and wellbeing of all the employees, and on minimizing disruption to service of our all customers and clients. Policy Changes related to working from home and IT Infrastructure supports were rolled out overnight to help our employees shift to this new work paradigm. The company's focus on liquidity, supported by a strong balance sheet and acceleration on cost optimization initia tives, would help navigating any near –term challenges in the demand environment.

Meetings

A. Board Meeting

During the year Board of Directors met 6 times to discuss various matters, presence of each directorand there directorship and membership in other public company is provided below:

Name of Directors	Category	Attendance at		No. of Directorships in other Public Companies(1)	No. of Committee positions held in other Public Comapanies(2)	
		Board Meetings	Last AGM (27th Sept, 2019)		As Chairman	As Member
Mr. Velji L.Shah Chairman & Managing Director	Executive, Non-Independent	6	No	3	--	--
Mr. Haresh V. Shah DIN: 00008339	Executive, Non-	6	Yes	3	--	1
Mr. Tassadduq Ali Khan DIN: 00008368	Non-Executive, Independent	6	Yes	1	2	1
Mr. Chimanlal Andarji Kachhi	Non-Executive, Independent	6	Yes	1	1	2
Ms Jagruti Mayurbhai Sanghavi	Non-Executive, Independent	5	No	1	--	2

(1) Excludes directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.

(2) This includes only Chairmanships / Memberships of the Audit Committee and Stakeholders Relationship Committee of all listed and unlisted public limited companies as per Regulation 26 of the SEBI Listing Regulations.

The draft of the minutes prepared by the Company is circulated among the Directors for their comment / suggestion and finally after incorporating their views, final minutes are recorded in the minute’s books. Post meeting, important decisions taken are communicated to the concerned officials and departments for the effective implementation of the same.

B. Independent Directors’ Meeting

As per the requirement of Schedule IV to the Companies Act, 2013, the Independent Directors of the Company met on13th May, 2019, inter alia to:

a. Review the performance of the non - Independent Directors and the Board of Directors as a whole;

b. Review the performance of the Chairperson of the Company; taking into account the views of the Executive Directors.

c. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Committees of Board

Board has three committees to attend various matters provided by the law i.e. Audit Committee Nomination & Remuneration Committee & Stakeholder Relationship Committee. Except Stakeholder Relationship Committee other committees consists entirely of independent directors.

Name of the Committee	Composition of the Committee	Highlights of duties, responsibilities and Activities
Audit Committee	Mr. Tassadduq Ali Khan Chairperson (Viraj D. Vora has been appointed in place of Mr. T.A. Khan Due to his demise on 3rd July, 2020) Mr. Chimanlal Andarji Kachhi Mrs. Jagruti Mayurbhai Sanghavi	• All recommendations made by the audit committee during the year were accepted by the Board. • The Company has adopted the Whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. In accordance with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has formulated policies on related party transactions. The policies, including the Whistleblower Policy, are available on our website, www.tokyofinance.in
Nomination and Remuneration committee	Mr. Tassadduq Ali Khan Chairperson (Viraj D. Vora has been appointed in place of Mr. T.A. Khan Due to his demise on 3rd July, 2020) Mr. Chimanlal Andarji Kachhi Mrs. Jagruti Mayurbhai Sanghavi	• The committee oversees and administers executive compensation, operating under a written policy adopted by our Board of Directors. • The committee has designed and continuously reviews the nomination and remuneration policy for our Directors and senior executives to align both short-term and long-term remuneration with business objectives and to link remuneration with the achievement of measurable performance goals.The nomination and remuneration policy is available on our website atwww.tokyofinance.in.
Stakeholders Relationship Committee	Mr. Chimanlal Andarji Kachhi, Chairperson Mr. Tassadduq Ali Khan (Viraj D. Vora has been appointed in place of Mr. T.A. Khan Due to his demise on 3rd July, 2020) Mr. Haresh V. Shah	• The committee reviews and ensures redressal of investor grievances.

Vigil Mechanism

Your Company has a well-defined “Whistle Blower Policy” and has established Vigil Mechanism to provide for adequate safeguards against victimization and has also made provisions for direct access to the Chairman of Audit Committee in appropriate cases. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.tokyofinance.in

Sexual Harassment of Women at Workplace

The Company has adopted policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints. The Company has not received any complaint under this policy during the year 2019-20.

Corporate Social Responsibility(CSR)

Your company does not fall under the purview of Corporate Social Responsibility during the period under review, but your Company is keen to help the society whenever required.

Related Party Transactions (RPT’s)

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

During the year, the Company has not entered into any transactions with Related Parties which are not in its ordinary course of business or not on an arm’s length basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Act.

Particulars of Loans, Guarantees or Investments

Pursuant to Section 186(11) of the Companies Act, 2013, the provisions of Section 186(4) of the Companies Act, 2013 requiring disclosure in the financial statements of the full particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security is not applicable to a non-banking financial company registered under Chapter III of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities.

Listing with Stock Exchange

Company is listed with Bombay Stock Exchange Ltd. Stock Code of the company is 531644 and ISIN Number for NSDL/CDSL (Dematerialized shares) is INE546D01018. Company confirms that it has paid the Annual Listing Fees for the year 2019-20.

Dematerialization of Shares

86.41% of the company’s paid up Equity Share Capital is in dematerialized form as on 31st March, 2020. The Company’s Registrar is Linkintine india Pvt. Ltd., situated at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083. Phone No. 28515644/ 28515606. Website: www.linkintime.co.in, email ID: rnt.helpdesk@linkintime.co.in

The company has applied for de-listing from Ahmadabad stock exchange, as approved by the shareholder at the Annual general meeting held on 29th September, 2009 and awaiting for confirmation.

Particular of Employees

Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 Read With Rule 5(1) Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The information required pursuant to Section 197(12) of the Companies Act, 2013 read with rules made there under, as amended from time to time

The median remuneration of employees was Rs. 1645100/- in financial year 2019-20. There was 5.30% increase in MRE in financial year 2019-20.

Number of permanent employees on the rolls of Company was 8 employees as on. 31.03.2020.

There was no change in aggregate remuneration of the non-managerial employees as well as remuneration to any of Whole Time Director or Managing Director during the year 2019-20.

B. Information as per Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:

Velji L. Shah, Hiteshree Fichadia, Charmi Dedhia, Rekha Bagda, Nisha Chetan Shah, Satynarayan C Maurya, Amay Subhash Kochare, Kalpana Anant Ghate,

No employees during the financial year were covered under the provisions of Rule 5(2) (i), (ii) & (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Business Risk Management

The main identified risks at the Company are commercial risks, legal & regulatory risk. Your Company has established a comprehensive risk management policy to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk management strategy as approved by the board of directors is implemented by the company management.

Acknowledgement

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers. Your Directors are thankful to the shareholders for their continued support and confidence.

For and on Behalf of the Board of Directors

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Place : Mumbai
Date : 03rd December, 2020

ANNEXURE TO BOARD'S REPORT

ANNEXURE-I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

To,
The Members,
Tokyo Finance Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Tokyo Finance Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's statutory registers, minute books, forms and returns filed with the Registrar of Companies ("ROC"), soft copy of the various records sent over mail by the Company and other relevant records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 prima facie complied with the statutory provisions listed hereunder:

I have examined the statutory registers, minute books, forms and returns filed with the ROC and other relevant records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under - Not Applicable to the Company during the Audit period;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent to Foreign Direct Investment , Overseas Direct Investment - Not Applicable to the Company during the Audit period;

(v) The following Regulations and Guidelines prescribed under 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;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2020:-

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

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

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

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

e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

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

iv) The management has identified and confirm the other laws as specifically applicable to the Company and as informed by the Company, the Company has proper system to comply with the provisions of the respective Acts, rules and Regulations;

I have also examined compliance with the applicable provisions of the following and I am of the opinion that the Company has prima facie complied with applicable provisions:

(a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;

(b) The Listing agreements entered into by the Company with Stock Exchange read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, I am of opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except:

(i) The Company has delayed in filing of the Outcome of all the Board Meetings held for approval of the financial results under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) The Company has approved and adopted the policies under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended effective from 01st April, 2019 but the Company is yet to intimate to the Stock Exchange.

(iii) The Company has delayed in filing half yearly disclosure on Related Party Transactions under Regulation 23 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31st March, 2019.

(iv) The Company has delayed in filing of disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resignation of the Company Secretary and Compliance Officer.

(v) The Company has delayed in filing of voting results of the Annual General Meeting under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in XBRL mode.

(vi) Pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall have to maintain a functional website containing the information as prescribed but the website of the Company was not in working conditions.

(vii) The Registrar of Companies, Goa issued Show Cause Notice dated 17th January, 2019 under sub - section (5) of the Section 203 of the Companies Act, 2013 for non-appointment of the Company Secretary in the Company and the Company vide letter dated 04th February, 2019 has submitted it's reply.

Thereafter, the Registrar of Companies, Goa has given an opportunity for personal hearing and representative of the Company appeared before the Registrar of Companies, Goa. The Registrar of Companies, Goa vide its order dated 18th April, 2019 imposed penalty of Rs. 5,00,000/- on the Company and Rs. 1,67,000/- on the Managing Director of the Company.

The Company has filed an application for adjudication of penalties with the Regional Director and application was pending disposal as on 31st March, 2020.

(viii) BSE Limited issued notice dated 12th February, 2019 to the Company in respect of non-compliance with requirement to appoint a qualified Company Secretary as the Compliance Officer and penalty was imposed but as on 31st March, 2020 the Company has not paid the same.

