

# Tilak Ventures Limited

39<sup>TH</sup>  
ANNUAL  
REPORT  
2019-20

*Registered Office Address:*  
*E-109, Crystal Plaza, New Link  
Road, Opp. Infinity Mall,  
Andheri (West), Mumbai-  
400053*  
*Tel. No. 915209641/42*  
*Email: [tilakfin@gmail.com](mailto:tilakfin@gmail.com)*  
*Website: [www.tilakfin.com](http://www.tilakfin.com)*



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# Corporate Information

## BOARD OF DIRECTORS

Mr. Girraj Kishor Agrawal: Director & CEO

Ms. Tanu Agarwal: Non-Executive Non-Independent Director

Mr. Hardik Kabariya: Non-Executive Independent Director

Mr. Hitendra Kumar Kanjibhai Parmar: Non-Executive Independent Director (Appointed w.e.f 13.08.2020)

Mr. Anubhav Maurya: Non-Executive Independent Director (Resigned w.e.f 13.08.2020)

## KEY MANAGERIAL PERSONNEL

Ms. Jyoti Singh: Chief Financial Officer (Appointed w.e.f : 13/02/2020)

Mr. Pritam Kumar Yadav (Resigned w.e.f :14.11.2019)

Mr. Davendra Kumar: Company Secretary (Appointed w.e.f :08.06.2020)

Ms. Jivitha Poojari: Company Secretary (Resigned w.e.f :19.10.2019)

## BANKERS

RBL Bank Limited

Axis Bank Limited

DCB Bank Limited

## REGISTERED OFFICE

E/109, Crystal Plaza, New Link Road,

Opp. Infinity Mall, Andheri (West),

Mumbai - 400053

Email Id: [tilakfin@gmail.com](mailto:tilakfin@gmail.com)

Website: [www.tilakfinance.com](http://www.tilakfinance.com)

## CORPORATE IDENTIFICATION NUMBER (CIN)

L65910MH1980PLC023000

## LISTING

Bombay Stock Exchange

## STATUTORY AUDITORS

M/s Pravin Chandak & Associates

Chartered Accountants

Mumbai

## SECRETARIAL AUDITOR

M/s. Nitesh Chaudhary & Associates

Practising Company Secretary

Mumbai

## INTERNAL AUDITOR

Ravi Toshinwal

Mumbai

## REGISTRARS & SHARE TRANSFER AGENT

SHAREX DYNAMIC (INDIA) PVT LTD

C 101, 247 Park, LBS Marg,

Vikhroli West, Mumbai-400083

Email Id: [support@sharexindia.com](mailto:support@sharexindia.com)

## Notice Of 39<sup>th</sup> Annual General Meeting

Notice is hereby given that the 39TH ANNUAL GENERAL MEETING of the Members of TILAK VENTURES LIMITED (the 'Company') will be held on Wednesday, 30<sup>th</sup> September, 2020 at 3:00 P.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses, in compliance with the provisions of General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ('MCA'), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ('SEBI'), to transact the following business:

### ORDINARY BUSINESS: -

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2020, along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Tanu Giriraj Agarwal (DIN: 00290966), who retire by rotation in compliance of the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers herself for re-appointment.
3. To appoint M/s. Dassani & Associates, Chartered Accountants, (FRN No 009096C) as Statutory Auditors of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Dassani & Associates, Chartered Accountants, (FRN No 009096C) from whom consent and eligibility as required under section 139 of the Companies Act 2013 has been received, are hereby appointed as Statutory Auditors of the Company for a term of 5 consecutive years to hold the office from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting of the Company and on the remunerations as may be mutually agreed between the Board of Directors and the Auditor."

**"RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: 02/09/2020**

Sd/-  
**Girraj Kishor Agrawal**  
**Director**  
**DIN:(00290959)**

### Notes:

- 1) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.

- 2) The deemed venue for thirty Ninth e-AGM shall be the Registered Office of the Company at E-109 Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai - 400053
- 3) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4) Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to [csniteshchaudhary@gmail.com](mailto:csniteshchaudhary@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 5) Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
- 6) The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-AGM, i.e., from 03:00 p.m. to 03.30 p.m. evening and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
- 7) Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 24/09/2020 to 30/09/2020 (both days inclusive).
- 8) The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (Sharex Dynamic (India) Pvt. Ltd) of the Company.
- 9) Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at Sharex Dynamic (India) Pvt. Ltd, at C 101, 247 Park L B S Marg, Vikhroli West, Mumbai-400083.
- 10) Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014 electronic copy of the Annual Report for financial year 2019-2020 along with Notice of 39<sup>th</sup> Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s). Members may note that the Notice and Annual Report for FY2020 will also be available on the Company's website at [www.tilakfinance.com](http://www.tilakfinance.com) and website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- 11) To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with Sharex Dynamic (India) Pvt. Ltd. Members may also note that the Notice of the 39<sup>th</sup> Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website [www.tilakfinance.com](http://www.tilakfinance.com), which can be downloaded from the site.
- 12) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form, Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- 13) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.