I further report that:

1. *Being a Non-Banking Financial Company it has invested and lent more than 25.00% of its owned funds to the group Companies.*
2. *The Company has a ccepted cheque of Rs. 1,00,000/- for re-appointment of a director retiring by rotation and the Company has not deposited the same in the bank account.*
3. I have not examined the books of accounts, Audited Financial Statement, Financial Books & related Financial Acts like Income Tax, Sales Tax, Value Added tax, Goods and Service Tax Act, ESIC, External Commercial Borrowings as well as certain statutory dues as Provident fund, TDS, and interest on other statutory dues, related party transactions etc. I rely on observations & qualifications if any made by statutory auditors of the Company in his report.
4. The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non - Executive Directors and Independent Directors. During the period under review, no changes took place in the constitution of the Board of Directors.
5. As per the information provided, prima facie 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.
6. I observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were carried out unanimously.
7. There are prima facie systems in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines but needs to further improvement.
8. The Company has total five Directors on the Board as on 31st March, 2020.
9. The Independent Directors (Mr. Chimanlal Kutchhi and Ms. Jagruti Sanghavi) of the Company are yet to register on Independent Director's Databank portal.
10. The Statutory Auditors have stated the following in their report in respect of the transactions with the related party :

    In respect of entity in which the related parties has significant influence (i.e. Tokyo Constructions Limited), no interest is due for the current year on account of the adjustment of excess interest charged in earlier years as a result of compound instead of simple interest.

10\. The management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers / files required by the concerned authorities and internal control of the concerned department.

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

i. Public / Right / Sweat Equity, Debentures etc.;
ii. Issue of equity shares under Employee Stock Option Scheme;
iii. Buy-back of securities;
iv. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs;
v. Foreign Technical Collaborations;
vi. Change of name pursuant to the Scheme of De-merger.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.

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

3. Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.

4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.

5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations and Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

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

7. Due to COVID-19 and continued lockdown, I am unable to verify the partial in formation physically, therefore I rely on the information provided by the Company in electronic mode.

Place: Mumbai
Date: 03rd December, 2020

UDIN: A002209B001390244

Ms. I. Javeri
ACS No.: 2209
COP No.: 7245

ANNEXURE - 2

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2020

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

I. REGISTRATION AND OTHER DETAILS

1	CIN	L65923DD1994PLC009783
2	Registration Date	22//11/1994
3	Name of the Company	Tokyo Finance Limited
4	Category/Sub-category of the Company	Public Company/Company having Share
5	Address of the Registered office & contact details	363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigam Road, Daman, Daman and Diu - 396210
6	Whether listed company	Yes (Listed in BSE)
7	Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083

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 :

Name and Description of main Products / Services	NIC Code of the Products / Services	% of total turnover of the Company
Non Banking Financial Activity	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held
--	--	--	--	--

IV. SHAREHOLDING PATTERN

(i) (EQUITY SHARE CAPITAL BREAK UP AS % TO TOTAL EQUITY)

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2019				No. of Shares held at the end of the year 31/03/2020				% Change during the year
	Demat	Physical	Total	% of Total Shares of Company	Demat	Physical	Total	% of Total Shares of Company	
A. PROMOTER'S									
(1). INDIAN									
(a). individual	3235638	-	3235638	46.42	3582658	-	3582658	51.40	4.98
(b). Central	-	-	-	-	-	-	-	-	-
(c). State	-	-	-	-	-	-	-	-	-
(d). Bodies Corpp.				0.00		-		-	0.00
(e). FIINS / BANKS.	-	-	-	-	-	-	-	-	-
(f). Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)	3235638	-	3235638	46.42	3582658		3582658	51.40	4.98
(2). FOREIGN									
(a). Individual NRI / For Ind	-	-	-	-	-	-	-	-	-
(b). Other Individual	-	-	-	-	-	-	-	-	-
(c). Bodies Corporates	-	-	-	-	-	-	-	-	-
(d). Banks / FII	-	-	-	-	-	-	-	-	-
(e). Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(f). Any Other Specify	-	-	-	-	-	-	-	-	-
Sub-total (A)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3235638	-	3235638	46.42	3582658	-	3582658	51.40	4.98

(B) (1). PUBLIC SHAREHOLDING

(a). Mutual	-	-	-	-	-	-	-	-	-
(b). Banks / FI	-	-	-	-	-	-	-	-	-
(c). Central	-	-	-	-	-	-	-	-	-
(d). State Govt.	-	-	-	-	-	-	-	-	-
(e). Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f). Insurance Companies	-	-	-	-	-	-	-	-	-
(g). FIIs	-	-	-	-	-	-	-	-	-
(h). Foreign Venture Capital	-	-	-	-	-	-	-	-	-
(i). Others	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
(a). BODIES CORP.									
(i). Indian	88293	13700	101993	1.46	77229	13700	90929	1.31	-0.16
(ii). Overseas	-	-	-	-	-	-	-	-	-
(b). Individuals									
(i) Individual shareholders holding nominal share capital	641662	812100	1453762	20.86	611672	762900	1374572	19.72	-1.14
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1944332	180800	2175232	31.21	1749429	168800	1918229	27.52	-3.69
(c). Other (specify)									
Non Resident Indians	600	1800	2400	0.03	912	1800	2712	0.03	0.01
Overseas Corporate	-	-	-	-	-	-	-	-	-
Foreign	-	-	-	-	-	-	-	-	-
Clearing Members	1075	-	1075	0.015	1000	-	1000	0.014	-0.001
Trusts	-	-	-	-	-	-	-	-	-
Foreign Boodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	2726062	1008400	3734462	53.58	2440242	947200	3387442	48.60	-4.98
Total Public Shareholding (B)=(B)(1)+	2726062	1008400	3734462	58.58	2440242	947200	3387442	48.60	-4.98
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5961700	1008400	6970100	100.00	6022900	947200	6970100	100.00	-

(ii) Share Holding of Promoters

Name of the shareholder	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year		% of change during the year
	Total number of shares	% of Total Shares	Total number of shares	% of Total Shares	
Priyaj Haresh Shah	1240390	17.80	1524570	21.87	4.077
Dharmil Haresh Shah	1269489	18.21	1317329	18.90	0.687
Pushpa Pravin Shah	308150.00	4.42	308150	4.42	-
Priti Haresh Shah	249168.00	3.58	264168	3.79	0.215
Bharat Malsi Shah	71045.00	1.02	71045	1.02	-
Heena Bharat Shah	65296.00	0.94	65296	0.94	
Kamlesh Motilal Khirani	19600.00	0.28	19600	0.28	-
Pravin Malsi Shah	12500.00	0.18	12500	0.18	-
Total	3235638	46.42	3582658	51.40	-

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

Sr. No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			
		No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/Decreasing in shareholding	Reason	No.Of shares	% of total Shares of the company
1	Priyaj Haresh Shah	1240390	17.796	01-04-2019				
				05-04-2019	27000	Buy	1267390	18.183
				24-05-2019	237250	Buy	1504640	21.587
				31-05-2019	10800	Buy	1515440	21.742
				07-06-2019	6930	Buy	1522370	21.841
				14-06-2019	100	Buy	1522470	21.843
				21-06-2019	1900	Buy	1524370	21.851
				29-06-2019	200	Buy	1524570	21.853
	-Closing Balance			31-03-2020			1524570	21.873
2	Dharmil Haresh Shah	1269489	18.213	01-04-2019				
				29-06-2019	40	Buy	1269529	18.197
				26-07-2019	15400	Buy	1284929	18.435
				02-08-2019	32400	Buy	1317329	18.9
	-Closing Balance			31-03-2020			1317329	18.9
3	Priti Haresh Shah							
		249168	3.575	01-04-2019				
				05-04-2019	15000	Buy	264168	3.79
				31-03-2020			264168	3.79

Name of the Share Holder	No. of Shares at the beginning		Cumulative Shareholding during the year		No. of Shares at the End of the year	
	No. of shares	% of total shares of the Company	No. of shares	Reason	No. of shares	% of total shares of the Company
Manilal Bachu Gada	212106.00	3.043	No Change	No Change	212106.00	3.043
			-15000.00	Sale	197106.00	2.828
			147400.00	Buy	344506.00	4.943
Bhavana Keshavaji Gada	341227	4.90	No Change	No Change	341227	4.90
Keshavji Bhachu Gada	340567	4.89	No Change	No Change	340567	4.89
Taraben Pravin Chhadva	235676	3.381	-23000	Sale	212676	3.051
Priyanka Pravin Shah	20500	0.294	86652	Buy	107152	1.537
Shree Adeshwar Securities Private Limited	66100	0.95	No Change	No Change	66100	0.95
Ranjeet S Shah	64700	0.93	No Change	No Change	64700	0.93
Sangeetha S	0	0.00	57400	Buy	57400	0.82
Champaklal Chaganlal Shah	49600	0.71	No Change	No Change	49600	0.71
Atul Jayantilal Shah	36100	0.52	No Change	No Change	36100	0.52

(v) Shareholding of Directors and Key Managerial Personnel

Name of the Shareholder	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of shares	% of total shares	No. of shares	% of total shares
Velji Lakhadir Shah	Nil	Nil	Nil	Nil
Haresh V. Shah	Nil	Nil	Nil	Nil
Tassadduq Ali Khan	Nil	Nil	Nil	Nil
Chimanlal Andrjibhai Kachhi	Nil	Nil	Nil	Nil
Jagruti Mayurbhai Sanghavi	Nil	Nil	Nil	Nil
Rekha Bagda	Nil	Nil	Nil	Nil

V. INDEBTEDNESS

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

(Rs. In Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	0.00	--	0.00
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	391.49	--	391.49
Total (i+ii+iii)	--	391.49	--	391.49
Change in Indebtedness during the financial year				
• Addition	--	--	--	--
• Reduction	--	391.49	--	391.49
Net Change	--	391.49	--	391.49
Indebtedness at the end of the financial year				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	NIL	--	NIL
Total (i+ii+iii)	--	NIL	--	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lacs)

Particulars of Remuneration	Name of	Total Amount
	Velji L. Shah	
Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961	6.00	6.00
Stock Option	--	--
Sweat Equity	--	--
Commission -as % of profit - others, specify...	--	--
Others, please specify	--	--
Total (A)	6.00	6.00

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B) Remuneration to other Directors : None

C). Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD :

(Rs. In Lacs)

Particulars of Remuneration	Key Managerial Personnel Ms. Priyanka Barona (From 28.02.2019 to 24/10/2019)	Key Managerial Personnel Ms. Rekha Bagda (From 03.02.2020)	Total Amount
Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1.67	0.47	2.50
Stock Option	--	--	--
Sweat Equity	--	--	--
Commission -as % of profit - others, specify...	--	--	--
Others, please specify	--	--	--
Total (A)	1.67	0.47	2.50