- For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by sending an email at [tilakfin@gmail.com](mailto:tilakfin@gmail.com) and mark cc to [support@purvashare.com](mailto:support@purvashare.com) 'Post your Queries' during the period starting from 25<sup>th</sup> September 2020 (9.00 a.m.) up to 28<sup>th</sup> August 2020 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
- 14) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- 15) In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Wednesday, 23<sup>rd</sup> September 2020, such person may obtain the user id and password from RTA by email request on [support@purvashare.com](mailto:support@purvashare.com)
- 16) During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- 17) Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Regulation 36(3) Of the Listing Regulation, 2015.
- 18) Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

### **Procedure and Instruction for E-Voting:**

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 39<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

#### **The instructions for e-voting are as under:**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **A detail on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 111728 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- After you click on the "Login" button, Home page of e-Voting will open.
- Now, you will have to click on "Login" button

**A Detail on Step 2 is given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN 114328" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csniteshchaudhary@gmail.com](mailto:csniteshchaudhary@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
1. The e-voting period commences on 27/09/2020 at 9:00 A.M. and ends on 29/09/2020 at 5:00 P.M. During this period, members of the company holding shares either in physical form or in dematerialized form, as on the cut-off/relevant date i.e. 23/09/2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
  2. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
  3. Any person, who becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 23/09/2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [tilakfin@gmail.com](mailto:tilakfin@gmail.com) However, if such member is already registered with NSDL for remote e-voting then he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by NSDL by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  5. Mr. Nitesh Chaudhary, Practising Company Secretary, (M/s. Nitesh Chaudhary & Associates), has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting and e-voting process in a fair and transparent manner.
  6. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
  7. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company [www.tilakfinance.com](http://www.tilakfinance.com) and on the website of NSDL immediately after the declaration of results by the Chairman or by a person duly authorised. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.



**Instructions for attending/joining the e-AGM:**

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM
- ii. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- iii. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the scheduled commencement time of the meeting and window for joining the meeting shall be kept open throughout the meeting
- iv. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact below.
  - Amit Vishal, Senior Manager, NSDL at [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number 022-24994360 or
  - Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number 022-24994545 or
  - Mr. Manish Shah on 9324659811 or write an email to [support@purvashare.com](mailto:support@purvashare.com).

**E-voting during the 39<sup>th</sup> AGM:**

Members, who are present at the AGM through VC / OAVM and have not casted their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting during the 39<sup>th</sup> AGM. The detailed procedure and instructions for e-voting during the AGM are mentioned in the AGM Notice

- In case of any queries/ clarification or issues regarding remote e-voting / e-voting during the AGM, please refer Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll free No.: 1800-222-990 or send a request to Amit Vishal, Senior Manager, NSDL at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number 022 - 24994360 or Mr. Manish Shah on 9324659811 or write an email to [support@purvashare.com](mailto:support@purvashare.com).

**DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (IN PURSUANCE OF Regulation 36(3) of the Listing Regulation)**

Sr. No.	Name of the Director	Mrs. Tanu Agarwal
1	Date of Birth	04/10/1968
2	Age	50 Years
3	Date of Appointment	13/10/2016
4	Permanent Account Number (PAN)	AADPA7003J
5	Director Identification Number (DIN)	00290966
6	No. of equity shares held in the Company	-
7	Qualifications	B.SC.
8	Brief Profile	Mrs. Tanu Agrawal is the Director of the Company. She is a Science Graduate, has done B.Sc. She is handling Business Activities of the group companies for the last 18 years and also involve in routine operations of the Group Companies. She has good interpersonal and communication skills and ability required to lead as a Director
9	Directorship held in other companies	1. Handful Investrade Pvt Ltd. 2. Agrawal Bullion Ltd. 3. Rockon Capital Market Pvt Ltd. 4. Kayaguru Capital Market Pvt Ltd. 5. Rockon Enterprises Limited 6. Axon Ventures Limited 7. Banas Finance Limited
10	Membership/Chairmanship of Public Companies (includes Audit Committee and Stakeholder Relationship Committee)	<b><u>Membership of audit and Stakeholder committee of the following companies:</u></b>  <b><u>Chairmanship of audit and Stakeholder committee of the following companies:</u></b> Nil
11	Relationships, if any between Directors, inter -se.	Spouse of Mr. Girraj Kishor Agrawal, Director of the Company.

# Directors' Report

To,  
The Members of  
TILAK VENTURES LIMITED,

Your Directors have pleasure in presenting their 39<sup>th</sup> Annual Report on the business and operations of your Company together with Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

## FINANCIAL RESULTS

The summary of the Company's financial performance for the financial year 2019-20 as compared to the previous financial year 2018-19 is given below:

Particulars	(In Lakhs)	
	2019-20	2018-19
Revenue from Commodity Trading	1630.20	1989.78
Revenue from Finance activity	123.03	123.58
Revenue from Operating Income	48.65	34.11
Total Revenue	1801.88	2147.47
Profit/Loss before Dep. & Int.	46.284	(238.13)
Depreciation	-	0.055
Interest	14.00	18.06
Profit/Loss after Depreciation & Interest	32.284	(256.24)
Provision for Taxation	-	-
Deferred Tax	5.23	(12.34)
Exception Item	-	-
Profit after Tax	27.06	(268.58)
Net profit/ (Loss)	27.06	(268.58)
Other Comprehensive income for the year	(16.98)	(48.694)
Balance carried forward to Balance Sheet	10.08	(304.74)

## REVIEW OF OPERATIONS

During the year under review company has two reporting segments i.e. Commodity Trading and Finance segment, from which company has generated its revenue. It can be clearly seen from the figures above that the total revenue of the company Rs. 18,01,88,381 including other income as against Rs. 214,747,826 in the previous year. The net profit/(loss) of the Company is Rs. 2,705,612 as against net profit/ (loss) of Rs. (26,858,931) in the previous year. The management is striving hard to work with great efforts and maintain high level of optimism to increase the revenue and to achieve profit margin in coming years.

## SHARE CAPITAL

During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares as on March 31, 2020.

## BOARD OF DIRECTORS:

The Board is duly constituted.

During the year under review, the following changes occurred in the position of Directors/KMPs of the Company.

Sr. No.	Name of Director/KMPs	Date of Event	Event
1.	Ms. Jivitha Poojary	28/05/2019	Appointed as Company Secretary cum Compliance officer.

2.	Mr. Hitendra kumar Kanjibhai Parmar	13/08/2019	Appointed as Non-Executive Independent Director
3.	Mr. Anubhav Maurya	13/08/2019	Resigned from the Post of Directorship
2.	Ms. Jivitha Poojary	19/10/2019	Resigned from the Post of Company Secretary cum Compliance officer.
2.	Mr. Girraj Kishor Agrawal	19/10/2019	Appointed as the new Compliance Officer
4.	Mr. Pritam Kumar Yadav	14/11/2019	Resignation from the post of CFO of the Company
5.	Ms. Jyoti Singh	13/02/2020	Appointed as CFO of the company

None of the Directors of the company are disqualified for being Directors as specified under Section 164 of the Companies Act, 2013.

#### **DIVIDEND**

During the year, your Directors do not propose any dividend for the Financial Year ended 31<sup>st</sup> March, 2020.

#### **DEPOSITS**

During the year under review the Company did not invite or accept any Deposits within the meaning of Section 73 of the Companies Act, 2013.

#### **AMOUNTS TO BE TRANSFERRED TO RESERVES**

During the year the company has not proposed to transfer any amount to the General Reserve.

#### **SUBSIDIARIES/ JOINT VENTURE/ASSOCIATES**

During the year under review, there were no such companies which have become Subsidiaries/ Joint Venture/ Associate Companies.

#### **LISTING OF SHARES**

Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE), Mumbai, which provide the wider access to the investor's national wide.

#### **LISTING FEES**

The Company has paid the listing fees as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to Stock Exchange for the F.Y. 2019-20.

#### **DEMATERIALISATION AND ELECTRONIC REGISTRAR**

The equity shares of your Company are dematerialized with both NSDL and CDSL under ISIN INE026L01022. As on 31<sup>st</sup> March 2020, 99.84 % equity shares are in Demat form.

Our registrar for electronic connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) is M/s **Sharex Dynamic (India) Private Limited**, Mumbai (SEBI Reg. No: INR000002102).

#### **POSTAL BALLOT**

No postal Ballot was held during the year 2019-20.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 will be produced for verification to the members on their specific request.

## MEETINGS OF THE BOARD

The Board of Directors of the Company met 6 (Six) Times during the year under review. The gap between two Meetings did not exceed 120 days (one hundred and twenty). Detailed information on the meetings of the Board, its Committees and the AGM is included in the Report on Corporate Governance, which forms part of this Annual Report.

## BOARD COMMITTEES

As per the requirement of Companies Act, 2013 and relevant Regulation of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Your Company has the following mandatory committees:

- Audit Committee
- Nomination and Remuneration Committee (NRC)
- Stakeholders Relationship Committee (SRC)

The details of committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

## EVALUATION OF BOARD OF DIRECTORS ITS COMMITTEES AND OF INDIVIDUALS:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board & its Committees, execution and performance of specific roles, duties, obligations and governance.

The performance evaluation of Committees, Executive Directors, Non-Executive Directors and Independent Directors was completed. The Performance evaluation of the Chairman, Non-Executive Directors & Board as a whole was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

## CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS.

Company have taken Certificate from Practising Company Secretary that none of the Directors on the Board of the Company are disqualified as on 31.03.2020 in accordance with Regulation 34(3) read with Schedule V Para C sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 annexed as Annexure -D

## INDEPENDENT DIRECTORS

- a) **Disclosure of Independence:** The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also the opinion that the Independent Directors fulfils all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.
- b) **Familiarization Programmes:** As per Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the familiarization programmes for Independent Directors have been detailed out in the Corporate Governance Report forming part of the Annual Report and are also disclosed on the website of the Company at [www.tilakfinance.com](http://www.tilakfinance.com).
- c) **Meeting:** The details of the meeting of Independent Directors are given in Corporate Governance Report forming part of the Annual Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- 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 and loss of the Company for that period;

- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- They have prepared annual accounts on a going concern basis;
- They have laid down internal financial controls to be followed by the Company and such internal financial Controls are adequate and operating effectively;
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS**

The Company has been following well laid down policy on appointment and remuneration of Directors and Key Managerial Personnel (KMP).

The appointment of Directors is made by the Board pursuant to the recommendation of Nomination and Remuneration Committee (NRC) The policy for appointment of directors is placed on the website of the Company on the below link: <https://tilakfinance.files.wordpress.com/2016/04/terms-and-conditions-of-independent-director.pdf>

The remuneration of Non-Executive Directors comprises of sitting fees and commission in accordance with the provisions of Companies Act, 2013.