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any
A.Company					
Penalty	Sec 203	Under section 203(5) of the act for non appointment of Company Secretary for 117days	The amount of penalty impose on Company 500000/- (for 117 days)	Adjudicating Officer	Appeal made against this order filed before Regional Director (WR), Ministry of Corporate Affairs, 100, Marine Drive, Everest Building Mumbai - 400002 in Form ADJ
Punishment					
Compounding					
B. Directrors :- On Shri Velji L.Shah (Managing Director)					
Penalty	Sec 203	Under section 203(5) of the act for non appointment of Company Secretary for 117days	The amount of penalty impose on Managing Director Rs.50000/- plus+117x Rs. 1000 = 1,17,000/-	Adjudicating Officer	Appeal made against this order filed before Regional Director (WR), Ministry of Corporate Affairs, 100, Marine Drive, Everest Building Mumbai - 400002 in Form ADJ
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

ANNEXURE-3

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

STRUCTURE AND DEVELOPMENTS, OPPORTUNITIES AND THREATS, PERFORMANCE, OUTLOOK, RISKS AND CONCERNS:

The world economy witnessed a mixed Calendar Year (CY) 2019. The global real Gross Domestic Product (GDP) growth in CY 2019 was 2.9% compared with 3.6% in CY 2018, reflecting slow growth in both emerging markets and advanced economies. Higher reciprocal tariffs and an uncertain macro environment led to a broad-based slowdown in manufacturing and global trade. Concerns about future global growth and mixed macro environment led to accommodative monetary policies by global central banks (Source: International Monetary Fund (IMF)

The global economy started CY 2020 on a strong note with the US-China trade conflicts reaching phase one agreement and the uncertainty around Brexit fading. However, the outbreak of the COVID-19 pandemic, originating from China and spreading across the world, prompted most major countries to impose a lockdown to break the chain of transmission. The containment measures severely impacted economic activities worldwide

Indian Economy In 2019, India became a US$ 2.7 Trillion economy, having added one Trillion US dollars in the last five years. The recent Economic Survey of the present government outlined the blueprint to achieve the vision of making India a US$ 5 Trillion economy by 2024-25.

Following the path, India’s rank in the World Bank’s Ease of Doing Business 2020 has consistently improved over last three years and stands at 63, among 190 countries, making it the one of world’s top 10 most improved countries for the third consecutive time. Further, the government has set a target to invest worth `111 Trillion over 2020-2026 under National Infrastructure Pipeline (NIP). NIP is likely to help provide quality and adequate infrastructure across the nation and boost economic growth. The Reserve Bank of India (RBI) has undertaken a number of measures to ensure sufficient liquidity in the system since the beginning of FY 2019-20.

The policy rate (repo rate) has been cut from 6.25% in the beginning of year to 4% now in ongoing fiscal so far. We also note this time transmission of rate cuts

Covid 19 Outbreak

There has been a major impact on the liquidity position and asset quality of the NBFC Sector. Just before the outbreak. The RBI took various measures to contemplate the NBFC especially after the default by lending infrastructure Finance Company. The Industry was hoping to be at improved liquidity levels during FY20.

Unfortunately, NBFC have been bearing the brunt of the pandemic which would absolutely last longer than expected. The immediate lockdown imposed by the government has severely impacted the incomes of borrowers further affecting the revenue streams due to drop in transaction and loan repayments

The Central bank took measures like provide 3month moratorium for the banks and NBFCs which the NBFCs have likely offered to their borrowers. According to rating agency report " the immediate implication for NBFCs is the lack of clarity on their debt servicing ability in the near term. "With collections coming to a standstill.the primary cash flows of the NBFC have been completely disrupted."

Post the lifting of the nationwide lockdown. the NBFCs would clearly have cash flow and operational issues during the second half of FY- 21. The Sector need to be well versed with their contingency plan which can be implemented post the business restart and the economy will definitely bounce back and would rise above the crises.

Indian Accounting Standards (Ind AS):

The Ministry of Corporate Affairs (MCA), based on its notification inthe Official Gazette vide Notification G.S.R. 111(E) and G.S.R. 365(E)dated February 16, 2015 and March 30, 2016 respectively, notified theIndian Accounting Standards (Ind AS) applicable to certain class ofcompanies. Ind AS has replaced the Indian GAAP prescribed undersection 133 of the Companies Act, 2013 read with Rule 7 of theCompanies (Accounts) Rules, 2014. These notifications are applicable to our company effective April 1, 2019.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate Internal Control System commensurate with its size and nature of business. All transactions are properly authorized, recorded and reported to the management. The internal control systems are designed to ensure that the financial statements are prepared based on reliable information. The Internal Audit is continuously conducted by in house Internal Audit department of the Company and Internal Audit Reports are reviewed by the Audit Committee of the Board periodically.

SEGMENT WISE PERFORMANCE:

The Company is operating in a single segment. Hence, no separate segment wise information is given.

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company recognizes human resources as a key component for facilitating organizational growth and shareholder value creation. Various initiatives have been taken to strengthen human resources of the Company. Relation with the employees and workers were cordial. Your Company is dedicated to partnering with employees and strengthening its talent pool by providing them with growth and career enhancement opportunities.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

REPORT ON CORPORATE GOVERNANCE

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Tokyo Finance it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory for the time being for 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.

Since our Company falls in the ambit of aforesaid exemption, compliance with the certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory for our Company. Consequently our Company is not required to provide separate section on Corporate Governance.

However, our Company has complied with all the disclosures and requirements which are applicable under all the rules, regulations for the time being in force.

Affirmation of Compliance with Code of Conduct

Pursuant to the requirements of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has received affirmations on compliance with Code of Conduct of the Company for the financial year ended 31st March, 2020 from all the Board Members and the Senior Management Personnel.

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Place: Mumbai
Date: 03rd December, 2020

MD CERTIFICATION

I, Velji L. Shah, Chairman and Managing Director of Tokyo Finance Limited, certify that:

A. I have reviewed the financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the company's code of Conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

D. I have indicated to the auditors and the Audit Committee that there are:

(i) No significant changes in internal control over financial reporting during theyear;

(ii) No significant changes in accounting policies during the year and

(iii) No instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Place: Mumbai
Date: 03rd December, 2020

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Certificate of Non-Disqualification of Directors

Pursuant to regulation 15 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 complaince with the certain provisions of SEBI ((Listing Obligations and Disclosure Requirements) is not mandatory/Not applicable for the time being for Companies having paid up equity share capital not exceeding Rs.10 Crores and Network not exceeding Rs.25 Crores, as on the last day of the previous finanjcial year.

INDEPENDENT AUDITOR'S REPORT

To the Members of
Tokyo Finance Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Tokyo Finance Limited ("the Company"), which comprise the Balance Sheet as at31 March 2020, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, its profit and its cash flows for the year ended on that date.
Basis for Opinion

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

Key Audit Matters

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

Key Audit Matters	Auditor's Response
Accuracy in classification of assets related to financing activities as performing and non-performing assets, income recognition, provisioning, write off thereof and completeness of disclosure including compliance in accordance with the applicable extant guidelines issued by Reserve Bank of India (RBI).	We have assessed the systems and processes laid down by the company to appropriately identify and classify the assets relating financing activities to ensure correct classification as performing and non-performing, income recognition and provisioning or write off as per applicable RBI guidelines. The audit approach included testing the existence and effectiveness of the control environment laid down by the management and conducting of detailed substantive verification on selected samples of continuing and new transactions in accordance with the principles laid down in the Standards on Auditing and other guidance issued by Institute of Chartered Accountants of India. We have also reviewed the reports generated from management information systems and secretarial auditors. The impact of all significant external and internal events including those if any, subsequent to balance sheet date have been taken into consideration for the above purposes. Compliance with material disclosure requirements prescribed by RBI guidelines and other statutory requirements have been verified.

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

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

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

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

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

Responsibilities of Management for Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

* Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

* Obtain an understanding of internal c ontrol relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
* Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
* Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
* Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
   d) In our opinion, the aforesaid financial statements comply with the 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 year 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 B”; and
   g) With respect to the other matters to be included in the Auditor’ s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company does not have any pending litigations which would impact its financial position;
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

3. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

ForVinodchandra R Shah & Co
Chartered Accountants
Firm’s Registration No. 115394W

Gaurav Parekh
Partner
Membership No. 140694

Place: Navi Mumbai
Date: 03rd December, 2020

ANNEXUREATOINDEPENDENT AUDITOR'SREPORT

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

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

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of immovable properties are held in the name of the Company.

(ii) The Company is a non banking finance company, primarily giving loans and advances. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.

(iii) The Company has granted loans to one party covered in the register maintained under Section 189 of Companies Act, 2013 ('the Act').

(a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the party listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.

(b) There is no stipulation of schedule of repayment of principal and payment of interest and hence we are unable to make specific comment on the regularity of repayment of principal & payment of interest, in such case

(c) There are no stipulations made regarding receipt of principal and interest amount, so we are unable to comment on the amount overdue.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and providing guarantees & securities as applicable.

(v) The Company has not accepted any deposits from the public.

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

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Wealth Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to company have generally been regularly deposited during the year by the Company with the appropriate authorities.

(b) According t o the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Wealth Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to the company, were in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us, there is no amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs duty and Excise duty which have not been deposited on account of any disputes

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

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable

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

(xi) According to the information and explanations given to us managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule 5 to the Companies Act, 2013.

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

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

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

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

(xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act 1934 and has obtained the required registration.

Chartered Accountants
Firm's Registration No. 115394W

Gauav Parekh
Partner
Membership No. 140694

Place : Navi Mumbai
Date :03 December, 2020

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

(Referred to in our Report of even date)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Tokyo Finance Limited ('the Company') 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over f inancial 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 were established and maintained and if such controls operated effectively in all material respects.

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

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

ForVinodchandra R Shah & Co
Chartered Accountants
Firm's Registration No. 115394W

Gauav Parekh
Partner
Membership No. 140694

Place : Navi Mumbai
Date : 3rd December,2020

BALANCE SHEET AS AT 31 MARCH 2020

(Amount in Rs.)