The remuneration of Executive Directors comprises of Basic Salary, Perquisites & Allowances and Commission if any. The remuneration is within the limits prescribed under the Companies Act, 2013 and is recommended by NRC. Approval of Board, Shareholders and the Central Government, if required, for payment of remuneration to Executive Directors is sought, from time to time.

Nomination & Remuneration Policy is available on the website of the Company on the below link: <https://tilakfinance.files.wordpress.com/2016/04/remuneration-policy-tilak.pdf>

#### **AUDITORS**

##### **a) STATUTORY AUDITORS**

M/s. Pravin Chandak & Associates, Chartered Accountants having Firm Registration No. 116627W, was appointed as Statutory Auditors of the Company for a period of 5 years till the conclusion of 39<sup>th</sup> Annual General Meeting of the company to be held in the year 2020.

##### ***Explanation on observations made by the statutory auditors***

The Statutory Auditors of the company have drawn the attention of the management about one non compliances which marked as qualification in their report. In connection with the same, management herewith give the explanations as follows:

a) The Company has given Loans and advances amount of such loans as on 31st March, 2020 is Rs 87,04,350/- and company has granted loan to 34 party wherein no interest has been charged. Amount of such loans as on 31st March, 2020 is Rs. 2,87,91,916/-.

On the observation made by auditor about loans given to few parties wherein no interest is charged/less interest is charged.

The management inform that these loans are old and to recover the principal amount from the party is very difficult and in order to avoid bad debt of this loan, Company has not charged interest, but company will take note in future.

b) The Company did not have an appropriate internal control system for granting Loans. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.

c) The Company's internal control system is not commensurate to the size and scale of operation over purchase and sale of shares and inventory and for expenses incurred.

With regards to appropriateness of internal control system is concerned, management is having views that the company has effective and sufficient internal control system in place for granting of loans and over purchase and

sales. The management grants loans only either to the parties known to the Company or by references which are governed by the Board policies. The Loan and Advances granted by the Company has been closely supervised and monitored on regular basis. Further the control over purchase and sales of commodities is concerned company has reasonable internal controls system according to the size of the company and scale of operations. However, as per recommendation of Auditors, the Company is under process to strengthen its controls procedures.

#### **b) SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Nitesh Chaudhary & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Auditor Report is annexed as "**Annexure -A**" and forms an integral part of this Report.

#### **Comments / explanations / qualification made by secretarial auditors**

The Secretarial Auditors of the Company have drawn the attention of the management about one non-compliances which marked as qualification in their audit report. In connection with the same, management herewith give the explanations as follows:

1. The Company has given Loans and advances Rs. 2,87,91,916/- to 34 party wherein no interest has been charged, and in some cases wherein interest charged is less than prevailing yield government security for relevant tenure.

The management inform that these loans are old and to recover the principal amount from the party is very difficult and in order to avoid bad debt of this loan, Company has not charged interest, but company will take note in future.

The Secretarial Auditors raised few queries during the audit and management of the company has given the written reply and clarifications on the queries raised by us.

#### **c) INTERNAL AUDITOR**

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

Further, the Board has appointed Mr. Ravi Toshniwal, Mumbai as Internal Auditor of the Company for the Financial Year 2019-20.

#### **RISK MANAGEMENT**

The Board has reviewed the Risk assessment and Minimization procedure as per Regulation 17 (9) of the SEBI (LODR) Requirements, 2015; there are no material risk which in the opinion of the management affects the continuity and existence of the business. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

#### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:**

The Company has in place internal financial controls which commensurate with the size of the Company. However Company is trying to strengthen the same. The Board has adopted policies and procedures 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 fraud, error reporting mechanism, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Company is not required to spend any amount towards CSR Expenditure as none of the thresholds limits as specified in Section 135 is crossed.

#### **DISCLOSURE REQUIREMENTS**

The Company has a whistle blower policy/vigil mechanism to report genuine concerns or grievances and to provide transparent working environment. The Policy provides adequate safeguards against victimization of Directors / employees who raise the concern and have access to the chairman of Audit Committee who is entrusted to oversee the Whistle blower mechanism. Further no personnel have been denied access to the Audit Committee during the financial year under review.

The Whistle Blower Policy/vigil mechanism has been posted on the website of the Company [www.tilakfinance.com](http://www.tilakfinance.com).

The Board has laid down a code of conduct for Board members & Senior Management Personnel as per Regulation 17 & 26 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & has been posted on the website of the Company [www.tilakfinance.com](http://www.tilakfinance.com).

All the Board members & Senior Management Personnel have affirmed compliance with the said code of conduct for the year ended on 31<sup>st</sup> March, 2020.

#### **A DECLARATION TO THIS EFFECT SIGNED BY THE CEO, FORMS PART OF THIS ANNUAL REPORT.**

The Board has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading Policy of the Company covering code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and Code of Conduct for the prevention of Insider Trading has been posted on the website of the Company ([www.tilakfinance.com](http://www.tilakfinance.com)).

All the Board members & KMPs have affirmed compliance with the said code of conduct for the year ended on 31<sup>st</sup> March, 2020.

#### **MATERIAL CHANGES AND COMMITMENTS**

- No material changes have occurred and commitments made, affecting the financial position of the Company, between the end of the financial year of the Company and the date of this report.
- There is no order is passed by regulator or court or tribunal against the Company, impacting the going concern concept or future operations of the Company.
- There are no details in respect of frauds reported by auditors under section 143 of the Companies Act, 2013.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as “Annexure B”.

#### **REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. In compliance with Regulation 34 and Schedule V of SEBI Listing Regulation 215, report on Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

#### **PARTICULARS OF EMPLOYEES AND RELATED INFORMATION**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are provided as under.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

(Rs in Lacs)

Sr. No	Name of Director/KMP	Remuneration Received	% increase in Remuneration in the Financial year 2019-20	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Girraj Kishor Agrawal	NIL	NIL	NIL



	(Director& CEO)			
2	Mrs. Tanu Giriraj Agarwal (Non-Executive - Non-Independent Director)	NIL	NIL	NIL
3	Mr. Hardik Kabariya (Non-Executive Independent Director)	NIL	NIL	NIL
4	Mr. Hitendrakumar parmar (Non-Executive Independent Director)	NIL	NIL	NIL
5	Ms. Jyoti Singh	61209	NIL	1.21
6	Mr. Pritam Kumar Yadav*	134068	NIL	2.65
7	Ms. Jivitha Poojary # (Company Secretary)	216589	NIL	4.28

- \* Resigned on 14.11.2019| # Resigned on 19.10.2019.
- All appointments are / were non-contractual.
- There were 16 employees on the roll of Company as on March 31, 2020.
- The median remuneration of employees of the Company during the financial year was Rs. 50504.
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Remuneration on Cash basis

#### EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 is included in this report as “**Annexure C**” and forms an integral part of this report. Our Website is <https://tilakfinance.wordpress.com/> copy of the annual return is placed on the website.

#### CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act read with Companies’ (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption, and research and development are not applicable to the Company.

#### FOREIGN EXCHANGE

There is no inflow and outflow of Foreign Exchange.

#### COMPLIANCE WITH SECRETARIAL STANDARDS

Company is in compliance with applicable Secretarial Standards.

#### DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year Company don’t have any subsidiaries, associates and joint ventures.

#### POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013, An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy. Your Directors state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, the company has not received any complaint of sexual harassment.

#### **APPRECIATION & ACKNOWLEDGEMENTS**

Your Directors take this opportunity to place on record their sincere gratitude for assistance and cooperation received from banks, financial institutions, shareholders, business associates and esteemed customers for their continued support and assistance during the year.

Your Directors also place on record their appreciation for the excellent contribution made by all employees of Tilak Ventures Limited through their commitment, competence, co-operation and diligence to duty in achieving consistent growth of the Company.

#### **On behalf of the Board of Directors**

Sd/-  
GirrajKishorAgrawal  
(Director)  
(DIN: 00290959)

Sd/-  
TanuAgarwal  
(Director)  
(DIN: 00290966)

Date: 02/09/2020  
Place: Mumbai

## Annexure to the Board's Report – Annexure - A

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For the Financial Year Ended 31<sup>st</sup> 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,**  
**M/s. Tilak Ventures Limited**  
 E-109, Crystal Plaza, New Link Road,  
 Andheri (West), Mumbai 400053,

We have conducted the Secretarial Audit of the applicable compliance & statutory provisions and the adherence to corporate practices by **M/s. Tilak Ventures Limited** (hereinafter called the 'Company') for the audit period covering the Financial Year from 01<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the company and also the information provided by the company, its directors, officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the **M/s. Tilak Ventures Limited** for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ***The Company has not raised any money by way of initial public offer or further public offer during the year therefore the said regulation was not applicable to the company;***
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - ***As the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review, the said regulation was not applicable to the company;***
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - ***As the Company has not issued any debt securities which were listed during the year under review, the said regulation are not applicable to the company;***
  - f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 - ***As the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review, the said regulation are not applicable to the company;***
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - ***The equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation are not applicable to the company;***

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - *The Company has not bought back or propose to buy-back any of its securities during the year under review, the said regulation are not applicable to the company;*
6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;
- I. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
  - II. The Equal Remuneration Act, 1976;
  - III. Bombay Shops and Establishments Act, 1948;

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

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Listing Regulations Issued by the SEBI i.e. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the observation of statutory auditors in their Audit Report on financial and taxation matters and the other observation stated below:

1. The Company has given Loans and advances Rs. 2,87,91,916/- to 34 party wherein no interest has been charged and, in some cases, wherein interest charged is less than prevailing yield government security for relevant tenure.

We have raised few queries during the audit and management of the company has given the written reply and clarifications on the queries raised by us.

#### **I further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting, except one case.
- Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

I further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except granting of Loans and scale of operation over purchase and sale of shares, and Inadequate Internal Financial Controls over company's annual or interim financial statements not prevented or detected on a timely basis.

I further report that:

During the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations.