	Particulars	Note	As at 31-Mar-2020	As at 31-Mar-2019
A.	**ASSETS**			
1)	**Financial Assets**			
	Cash and cash equivalents	4	**538,834**	194,780
	Bank Balance other than above		**-**	-
	Loans	5	**137,894,468**	170,855,300
	Investments	6	**-**	-
	Total Financial Assets (A1)		**138,433,302**	171,050,080
2)	**Non-Financial Assets**			
	Current tax assets (Net)	13	**2,369,478**	2,263,238
	Property, Plant and Equipment	7	**2,451,674**	2,520,742
	Other non-financial assets	8	**31,708**	44,550
	Total Non-Financial Assets (A2)		**4,852,860**	4,828,530
	Total Assets (A1+A2)		**143,286,162**	175,878,609
	LIABILITIES AND EQUITY			
B.	**LIABILITIES**			
1)	**Financial Liabilities**			
	Payables			
	(I) Trade Payables			
	(i) total outstanding dues of micro enterprises & small enterprises	9	**-**	-
	(ii) total outstanding dues of creditors other than micro enterprises & small enterprises	9	**87,307**	20,841
	(II) Other Payables			
	(i) total outstanding dues of micro enterprises & small enterprises	10	**-**	-
	(ii) total outstanding dues of creditors other than micro enterprises & small enterprises	10	**-**	-
	Borrowings (Other Than Debt Securities)	11	**-**	-
	Other financial Liabilites	12	**740,228**	39,491,455
	Total Financial Liabilities (B1)		**827,535**	39,512,296
2)	**Non Financial Liabilities**			
	Current tax liabilities (Net)	13	**1,297,068**	-
	Provisions	14	**1,060,357**	1,010,310
	Other non-financial Liabilites	15	**7,709,550**	7,693,817
	Total Non-Financial Liabilities (B2)		**10,066,975**	8,704,127
	Total Liabilities (B3=B1+B2)		**10,894,510**	48,216,423
C.	**EQUITY**			
	Equity Share Capital	16	**69,425,500**	69,425,500
	Other Equity	17	**62,966,152**	58,236,686
	Total Equity (C1)		**132,391,652**	127,662,186
	Total Equity and Liabilities (B3+C1)		**143,286,162**	175,878,609

The accompanying notes (1-37) form an integral part of the financial statements

As per our report of even date

For Vinodchandra R Shah & Co.
Chartered Accountants
Firm Registration No.115394W

Uday Shah
Partner
Membership No. 035626

Place: Mumbai
Date: 13 August, 2020

For and Behalf of Board

Velji L. Shah (Chairman and M.D., DIN: 7239)

Haresh V. Shah (Director, DIN: 8339)

Kalpana Ghate (C.F.O.)

Rekha Bagda (C.S. and Compliance Officer)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

(Amount in Rs.)

	Particulars	Note	2019-20	2018-19
I.	**REVENUE FROM OPERATIONS**			
	Interest Income	18	**4,923,132**	9,203,296
	Total Revenue from Operations (I)		**4,923,132**	9,203,296
II.	**OTHER INCOME (II)**	19	**6,050,000**	22,145,900
III.	**TOTAL INCOME (III = I+II)**		**10,973,132**	**31,349,196**
IV.	**EXPENSES**			
	Finance Costs	20	**3,005**	2,587,145
	Employees Benefits Expenses	21	**2,697,564**	2,862,497
	Depreciation and Amortisation Expenses	22	**69,068**	69,068
	Other Expenditure	23	**1,799,909**	13,935,480
	Total Expenses (IV)		**4,569,546**	19,454,189
V.	**NET PROFIT/ (LOSS) BEFORE TAX (V = III -IV)**		**6,403,586**	11,895,007
VI.	**TAX EXPENSES**			
	Current tax	24	**1,664,960**	466,980
	Deferred tax charge / (credit)	24	**-**	-
	Total Tax Expense (VI)		**1,664,960**	466,980
VII.	**PROFIT/(LOSS) FOR THE YEAR (VII = V-VI)**		**4,738,626**	11,428,027
VIII.	**OTHER COMPREHENSIVE INCOME**			
	A (i) Items that will not be reclassified to profit or loss			
	- Remeasurements of post-employment benefit obligations		**(13,795)**	126,563
	(ii) Income Tax relating to items that will not be reclassified to profit or loss		**4,635**	(33,020)
	Total (VIII-A)		**(9,160)**	93,543
	B (i) Items that will be reclassified to profit or loss		**-**	-
	(ii) Income Tax relating to items that will be reclassified to profit or loss		**-**	-
	Total (VIII-B)		**-**	-
	Other Comprehensive Income for the Year (VIII = VIII-A + VIIIB)		**(9,160)**	93,543
IX.	**TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX = VII+VIII)**		**4,729,466**	11,521,570
	Earnings per equity share			
	Basic	27	**0.68**	(5.35)
	Diluted		**0.68**	(5.35)

The accompanying notes (1-37) form an integral part of the financial statements

As per our report of even date

For Vinodchandra R Shah & Co.
Chartered Accountants
Firm Registration No.115394W

Uday Shah
Partner
Membership No. 035626

Place: Mumbai
Date: 13 August, 2020

For and Behalf of Board

Velji L. Shah (Chairman and M.D.,DIN:7239)

Haresh V. Shah (Director, DIN: 8339)

Kalpana Ghate (C.F.O.)

Rekha Bagda (C.S. and Compliance Officer)

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

EQUITY SHARE CAPITAL

(Amount in Rs.)

	As at 31-Mar-2020	As at 31-Mar-2019
Balance at the beginning	**69,425,500**	69,425,500
Changes in equity share capital	**-**	-
Balance at the end	**69,425,500**	69,425,500

OTHER EQUITY

(Amount in Rs.)

Particulars	Reserves and Surplus		Total
	Statutory Reserve	Retained Earnings *	
Balance as at 31 March 2018	-	46,715,117	46,715,117
Transfer to/from retained earnings	-	-	-
Profit for the year	-	11,428,027	11,428,027
Other Comprehensive Income for the year	-	93,543	93,543
Balance as at 31 March 2019	-	58,236,686	58,236,686
Transfer to/from retained earnings	15,606,860	(15,606,860)	-
Profit for the year	-	4,738,626	4,738,626
Other Comprehensive Income for the year	-	(9,160)	(9,160)
Balance as at 31 March 2020	15,606,860	47,359,292	62,966,152

* including remeasurement of net defined benefit plans

The accompanying notes (1-37) form an integral part of the financial statements

As per our report of even date
For Vinodchandra R Shah & Co.
Chartered Accountants
Firm Registration No.115394W

Uday Shah
Partner
Membership No. 035626

Place: Mumbai
Date: 13 August, 2020

For and Behalf of Board

Velji L. Shah (Chairman and M.D., DIN: 7239)

Haresh V. Shah (Director, DIN: 8339)

Kalpana Ghate (C.F.O.)

Rekha Bagda (C.S. and Compliance Officer)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

(Amount in Rs.)

	Particulars	2019-20	2018-19
A.	**CASH FLOW FROM OPERATING ACTIVITIES :**		
	Net Profit before tax	**6,403,586**	11,895,007
	Adjustments for :		
	Depreciation and Amortisation expenses	**69,068**	69,068
	Provision no longer required	**(6,050,000)**	(6,900,000)
	Impairment loss allowances	**-**	(9,469,342)
	Profit on sale of investments	**-**	(15,245,900)
	Finance Cost	**3,005**	2,583,848
	Operating Profit before Working Capital changes	**425,659**	(17,067,319)
	Adjustments for :		
	(Increase)/decrease in Loans	**38,647,575**	55,150,444
	(Increase)/decrease in Other non Financial Assets	**12,842**	(6,250)
	Increase/(decrease) in Payables	**66,466**	16,790
	Increase/(decrease) in Other Financial Liability	**397,628**	(2,624,248)
	Increase/(decrease) in Other non - Financial liabilities	**15,733**	(455,734)
	Increase/(decrease) in Provisions	**36,252**	193,187
	Cash from/(used in) Operating Activities	**39,602,155**	35,206,870
	Direct Taxes paid	**(106,240)**	-
	NET CASH FROM OPERATING ACTIVITIES (A)	**39,495,915**	35,206,870
	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Property, Plant and Equipment	**-**	-
	Return of Capital Advance	**-**	12,500,000
	Receipts from sale of Investments	**-**	21,951,200
	NET CASH USED IN INVESTING ACTIVITIES (B)	**-**	34,451,200
	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from / (Payments towards) Borrowings (Net)	**-**	(69,790,466)
	Finance Cost Paid	**(39,151,860)**	(24,892)
	NET CASH USED IN FINANCING ACTIVITIES (C)	**(39,151,860)**	(69,815,358)
	Net Increase/ (Decrease) in Cash And Cash Equivalents (A) + (B) + (C)	**344,054**	(157,288)
	Cash and Cash Equivalents (Opening)	**194,780**	352,068
	Cash and Cash Equivalents (Closing)	**538,834**	194,780

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows. The above statement of Cash Flows should be read in conjunction with the accompanying

The accompanying notes (1-36) form an integral part of the financial statements

As per our report of even date attached

For Vinodchandra R Shah & Co.
Chartered Accountants
Firm Registration No.115394W

Uday Shah
Partner
Membership No.

Place: Mumbai
Date: 13 August, 2020

For and Behalf of Board

Velji L. Shah (Chairman and M.D., DIN: 7239)

Haresh V. Shah (Director, DIN: 8339)

Kalpana Ghate (C.F.O.)

Rekha Bagda (C.S. and Compliance Officer)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1 CORPORATE INFORMATION:

The Tokyo Finance Limited ('The Company') was incorporated on 22nd November , 1994 under the provisions of the Companies Act 1956.The Company is having registered office at 363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigam Road, Daman- 396 210 (U.T.) and engaged in the business of Non- Banking Finance.

2 SIGNIFICANT ACCOUNTING POLICIES:

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements were approved for issue by Board of Directors on August 13, 2020.

2.1) Basis of Preparation:

i. Compliance with IND AS :

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the act.

These financial statements for the year ended March 31, 2020 are the first financials with comparatives prepared under Ind AS. For all periods upto and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with the generally accepted accounting principles (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India immediately before adopting Ind AS.