**For Nitesh Chaudhary & Associates  
Practicing Company Secretary**

**Sd/-  
Nitesh Chaudhary,  
Proprietor  
FCS No. 10010  
CP No.: 16275**

**Place: Mumbai  
Date: 31<sup>st</sup> August, 2020**

**UDIN - F010010B000636658**

**Note:**

- **This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.**
- **The Audit was conducted on quarterly basis and all the documents were obtained from the company except compliance for the quarter January to March 2020. Due to COVID-19 outbreak and the Government of India announcement complete lockdown which was further extended, all the compliance documents for the quarter January to March 2020 were obtained through electronic mode and verified with requirements.**

Annexure A

To,  
The Members,  
M/s. Tilak Ventures Limited  
E-109, Crystal Plaza, New Link Road,  
Andheri (West), Mumbai 400053,

Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc..
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

**Disclaimer**

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

**For Nitesh Chaudhary & Associates**  
**Practicing Company Secretary**

Sd/-  
Nitesh Chaudhary,  
Proprietor  
FCS No. 10010  
CP No.: 16275

Place: Mumbai  
Date: 31<sup>st</sup> August, 2020

UDIN - F010010B000636658

## ANNEXURE – B

## Form AOC – 2

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

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

## 1. Details of material contracts or arrangements or transactions not at arm's length basis:

All contracts/arrangements/transactions entered into during the year ended March 31, 2020, were at arm's length basis.

## 2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ Transactions	Duration of the contracts / arrangements / transactions	Nature of Relationship	Date(s) of Approval by the Board, if any.	Amount paid as advances, if any.
Banas Finance Ltd	Loan Given of Rs 31180000 and loan given repaid and interest of Rs 6164 received on loan.	One time	Related Group Co.	06.04.2018	N.A.
Agarwal Ventures Ltd	Loan given of Rs 8 lacs and Loan given repaid and interest of Rs. 21681 received on the loan.	One Time	Related Group Co.	06.04.2018	N.A.
Kayaguru Capital Market Pvt Ltd	Shares Purchased of 3800000	One Time	Related Group Co.	06.04.2018	N.A.
Girraj Kishor Agrawal	Other Expenses paid on behalf of company of Rs. 128000	One time	Director & CEO		
Prajna Naik	Salary paid of Rs 34333/- p.a. during the year.	Resigned on 13.04.2019	Company Secretary	13.05.2018	N.A.
Jyoti Singh	Salary paid of Rs 61209/- p.a. during the year.	Appointed on 13.02.2020	CFO	11.02.2016	N.A.
Pritam Yadav	Salary paid of Rs 134068/- p.a.	Resigned on 19.11.2019	CFO	11.08.2018	N.A.
Jivitha Poojary	Salary paid of Rs 216589/- p.a. during the year.	Resigned on 19.10.2019	Company Secretary	28.05.2019	N.A.

*\*Some of the above mentioned transactions are not material one, however they are still being provided here for disclosure purpose.*

On behalf of the Board of Directors

Sd/-  
GirrajKishorAgrawal  
(Director)  
(DIN: 00290959)  
Date: 02/09/2020  
Place: Mumbai

Sd/-  
TanuAgarwal  
(Director)  
(DIN: 00290966)

**ANNEXURE – C****Form No. MGT – 9****EXTRACT OF ANNUAL RETURN****As on financial year ended 31.03.2020****[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

<b>I REGISTRATION &amp; OTHER DETAILS:</b>		
<b>i</b>	<b>CIN</b>	L65910MH1980PLC023000
<b>ii</b>	<b>Registration Date</b>	18/08/1980
<b>iii</b>	<b>Name of the Company</b>	Tilak Ventures Limited
<b>iv</b>	<b>Category/Sub-category of the Company</b>	Company limited by Shares/Indian Non-Government Company
<b>v</b>	<b>Address of the Registered office &amp; contact details</b>	E-109, Crystal Plaza, New Link Road, Opp. Infinity Mall, Andheri (West), Mumbai-400053 Tel: 9152096140 / 41 / 42 Email: <a href="mailto:tilakfin@gmail.com">tilakfin@gmail.com</a> Web Site: <a href="http://www.tilakfinance.wordpress.com">www.tilakfinance.wordpress.com</a>
<b>vi</b>	<b>Whether listed company</b>	Yes, Bombay Stock Exchange
<b>vii</b>	<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	Sharex Dynamic (India) Pvt. Ltd, C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai- 400083 Email: <a href="mailto:investor@sharexindia.com">investor@sharexindia.com</a>

<b>II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
All the business activities contributing 10% or more of the total turnover of the company shall be stated			
Sl. No.	Name & Description of main Products/services	NIC Code of the Product /service	% to total turnover of the company
1	Finance Business	9971	6.90
2	Commodity Trading	9962	93.10

<b>III PARTICULARS OF HOLDING, SUBSIDIARY &amp; ASSOCIATE COMPANIES</b>					
Sr. No	Name & Address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of Shares Held	Applicable Section
1	Nil	-	-	-	-

<b>IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b>									
A) <u>Category-wise Share Holding</u>	No. of Shares held at the beginning of the year (As on 1 <sup>st</sup> April, 2019)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March, 2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Got	0	0	0	0	0	0	0	0	0
c) State Got(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	74195577	0	74195577	57.749	74195577	0	74195577	57.749	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Subtotal(A)(1):</b>	<b>74195577</b>	<b>0</b>	<b>74195577</b>	<b>57.749</b>	<b>74195577</b>	<b>0</b>	<b>74195577</b>	<b>57.749</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs Individuals	0	0	0	0	0	0	0	0	0
b) Other Individual	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
<b>Subtotal(A)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	74195577	0	74195577	57.749	74195577	0	74195577	57.749	0
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central Got	0	0	0	0	0	0	0	0	0
d) State Got	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Subtotal(B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non-Institutions</b>									
<b>A) Bodies Corp.</b>									
i) Indian	6751502	200000	6951502	5.411	8637772	200000	8837772	6.879	1.468
ii) Overseas	0	0	0	0	0	0	0	0	0
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	5790882	0	5790882	4.507	5486088	0	5486088	4.270	-0.237
ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakhs	41494239	0	41494239	32.936	39786451	0	39786451	30.967	-1.329
c) Others (specify)	0	0	0	0	0	0	0	0	0
Clearing Members	35120	0	35120	0	161432	0	.13		
HUF	2306033	0	2306033	1.79	2305476	0	1.79		
NRI	12680	0	12680	0.010	12680	0	0.01		
<b>Subtotal(B)(2):</b>	<b>54084423</b>	<b>200000</b>	<b>54084423</b>	<b>42.25</b>	<b>54084423</b>	<b>200000</b>	<b>54084423</b>	<b>42.251</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>54284423</b>	<b>0</b>	<b>54284423</b>	<b>42.25</b>	<b>54284423</b>	<b>0</b>	<b>54284423</b>	<b>42.25</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>128280000</b>	<b>200000</b>	<b>128480000</b>	<b>100.00</b>	<b>128280000</b>	<b>200000</b>	<b>128480000</b>	<b>100</b>	<b>0.00</b>

<b>(ii) SHARE HOLDING OF PROMOTERS</b>								
Sl. No	Shareholders Name	Shareholding at the beginning of the year 01/04/2019			Shareholding at the end of the year 31/03/2020			% change in share holding during the year
		No. of Shares	% of total shares of the Co.	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the Co.	% of shares pledged encumbered to total shares	
1	Agrawal Bullion Ltd	2,17,50,439	16.93	0	2,17,50,439	16.93	0	0
2	Axon Ventures Ltd	2,30,00,000	17.90	0	2,30,00,000	17.90	0	0
3	Proaim Enterprises Ltd	2,06,00,000	16.03	0	2,06,00,000	16.03	0	0
4	Handful Investrade Pvt Ltd	88,45,138	6.88	0	88,45,138	6.88	0	0

<b>(iii) CHANGE IN PROMOTERS' SHAREHOLDING UPTO 31.03.2020</b>								
Sr. No	Shareholder's Name	Shareholding at the beginning of the year 01/04/2019			Shareholding at the end of the Year 31/03/2020			% of total Shares of the co.
		No. of Shares at the beginning	% of total Shares of the Co.	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	N.A.	-	-	-	-	-	-	-

<b>(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):</b>								
Sr. No.	Shareholders Name	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.	<b>HEMANGINI VINITKUMAR PARIKH</b>							
	Opening Balance	6360364	4.95	01-04-2019	-	-	-	-
	Closing Balance			31-03-2020	-	No Change	6360364	4.95
2.	<b>PRAVEEN KUMAR</b>							
	Opening Balance	3741598	2.912	01-04-2019	-	-	-	-
	Transactions during the year			16-08-2019	20000	Buy		
	Closing Balance			31-03-2020			3761598	2.9278
3.	<b>DHARMESHBAI J VAGHELA</b>							
	Opening Balance	3196338	2.488	01-04-2019	-	-	-	-
	Closing Balance			31-03-2020		No Change	3196338	2.488
4.	<b>DEALMONEY SECURITIES PRIVATE</b>							
	Opening Balance	2393000	1.863	01-04-2019				
	Closing Balance			31-03-2020		No Change	2393000	1.863
5.	<b>SMC GLOBAL SECURITIES LTD</b>							
	Opening Balance	91575	0.071	01-04-2019				
				12-07-2019	150	Buy	91725	0.071
				09-08-2019	-150	Sell	91575	0.071
				06-03-2020	2261600	Buy	2353175	1.832
		Closing Balance			31-03-2020			2353175
6.	<b>SUNIL</b>							
	Opening Balance	0	0	01-04-2019	-	-	-	-
				12-07-2019	396168	Buy	396168	0.308
				02-08-2019	1611845	Buy	2008013	1.563
				31-03-2020			2008013	1.563
7.	<b>SONU ARGAL</b>							
	Opening Balance	1498582	1.166	01-04-2019	-	-	-	-
	Transactions during the year				223880	Buy		
	Closing Balance			31-03-2020			1722462	1.3406
8.	<b>SHANKARLAL KUMHAR</b>							
	Opening Balance			01-04-2019	-	-	-	-
	Transactions during the year	-	-	26-04-2019	25000	Buy	25000	0.019
				31-05-2019	16660633	Buy	1685633	1.312
			27-09-	7143	Buy	1692776	1.318	

				2019				
	Closing Balance			31-03-2020			1692776	1.318
<b>9.</b>	<b>HANSABEN BHARATKUMAR PATEL</b>							
	Opening Balance	1394085	1.085	01-04-2019	-	-	-	-
	Closing Balance			31-03-2020		No Change	1394085	1.085
<b>10.</b>	<b>PRASHANT SHASHIKANT SAWANT</b>							
	Opening Balance	1204049	0.937	01-04-2019	-	-	-	-
	Closing Balance			31-03-2020		No Change	1204049	0.937

**(V) SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sr. No.	Name of Director/KMP and Designation	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the Co.	No. of Shares	% of total shares of the Co.
1	Nil	0	0	0	0