The date of transition to Ind AS is April 1, 2018. Refer Note 36 for the first time adoption exemptions availed by the

Reconciliations and explanations for the effect of the transition from Previous GAAP to Ind AS on the Company's Balance Sheet, Statement of Profit and Loss and Statement of Cash Flows are provided in Note 36

ii. Historical cost convention :

The financial statements have been prepared under the historical cost convention using the accrual method of accounting basis, except for certain financial instruments and defined benifit plan asset/liabilities that are measured at fair values at the end of each reporting period as explained in the significant accounting polices below.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

2.2) Segment Reporting :

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Finance Director of the Company. The Company has identified activity of providing finance as its only primary reportable segment.

2.3) Foreign currency transactions :

i. Functional and presentation currencies :

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian currency (INR), which is the Company's functional and presentation currency.

ii. Transactions and balances :

Foreign currency transactions are translated into the functional currency at the exchange rates on the date of transaction. Foreign exchange gains and losses resulting from settlement of such transactions and from translation of monetary assets and liabilities at the year-end exchange rates are generally recognized in the profit and loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign subsidiaries are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made or fair values determined.

2.4) Revenue recognition :

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and other similar allowances.

i. Interest Income :

Interest income is recognised in the Statement of Profit and Loss and for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL) is measured using the effective interest method (EIR) and when it is it is probable that the company will collect the consideration.

ii. Dividend :

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.

iii. Net gain or fair value change :

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Net gains or fair value changes" under revenue from operations and if there is a net loss the same is disclosed "Expenses", in the statement of profit and loss.

iv. Income from financial instruments at FVTPL:

Income from financial instruments at FVTPL includes all gains and losses from changes in the fair value of financial assets and financial liabilities at FVTPL except those that are held for trading.

v. Other operational revenue:

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

2.5) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the Balance Sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income tax Act, 1961) over normal income-tax is recognized as an item in deferred tax asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

2.6) Property, Plant and Equipment :

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet ready for their intended use at the year end.

Transition to Ind AS :

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 01 April 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value :

Depreciation is calculated on a pro-rata basis on the straight line method so as to write-down the cost of property, plant and equipment to its residual value systematically over its estimated useful life based on useful life of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate

2.7) Intangible Assets :

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment loss, if any.

Amortization :

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use.

The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate being accounted for on a prospective basis.

Expenditure on research is recognized as an expense when it is incurred. Development costs of products are also charged to the Statement of Profit and Loss unless all the criteria for capitalization as set out on Paragraph 21 and 22 of Ind AS 38 have been met by the Company.

2.8) Lease :

As a Leasee

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of IndAS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation and adjusted for any remeasurement of the lease liability.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Transition to Ind AS 116

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees. IndAS 116 sets the principles for recognition, measurement, presentation of leases, specifying the requirements for disclosures of lessees or lessors more extensive than under IndAS 17. The main difference on the Company's financial statements is that IndAS 116 introduces a single lessee accounting model and requires lesee to recognize right-of-use assets (RoU) and lease liabilities for certain lease contracts.

The Company has adopted modified retrospective approach as per para C8 (c)(ii) of IND AS 116 -Leases to its leases, effective from annual reporting period beginning 1 st April, 2019, This has resulted in recognizing a right of use assets (an amount equal to the lease liability, adjusted by the prepaid lease rent) of Rs. 63.83 Lakhs as at 1st April, 2019.

To contain a lease, an agreement has to convey the right to control the use of an identified asset throughout the period of use in exchange for consideration, so that the customer has the right to obtain substantially all of the economic benefits from the use of the identified asset and direct the use of the identified asset (i. e. direct how and for what purpose the asset is used).

For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right of use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

During the year there are no assest of taken by company on lease.

As a Leasor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to conpensate for expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.9) Financial Instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Recognised 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 FVTPL) 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 FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

(i) Financial Assets :

i Classification :

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

Classification of debt assets will be driven by the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

ii Measurement :

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset.

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income.

- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cashflows and for selling the financial assets, where the assets cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income.

- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company has accounted for its investment in Equity Instruments at cost. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive the dividend is established.

iii 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
- The Company 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.

(ii) Financial Liabilities :

Financial liabilities, including derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher.

All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.

A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

2.10) Write Off :

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

2.11) Impairment :

The Company recognises loss allowances for ECLs on the financial instruments that are not measured at FVTPL viz. Loans

Credit-impaired financial assets

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of credit impairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses

It may not be possible to identify a single discrete event—instead, the combined effect of several events may have caused financial assets to become credit-impaired. The Company assesses whether debt instruments that are financial assets measured at amortised cost or FVTOCI are credit-impaired at each reporting date. To assess if corporate debt instruments are credit impaired, the Company considers factors such as bond yields, credit ratings and the ability of the borrower to raise funding.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment. For financial assets where concessions are contemplated but not granted the asset is deemed credit impaired when there is observable evidence of credit-impairment including meeting the definition of default. The definition of default (see below) includes unlikeliness to pay indicators and a back-stop if amounts are overdue for 90 days or more.

Significant increase in credit risk

The Company monitors all financial assets that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than 12-month ECL.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Company's historical experience and expert credit assessment.

Given that a significant increase in credit risk since initial recognition is a relative measure, a given change, in absolute terms, in the Probability of Default will be more significant for a financial instrument with a lower initial PD than compared to a financial instrument with a higher PD.

As a back-stop when loan asset becomes 90 days past due, the Company considers that a significant increase in credit risk has occurred and the asset is in stage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL in respect of such loan, which is reviewed annually.

Definition of default

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

The Company considers the following as constituting an event of default:
- the borrower is past due more than 90 days on any material credit obligation to the Company; or
- the borrower is unlikely to pay its credit obligations to the Company in full.

The definition of default is appropriately tailored to reflect different characteristics of different types of assets.

When assessing if the borrower is unlikely to pay its credit obligation, the Company takes into account both qualitative and quantitative indicators. The information assessed depends on the type of the asset, for example in corporate lending a qualitative indicator used is the admittance of bankruptcy petition by National Company Law Tribunal, which is not relevant for retail lending. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counterparty are key inputs in this analysis. The Company uses a variety of sources of information to assess default which are either developed internally or obtained from external sources. The definition of default is applied consistently to all financial instruments unless information becomes available that demonstrates that another default definition is more appropriate for a particular financial instrument.

ECLs are required to be measured through a loss allowance as follows:
- 12-month ECL, i.e. lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

  A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition (and consequently to credit impaired financial assets). For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

  The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics.

2.12) Presentation of allowance for ECL in the Balance Sheet :

Loss allowances for ECL are presented in the statement of financial position as follows:
- for financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- for debt instruments measured at FVTOCI: no loss allowance is recognised in Balance Sheet as the carrying amount is at fair value.

2.13) Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.14) Borrowings :

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

2.15) Borrowing Cost :

General and specific borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale.

Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.16) Employee Benefits:

i. Short term obligations:

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services upto the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Provident fund:

The Company makes contribution to the Governments Provident Fund Scheme, a defined contribution scheme, administered by Government Provident Fund Authorities. The Company has no obligation to the scheme beyond its monthly contributions.

iii. Gratuity:

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method and contributed to Employees Gratuity Fund. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in other comprehensive income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

2.17) Provisions and Contingent Liabilities:

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognise a contingent asset unless the recovery is virtually certain.

2.18) Cash and Cash Equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other shortterm, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.19) Impairment of assets:

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.20) Earnings Per Share:

i. Basic earnings per share: Basic earnings per share is calculated by dividing :
- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

ii. Diluted earnings per share: Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.21) New accounting pronouncements:

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

3 CRITICAL ESTIMATES AND JUDGEMENTS:

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. These estimates and associated assumptions are based on historical experience and management's best knowledge of current events and actions the Company may take in future.

Information about critical estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities are included in the following notes:

1) Impairment loss allowance on loans (Note5)
2) Estimation of defined benefit obligations (Note 28)
3) Estimation of current tax expenses and payable (Note 13)
4) Estimation of provisions and contingencies (Note 14 and 25)

3.1) Impairment loss allowance on loans

While creating impairment loss allowance on loans require judgement in deciding whether loan asset qualifies to be impair based on various observable events as mentioned in notes above and the quantum of allowance to be create or reversed.

3.2) Estimation of defined benefit obligations

The liabilities of the company arising from employee benefit obligations and the related current service cost, are determined on an actuarial basis using various assumptions. Refer note 38 for significant assumptions used.

3.3) Estimation of current and deferred tax expenses and payable

The Company's tax charge is the sum of total current and deferred tax charges. Taxes recognized in the financial statements reflect management's best estimate of the outcome based on the facts known at the balance sheet date. These facts include but are not limited to interpretation of tax laws of various jurisdictions where the company operates. Any difference between the estimates and final tax assessments will impact the income tax as well as the resulting assets and liabilities.

3.4) Estimation of provisions and contingencies:

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the company. The Company exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

(Amount in Rs.)

		As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018
4	**CASH AND CASH EQUIVALENTS**			
	(i) Cash Balance on Hand	**43,109**	143,219	184,044
	(ii) Balances with Banks	**495,725**	51,561	168,024
	Total	**538,834**	194,780	352,068
5	**LOANS**			
	(A)			
	At Amortised Cost			
	Loans to related parties (Refer note 39)	**92,123,631**	113,023,631	149,563,631
	Loans to Others	**58,728,867**	83,296,240	86,474,457
		150,852,498	196,319,871	236,038,088
	Less: Impairment loss allowance	**(12,958,030)**	(25,464,571)	(26,656,185)
	Total (A)	**137,894,468**	170,855,300	209,381,903
	(B)			
	At Amortised Cost			
	Secured	**-**	-	-
	Unsecured	**150,852,498**	196,319,871	236,038,088
		150,852,498	196,319,871	236,038,088
	Less: Impairment loss allowance	**(12,958,030)**	(25,464,571)	(26,656,185)
	Total (B)	**137,894,468**	170,855,300	209,381,903
	(C)			
	(I) Loans in India			
	At Amortised Cost			
	Public Sectors	**-**	-	-
	Others	**150,852,498**	196,319,871	236,038,088
		150,852,498	196,319,871	236,038,088
	Less: Impairment loss allowance	**(12,958,030)**	(25,464,571)	(26,656,185)
	Total (I)	**137,894,468**	170,855,300	209,381,903
	(II) Loans in Outside India			
	At Amortised Cost			
	Public Sectors	**-**	-	-
	Others	**-**	-	-
		-	-	-
	Less: Impairment loss allowance	**-**	-	-
	Total (II)	**-**	-	-
	Total (C) = (I)+(II)	**137,894,468**	170,855,300	209,381,903

6 **INVESTMENTS**

(A)

Measured at Amortised Cost

In Equity Instruments

- Investments in Others

477200 Fully Paid up Equity Shares of Rs.10/- each of Tokyo Plas	-	-	6,705,300
Total (A)	-	-	6,705,300
(B)			
(I) Investments outside India	-	-	-
(II) Investments in India	-	-	6,705,300
Total (B)	-	-	6,705,300
(C)			
Less: Impairment loss allowance	-	-	-
Total (A)-(C)	-	-	6,705,300

7 PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK IN PROGRESS

(Amount in Rs.)

	Owned Assets				
Particulars	Office Premises	Office Equipments	Computers	Furniture & Fixture	Total Property Plant and Equipment
GROSS CARRYING VALUE					
Deemed Cost as on 1 April, 2018	4,265,000	151,500	188,170	4,144	4,608,814
Additions/ Adjustments	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at March 31, 2019	**4,265,000**	**151,500**	**188,170**	**4,144**	**4,608,814**
Additions/ Adjustments	**-**	**-**	**-**	**-**	**-**
Disposals	**-**	**-**	**-**	**-**	**-**
Balance as at March 31, 2020	**4,265,000**	**151,500**	**188,170**	**4,144**	**4,608,814**
ACCUMULATED DEPRECIAT					
Balance at 1 April, 2018	1,675,190	151,500	188,170	4,144	2,019,004
Depreciation for the year	69,068	-	-	-	69,068
Disposals	-	-	-	-	-
Balance as at March 31, 2019	**1,744,258**	**151,500**	**188,170**	**4,144**	**2,088,072**
Depreciation for the year	**69,068**	**-**	**-**	**-**	**69,068**
Disposals	**-**	**-**	**-**	**-**	**-**
Balance as at March 31, 2020	**1,813,326**	**151,500**	**188,170**	**4,144**	**2,157,140**
NET CARRYING VALUE					
At 31 March, 2018	2,589,810	-	-	-	2,589,810
At 31 March, 2019	2,520,742	-	-	-	2,520,742
At 31 March, 2020	**2,451,674**	**-**	**-**	**-**	**2,451,674**

(Amount in Rs.)

		As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018
8	**OTHER NON-FINANCIAL ASSETS**			
	(i) Capital Advances	**-**	-	12,500,000
	(ii) Advance to Creditors	**31,708**	44,550	38,300
	Total	**31,708**	44,550	12,538,300
9	**TRADE PAYABLES**			
	(i) MSME	**-**	-	-
	(ii) Others	**87,307**	20,841	4,051
	Total	**87,307**	20,841	4,051
10	**OTHER PAYABLES**			
	(i) MSME	**-**	-	-
	(ii) Others	**-**	-	-
	Total	**-**	-	-
11	**BORROWINGS (OTHER THAN DEBT SECURITIES)**			
	(A)			
	At Amortised Cost			
	Loans from related parties (Refer note 39)	**-**	-	69,790,466
	Total (A)	**-**	-	69,790,466
	(B)			
	(I) Borrowings in India	-	-	69,790,466
	(II) Borrowings outside India	**-**	-	-
	Total (B)	**-**	-	69,790,466
12	**OTHER FINANCIAL LIABILITES**			
	(i) Interest Accrued but not due on borrowings	**-**	39,148,855	39,173,747
	(ii) Others	**740,228**	342,600	383,000
	Total	**740,228**	39,491,455	39,556,747
13	**TAXES ASSETS AND LIABILITIES**			
	(i) Current Tax Assets (Net)			
	Advance tax and tax deducted at source (net of provisions)	**2,369,478**	2,263,238	3,017,737
	(ii) Current Tax Liability (Net)			
	Tax Provision (net of Advance tax and tax deducted at source)	**1,297,068**	-	-
14	**PROVISIONS**			
	(i) Provisions for employee benefits	**1,060,357**	1,010,310	943,686
	Total	**1,060,357**	1,010,310	943,686
15	**OTHER NON-FINANCIAL LIABILITES**			
	(i) Statutory dues	**209,550**	193,817	649,551
	(ii) Other payables	**7,500,000**	7,500,000	7,500,000
	Total	**7,709,550**	7,693,817	8,149,551

(Amount in Rs.)

	As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018
16 EQUITY SHARE CAPITAL			
(i) Authorised Capital			
72,50,000 Equity Shares of Rs. 10/- each	**72,500,000**	72,500,000	72,500,000
(31 March 2019: 72,50,000 Shares; 31 March 2018 : 72,50,000)			
Total	**72,500,000**	72,500,000	72,500,000
(ii) Issued, Subscribed and Paid up			
68,18,500 Equity Shares of Rs. 10/- each fully paid up	**68,185,000**	68,185,000	68,185,000
(31 March 2019: 68,18,500 Shares; 31 March 2018 : 68,18,500)			
1,51,600 Equity Shares of Rs. 10/- each not fully paid up	**1,240,500**	1,240,500	1,240,500
(31 March 2019: 1,51,600 Shares; 31 March 2018 : 1,51,600)			
Total	**69,425,500**	69,425,500	69,425,500

i) Rights, preferences and restrictions attaching to each class of shares:

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend has not been proposed by the Board of Directors. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount, in proportion to their shareholding.

ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	**As at 31-Mar-2020**		As at 31-Mar-2019		As at 31-Mar-2018	
	No of Eq. Shares	**Amount in Rs.**	No of Eq. Shares	Amount in Rs.	No of Eq. Shares	Amount in Rs.
Shares outstanding at the beginning of the year	**6,970,100**	**69,425,500**	6,970,100	69,425,500	6,970,100	69,425,500
Shares issued during the year	**-**	**-**	-	-	-	-
Shares bought back during the year	**-**	**-**	-	-	-	-
Shares outstanding at the end of the year	**6,970,100**	**69,425,500**	6,970,100	69,425,500	6,970,100	69,425,500

iii) The details of shareholders holding more than 5% shares :

Name of Shareholder	**As at 31-Mar-2020**		As at 31-Mar-2019		As at 31-Mar-2018	
	No of Eq. Sh. Held	**% of Holding**	No of Eq. Sh. Held	% of Holding	No of Eq. Sh. Held	% of Holding
Priyaj H. Shah	**1,524,570**	**21.87**	1,240,390	17.80	-	-
Dharmil H. Shah	**1,317,329**	**18.90**	1,269,489	18.21	-	-
Tokyo Plast International Ltd	**-**	**-**	-	-	1,120,000	16.07
Velji L Shah	**-**	**-**	-	-	961,100	13.78

iv) Details of Calls unpaid

Particulars	**As at 31-Mar-2020**		As at 31-Mar-2019		As at 31-Mar-2018	
	No of Eq. Sh.	**Amount in Rs.**	No of Eq. Sh.	Amount in Rs.	No of Eq. Sh.	Amount in Rs.
Directors / officers	**-**	**-**	-	-	-	-
Others	**151,600**	**275,500**	151,600	275,500	151,600	275,500

(Amount in Rs.)

		As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018
17	**OTHER EQUITY**			
	(i) Reserves & Surplus			
	Statutory Reserve	**15,606,860**	-	-
	Retained Earnings	**47,359,292**	58,236,686	46,715,117
	Total	**62,966,152**	58,236,686	46,715,117
	(i) RESERVES & SURPLUS			
	Statutory reserve pursuant to Section 45-IC of the RBI Act, 1934			
	Balance As Per Last Balance Sheet	-	-	-
	Add: Transfer from Retained Earnings	**15,606,860**	-	-
	Balance at the end of the year	**15,606,860**	-	-
	Retained Earnings			
	Balance As Per Last Balance Sheet	**58,236,686**	46,715,117	46,767,584
	Add: Profit for the year	**4,729,466**	11,521,570	(52,467)
	Less: transfer to statutory reserve	**(15,606,860)**	-	-
	Balance at the end of the year	**47,359,292**	58,236,686	46,715,117

Nature & Purpose of Reserves:

a) Statutory reserve pursuant to Section 45-IC of the RBI Act, 1934: The Company created a reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend is declared.

b) Retained Earnings : Retained Earnings comprises of the Company's prior years' undistributed earnings and is permitted to be distributed to shareholders as part of dividend.

		As at 31-Mar-2020	As at 31-Mar-2019
18	**REVENUE FROM OPERATIONS**		
	On financial assets measured at amortised cost:		
	(i) Interest on Loans	4,923,132	9,203,296
	Total	**4,923,132**	9,203,296
19	**OTHER INCOME**		
	(i) Provisions no longer required written back	**6,050,000**	6,900,000
	(ii) Profit on Sale of Investments	-	15,245,900
	Total	**6,050,000**	22,145,900
20	**FINANCE COSTS**		
	On financial liabilities measured at amortised cost:		
	(i) Interest on borrowings	-	2,583,848
	(ii) Other interest expenses	**3,005**	3,297
	Total	**3,005**	2,587,145

(Amount in Rs.)

		2019-20	2018-19
21	**EMPLOYEE BENEFITS EXPENSE**		
	(i) Salary and Wages	**2,539,215**	2,842,887
	(ii) Company Contribution to PF, ESI and Other Funds	**-**	-
	(iii) Gratuity Expenses	**158,349**	19,610
	(iv) Staff Welfare Expenses	**-**	-
	Total	**2,697,564**	2,862,497
22	**DEPRECIATION AND AMORTISATION**		
	(i) Depreciation during the year	**69,068**	69,068
	Total	**69,068**	69,068
23	**OTHER EXPENSES**		
	Rent, taxes and energy costs	**60,000**	60,000
	Repairs and maintenance - Others	**-**	-
	Communication Costs	**96,518**	143,746
	Printing and stationery	**78,062**	75,662
	Advertisement and publicity	**110,390**	116,971
	Auditor's fees and expenses[#1]	**210,000**	210,000
	Legal and professional	**178,806**	163,500
	Conveyance	**37,424**	29,857
	Amount Written Off	**339,920**	3,078,948
	Listing & Custodian Fees	**322,500**	272,500
	Membership and Subcription fees	**139,740**	135,780
	Registrar & Shares transfer fees	**100,357**	128,290
	Provision for Standard Loans	**-**	389,342
	Provision for Sub-Standard Loans	**-**	9,080,000
	Other Expenses	**126,192**	50,884
	Total	**1,799,909**	13,935,480

#1 Auditor's fees and expenses		
Audit fees	**210,000**	210,000
Tax Audit fees	**-**	-
Others	**-**	-

24 **INCOME TAX**

(a) Income tax expense in the Statement of Profit and loss comprises:

Current taxes	**1,664,960**	466,980
Deferred taxes	**-**	-
Prior Period taxes	**-**	-
Income tax expense	**1,664,960**	466,980

(Amount in Rs.)

		2019-20	2018-19
25	**CONTINGENT LIABILITY**	-	-
	(To the extent not provided for)		
26	**COMMITMENTS**	-	-
27	**EARNINGS PER SHARE**		
	Computed in accordance with Ind AS 33 "Earnings per Share":-		
	(i) Basic and Diluted Earnings Per Share (Rs.)		
	Profit for the year (Rs.)	**4,729,466**	(37,109,291)
	Weighted Average No of Equity Shares (Nos.)	**6,942,550**	6,942,550
	Nominal Value of shares outstanding (Rs.)	**10**	10
	Basic and Diluted Earning per share (Rs.)	**0.68**	(5.35)
	(ii) Weighted average number of shares used as the denominator (Nos.)		
	Opening Balance	**6,942,550**	9,501,400
	Shares Issued	**-**	-
	Shares Brought Back	**-**	-
	Closing Balance	**6,942,550**	9,501,400

(Amount in Rs.)

		2019-20	2018-19
28	**EMPLOYEE BENEFITS : DISCLOSURE PURSUANT TO IND AS-19**		
A.	**Defined Contribution Plans :**		
	The Company has contributed under defined contribution plan recognised as expenses during the year. The contributions payable by the Company to these plans at the rate specified in the rules of the scheme.		
	i) Employer's Contribution to Provident Fund	**-**	-
		-	-
B.	**Defined Benefit Plan :**		
	The Company provides the Group Gratuity Scheme under defined benefit plans for qualifying employees. The gratuity is payable to all eligible employee on retirement, subject to completion of five years of the continuous employee, death or termination of employee that is based on last drawn salary and tenure of employment. Liabilities in gratuity plan are determined by actuarial valuation on		
	a) The principal assumptions used in actuarial valuation are as below:		
	Discount Rate	**7.70%**	7.70%
	Rate of return on Plan Assets	**-**	-
	Expected rate of increase in compensation level	**7.00%**	7.00%
	b) Changes in the present value of obligations		
	Opening Present Value of obligations	**525,068**	574,458
	Interest Cost	**35,705**	44,233
	Current Service Cost	**108,849**	101,940
	Benefits Paid	**-**	(69,000)
	Past Service Cost		
	Actuarial loss/(gain) on obligations	**13,795**	(126,563)
	Change in financial assumptions		
	Closing Present Value of Obligations	**683,417**	525,068
	c) Changes in Fair Value of Plan Assets		
	Opening Fair Value of Plan Assets	**-**	-
	Investment Income	**-**	-
	Employer Contribution	**-**	-
	Employee Contribution	**-**	-
	Benefits Paid	**-**	-
	Actuarial loss/(gain) on plan assets	**-**	-
	Closing Fair Value of Plan Assets	**-**	-
	d) Liability recognised in the Balance Sheet		
	Present value of obligations as at the end of the year	**683,417**	525,068
	Fair value of Plan Assets as the end of the year	**-**	-
	Funded Status	**-**	-
	Net (Assets)/Liability Recognised in the Balance Sheet	**683,417**	525,068
	e) Expenses Recognised in Profit & Loss		
	Interest Cost	**35,705**	44,233
	Current Service Cost	**108,849**	101,940
	Expenses to be recognised in the Statement of Profit	**144,554**	146,173
	f) Expenses recognised in Other Comprehensive Income		
	Acturial (gain)/loss - obligation	**13,795**	(126,563)
	Acturial (gain)/loss - plan assets	**-**	-
	Total Acturial (gain)/loss	**13,795**	(126,563)

29 SEGMENT INFORMATION

Operating Segments:

An operating segment is a component of an entity:

(a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity),

(b) whose operating results are regularly reviewed by the entity's chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and

The Company is undertaking activity of providing finance and is predominantly affected to some extent of the customers profile. The director of the Company has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the segments based on their revenue growth, earnings before interest, tax and depreciation and return on capital employed.

The differences in its finance do not qualify as its reportable segment. The company reviews its financials only based on it lendings, recovery and and interest earned. Thus, based on such the Company's assessment, the Company reports segment

Information about geographical areas :

All the customers (borrowers) of the company are located in India. Also all the non current assets of the company are located in India.

Information about major customers :

Segmentwise Agreegate informtion of Revenue from transactions with a single external customer amount to 10 per cent or more of an entity's revenues	**4,894,853**	3,205,968

30 RELATED PARTY TRANSACTIONS

(i) Name of related parties and nature of relationship:

a. Key management personnel (KMP):

Velji L. Shah

Priyanka Borana (upto)

Rekha (from)

b. Others - Entities in which above (a) has significant influence :

Tokyo Plast International Limited

Tokyo Constructions Limited

(ii) Transactions with related parties:

a. Management Compensation :

(Amount in Rs.)

Particulars	2019-20	2018-19
Short Term employee benefits	**813,505**	638,393
Post-employment Benefits	**-**	-
Other long term benefits	**-**	-
Termination benefits	**-**	-
Shares based payments benefits	**-**	-
	813,505	638,393

The above remuneration to Key management personnel compensation does not include contribution to gratuity fund, as this contribution is a lump sum amount for all relevant employees based on actuarial valuation.

b. Other Transactions:

(Amount in Rs.)

Particulars	KMP		Others	
	2019-20	2018-19	**2019-20**	2018-19
Loans and advances Given/(Received) net			**(20,900,000)**	(36,540,000)
Tokyo Construction Limited			***(20,900,000)***	*(36,540,000)*
Loans and advances Taken/(Paid) net			**-**	(69,790,466)
Tokyo Plast International Limited			**-**	*(69,790,466)*
Sale of Investment	**-**	21,951,200		
Reimbursement of Expenses			**120,000**	120,000
Tokyo Plast International Limited			***120,000***	*120,000*

(iii) Balances outstanding at the year end of Related Parties :

(Amount in Rs.)

Particulars	Others		
	As at 31-Mar-2020	As at 31-Mar-2019	As at 31-Mar-2018
Loans			
Tokyo Construction Limited	***92,123,631***	*113,023,631*	*149,563,631*
Investments			
Tokyo Plast International Limited	**-**	-	6,705,300
Borrowings (Other Than Debt Securities)			
Tokyo Plast International Limited	**-**	-	*69,790,466*
Other Financial Liabilites			
Interest Accrued but not due on borrowings			
Tokyo Plast International Limited	**-**	39,148,855	39,173,747
Other Financial Liabilites			
Tokyo Plast International Limited	***141,581***	-	-

Note : Balance Outstanding for transaction with KMP as at **31-Mar-20 is NIL** (31-Mar-19 : NIL 31-Mar-18 : NIL)

31 FAIR VALUE MEASUREMENTS

(i) Financial Instruments by Category

(Amount in Rs.)

Particulars	As at 31-Mar-2020		
	FVPL	FVOCI	Amortised Cost
Financial Assets:			
Cash and cash equivalents	-	-	538,834
Bank Balance other than above	-	-	-
Loans	-	-	137,894,468
Investments	-	-	-
Total Financial Assets	-	-	138,433,302
Financial Liabilities:			
Payables			
Borrowings (Other Than Debt Securities)	-	-	87,307
Other financial Liabilites	-	-	-
Total Financial Liabilities	-	-	740,228
Total Financial Liabilities	-	-	827,535

Particulars	As at 31-Mar-2019		
	FVPL	FVOCI	Amortised Cost
Financial Assets:			
Cash and cash equivalents	-	-	194,780
Bank Balance other than above	-	-	-
Loans	-	-	170,855,300
Investments	-	-	-
Total Financial Assets	-	-	171,050,080
Financial Liabilities:			
Payables	-	-	20,841
Borrowings (Other Than Debt Securities)	-	-	-
Other financial Liabilites	-	-	39,491,455
Total Financial Liabilities	-	-	39,512,296

Particulars	As at 31-Mar-2018		
	FVPL	FVOCI	Amortised Cost
Financial Assets:			-
Cash and cash equivalents	-	-	352,068
Bank Balance other than above	-	-	-
Loans	-	-	209,381,903
Investments	-	-	6,705,300
Total Financial Assets	-	-	216,439,271
Financial Liabilities:			
Payables	-	-	4,051
Borrowings (Other Than Debt Securities)	-	-	69,790,466
Other financial Liabilites	-	-	39,556,747
Total Financial Liabilities	-	-	109,351,264

(ii) Assets and Liabilities that are disclosed at FVTPL or Amortised Cost for which Fair values are disclosed are classified as Level 3.

If one or more of the significant inputs is not based on observable market data, the respective assets and liabilities are considered under Level 3.

(iii) Fair value of financial assets and liabilities measured at amortised cost

(Amount in Rs.)

Particulars	**As at 31-Mar-2020**		As at 31-Mar-2019		As at 31-Mar-2018	
	Carrying value	**Fair Value**	Carrying value	Fair Value	Carrying value	Fair Value
Financial Assets:						
Cash and cash equivalents	**538,834**	**538,834**	194,780	194,780	352,068	352,068
Bank Balance other than above	**-**	**-**	-	-	-	-
Loans	**137,894,468**	**137,894,468**	170,855,300	170,855,300	209,381,903	209,381,903
Investments	**-**	**-**	-	-	6,705,300	6,705,300
Total Financial Assets	**138,433,302**	**138,433,302**	171,050,080	171,050,080	216,439,271	216,439,271
Financial Liabilities:						
Payables	**87,307**	**87,307**	20,841	20,841	4,051	4,051
Borrowings (Other Than Debt Securiti	**-**	**-**	-	-	69,790,466	69,790,466
Other financial Liabilites	**740,228**	**740,228**	39,491,455	39,491,455	39,556,747	39,556,747
Total Financial Liabilities	**827,535**	**827,535**	39,512,296	39,512,296	109,351,264	109,351,264

32 DISCLOSURE PURSUANT TO IND AS 107 "FINANCIAL INSTRUMENTS: DISCLOSURES:"

(a) Expected credit loss - Loans:

	As at 31-Mar-2020			As at 31-Mar-2019			As at 31-Mar-2018		
	Gross Carrying Amount	**Expected Credit Loss**	**Carrying amount net of impairment provision**	Gross Carrying Amount	Expected Credit Loss	Carrying amount net of impairment provision	Gross Carrying Amount	Expected Credit Loss	Carrying amount net of impairment provision
Stage-1	**137,894,468**	**344,410**	**137,550,058**	170,855,300	536,973	170,318,327	209,381,903	147,631	209,234,272
Stage-2	**-**	**-**	**-**	-	-	-	-	-	-
Stage-3	**12,613,620**	**12,613,620**	**-**	24,927,598	24,927,598	-	26,508,554	26,508,554	-

Notes:

Stage -1 : Financial assetsfor whichcredit risk hasnot increasedsignificantlysince initialrecognition
(Loss allowance measured at 12month expectedcredit losses)

Stage - 2 : Financial assetsfor whichcredit riskhas increasedsignificantlyand notcredit-impaired
(Loss allowance measured at lifetimeexpectedcredit losses)

Stage - 3 : Financial assetsfor whichcredit riskhas increasedsignificantly andcredit-impaired
(Loss allowance measured at lifetimeexpectedcredit losses)

(b) Reconciliation of loss allowance provision - Loans:

	Stage - 1	Stage - 2	Stage -3	Total
Loss allowance as on March 31, 2018	147,631	-	26,508,554	26,656,185
New Assets Orginated	389,342	-	9,080,000	9,469,342
Amount Written Off	-	-	(3,760,956)	(3,760,956)
Transfer to Stage - 1	-	-	-	-
Transfer to Stage - 2	-	-	-	-
Transfer to Stage - 3	-	-	-	-
Impact on year end ECL of Exposure transferred between stages during theyear	-	-	-	-
Increase / (Decrease) in provision on existing financial assets (Net of recovery)	-	-	(6,900,000)	(6,900,000)
Loss allowance as on March 31, 2019	**536,973**	**-**	**24,927,598**	**25,464,571**
New Assets Orginated	**-**	**-**	**-**	**-**
Amount Written Off	**-**	**-**	**(6,263,978)**	**(6,263,978)**
Transfer to Stage - 1	**-**	**-**	**-**	**-**
Transfer to Stage - 2	**-**	**-**	**-**	**-**
Transfer to Stage - 3	**-**	**-**	**-**	**-**
Impact on year end ECL of Exposure transferred between stages during theyear	**-**	**-**	**-**	**-**
Increase / (Decrease) in provision on existing financial assets (Net of recovery)	**(192,563)**	**-**	**(6,050,000)**	**(6,242,563)**
Loss allowance as on March 31, 2020	**344,410**	**-**	**12,613,620**	**12,958,030**

33 FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company activities exposes it to a variety of financial risk namely credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effect on its financial perfomance.

(a) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk primarily arises from Trade receivables and Loans, Cash and cash equivalents and Deposit with banks.

The Company exposure to the credit risk is limited as follows:

Loans

i) The Company's customers base consists of a large corporate customers and business enterprenures. Hence credit risk is not high.

ii) Customer's credit risk is managed by the company's established policies, procedures and control relating to customer's credit risk management. Before accepting any new customer, the Company has appropriate level of control procedures to assess the potential customer's credit quality. The credit-worthiness of its customers are reviewed based on their financial position, past experience and other factors. Outstanding loan receivables are regularly monitored. The credit risk related to the loan is mitigated by setting appropriate payment terms and credit period, and by setting and monitoring internal limits on exposure to individual customers.

iii) As required by Ind AS 109 company recognises Expected Credit Loss Allowances

iv) The gross carrying amount of Loan is Rs. 150852498 as at 31st March, 2020, Rs. 196319871 as at 31st March, 2019 and Rs. 236038088 as at 31st March, 2018.

Reconciliation of Expected Credit Loss Allowances

(Amount in Rs.)

Particulars	**2019-20**	2018-19
Loss allowance at the beginning of the year	**25,464,571**	26,656,185
Add: Changes in loss allowances	**(12,506,541)**	(1,191,614)
Loss allowance at the end of the year	**12,958,030**	25,464,571

Financial Assets other than Loans

i) The Company places its cash and cash equivalents and deposits with banks with high investment grade ratings which limits the amount of credit exposure with bank and conducts ongoing evaluation of the credit worthiness of the bank with which it does business. Given the high credit ratings of these financial institutions, the Company does not expect these financial institutions to fail in meeting their obligations.

ii) In case of Investments, security deposits, advances and receivables given by the company provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount.

iii) The gross carrying amount of Financial Assets other than Loans are Rs. 538834 as at 31st March, 2020, Rs. 45583971 as at 31st March, 2019 and Rs. 7057368 as at 31st March, 2018

(c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2020:

(Amount in Rs.)

Particulars	Carrying Amount	Up to 1 Year	Beyond 1 Year	Total
Borrowings	-	-	-	-
Trade and other payables	827,535	827,535	-	827,535
Total (as at March 31, 2020)	**827,535**	**827,535**	**-**	**827,535**
Borrowings	-	-	-	-
Trade and other payables	109,347,213	109,347,213	-	109,347,213
Total (as at March 31, 2019)	**109,347,213**	**109,347,213**	**-**	**109,347,213**

34 CAPITAL MANAGEMENT

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's risk management committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

35 DISCLOSURE PURSUANT TO IND AS 7 "STATEMENT OF CASH FLOWS" CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES CAPITAL MANAGEMENT

	2019-20	2018-19
Borrowings (Other Than Debt Securities)		
Opening Balance	-	69,790,466
Cash Flows	-	(69,790,466)
Others	-	-
Closing Balance	-	-

36 First-time adoption of Ind-AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31st March, 2020, the comparative information presented in these financial statements for the year ended 31st March, 2019 and in the preparation of an opening Ind AS Balance Sheet at 1st April, 2018 (the Company's date of transition). In preparing its opening Ind AS Balance Sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemptions and exceptions availed:

1) Deemed cost :

The company has adopted the carrying value determined in accordance with Previous GAAP for all of its property plant &

2) Estimates:

The estimates as at April 01, 2018 and at March 31, 2019 are consistent with those made for the same dates in accordance

3) Classification and measurement of financial assets:

Ind AS 101 requires an entity to assess classification and measurement of financial assets (debt instruments) on the basis of The Company has applied the above assessment based on facts and circumstances exist at the transition date.

4) Derecognition of Financial Assets and Financial Liabilities :

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirement provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the derecognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

Reconciliations

The following reconciliations provide the effect of transition to Ind AS from Previous GAAP in accordance with Ind AS 101

1. Reconciliation of Equity as at 1 April 2018 and 31 March 2019
2. Reconciliation of Total Comprehensive Income for the year ended 31 March 2019
3. Impact of Ind AS on the Statement of Cash Flows for the year ended 31 March 2019

1 Reconciliation of equity as previously reported under Previous GAAP to IND AS

Particulars	Notes	As at 31-Mar-2019	As at 31-Mar-2018
Equity as per Previous GAAP		127,662,186	116,140,617
Changes due to Ind AS		-	-
Equity as per Ind AS		127,662,186	116,140,617

2 Reconciliation of Total Comprehensive Income for the year ended 31 March 2019

Particulars	Notes	2018-19
Net profit after tax as per Previous GAAP		11,521,570
Changes due to Ind AS	a	(93,543)
Net profit/(loss) after tax as per Ind AS		11,428,027
Other comprehensive income (net of tax)	a	93,543
Total comprehensive income as per Ind AS		11,521,570

(a) Actuarial gains and losses pertaining to defined benefit obligations and re-measurement pertaining to return on plan assets are recognised in Other Comprehensive Income in accordance with Ind AS 19 and are not reclassified to profit or loss.

3 Impact of Ind AS on the Statement of Cash Flows for the year ended 31 March 2019

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
Net cash used in operating activities (A)		35,206,870	-	35,206,870
Net cash used in investing activities (B)		34,451,200	-	34,451,200
Net cash generated from financing activities (C)		(69,815,358)	-	(69,815,358)
Net increase in cash and cash equivalents (A+B+C)		(157,288)	-	(157,288)
Cash and cash equivalents at beginning of the year		352,068	-	352,068
Cash and cash equivalents at the end of the year		194,780	-	194,780

37 In respect of the entity in which the related parties has significant influence (i.e. Tokyo Constructions Limited), no interest is due for the current year on account of the adjustment of excess interest charged in earlier years as a result of compound intead of simple interest.

38 COVID-19 PANDEMIC

The outbreak of Coronavirus (COVID-19) pandemic globally is causing a slowdown in economic activity. In many countries, businesses are being forced to cease or limit their operations for a long or indefinite period. Measures are taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered disruptions to businesses worldwide, resulting in an economic slowdown and uncertainties pertaining to future operations.

The Company has considered the possible effects that may result from COVID 19 on the carrying amounts of its assets. In developing the assumptions relating to the possible future uncertainties in the global conditions because of the pandemic, the Company, as on date on approval of these financial results have used variable information as available. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered.

The impact of COVID 19 may differ from that estimated as at the date of approval of these financial results. The Company will continue to monitor any material changes to the operations based on future economic conditions.