**(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole Time Directors and/or Manager:**

Sr. No.	Particulars Of Remuneration	Name of MD/CEO/WTD/Manager		Total Amount
		Mr. Girraj Kishor Agrawal (CEO)		
1	Gross salary	-	-	-
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As % of profit	-	-	-
	- Others, specify...	-	-	-
5	Others, please specify -	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act	N.A.	N.A.	N.A

**B. Remuneration to Other Directors**

Sr. No.	Particulars of Remuneration	Directors					Total Amount
		Mrs.Tanu Agarwal	Mr. Hitendrakumar parmar	Mr.Girraj Agrawal	Mr. Anubhav Maurya	Mr.Hardik Kabariya	
1	Independent Directors	-	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	60,000	-	60,000
	Commission	-	-	-	-	-	-
	Others (Fee for attending Independent Directors meeting)	-	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-	<b>60,000</b>
2	Other Non-Executive Directors	-	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-

Others, please specify	-	-	-	-	-
<b>Total (2)</b>	-	-	-	-	-
<b>Total (B)=(1+2)</b>	-	-	-	-	<b>60,000</b>
Total Managerial Remuneration	-	-	-	-	<b>60,000</b>

C.		D. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:				E.
Sr. No	Particulars Of Remuneration	Company Secretary	Company Secretary	Chief Financial Officer	Chief Financial Officer	Total Amount (Rs)
		Ms. Prajna Naik	Ms. Jivitha Poojari*	*Mr.Pritam	Ms. Jyoti Singh*	
1	Gross salary	34333	216589	134068	61209	<b>446199</b>
	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	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- As % of profit	-	-	-	-	-
	- Others, specify...	-	-	-	-	-
5	Others, please specify -	-	-	-	-	-
	<b>Total</b>	<b>34333</b>	<b>216589</b>	<b>134068</b>	<b>61209</b>	<b>446199</b>

\*Prajna Naik resigned on 13.04.2019|Ms. Jivitha Poojari resigned on 19.10.2019|\*Mr.Pritam resigned on 14.11.2019|\*Jyoti Singh was appointed on 13.02.2020

<b>(VII) INDEBTEDNESS</b>					
Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
<b>Indebtness at the beginning of the financial year</b>					
i) Principal Amount	-	-	-	0	
ii) Interest due but not paid	-	0	-	0	
iii) Interest accrued but not due	-	0	-	0	
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>Change in Indebtedness during the financial year</b>					
Additions	0	30396522	0	30396522	
Reduction	0	30396522	0	30396522	
<b>Net Change</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>Indebtness at the end of the financial year</b>					
i) Principal Amount	-	NIL	-	NIL	
ii) Interest due but not paid	-	NIL	-	NIL	
iii) Interest accrued but not due	-	NIL	-	NIL	
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>(VIII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES</b>					
Type	Section of the Companies Act	Brief Description	Details of Penalties /Punishment/Compounding fees imposed	Authority (RD/NCLT/Court )	Appeal made, if any (give details)
<b>COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>DIRECTORS</b>					
Penalty			None		
Punishment					

Punishment					
<b>OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					

On behalf of the Board of Directors

Sd/-  
Girraj Kishor Agrawal  
(Director)  
(DIN: 00290959)

Sd/-  
Tanu Agarwal  
(Director)  
(DIN: 00290966)

Date: 02.9.2020

Place: Mumbai

# CORPORATE GOVERNANCE REPORT

## COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2020, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Tilak Ventures Limited (herein after referred to as "the Company") looks upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term stakeholder value creation. Good Corporate Governance Practices enable a Company to attract high quality financial and human capital. In turn these resources are leveraged to maximize long-term stakeholder value while preserving the interest of multiple stakeholders including the society at large. In the conduct of your Company's business and its dealings, it abides by the principle of honesty, openness and doing what is right which means taking business decisions and acting in way that is ethical and is in compliances with the applicable legislation. Sound corporate governance is critical to enhance and retain trust of stakeholders. The Board of Directors fully supports corporate governance practices in your Company with appropriate checks and balances at right places and at right intervals.

The Company's policies on Corporate Governance and compliance thereof in respect of specific areas, as applicable for the year ended 31st March, 2020, are set out below for the information of shareholders and investors of the Company.

## BOARD OF DIRECTORS

Name of Director	Date of Appointment/Resignation	Category	No. of Board meetings attended during the year 2019-20	Attendance at last AGM	No of Directorship in Companies excluding Private Limited companies	Member (M) /Chairmanship (C)
Mr. Girraj Kishor Agrawal	22/05/2017	E	6	Yes	5	8 M & 0 C
Mrs. Tanu Giriraj Agarwal	13/10/2016	NE	6	Yes	4	3M & 0 C
Mr. Hardik Kumar Kabariya	30/05/2016	NE/I	6	Yes	4	9 M & 2 C
Mr. Hitendra kumarParmar*	13/08/2019	NE/I	3	Yes	4	4M & 4 C
Mr. Anubhav Maurya@	13/08/2020	NE/I	3	No	0	0

\* Mr. Hitendra kumarParmar appointed as director w.e.f 13/08/2019  
@ Mr. Anubhav Maurya resigned from directorship w.e.f 13/08/2019

Chairmanship and membership included Audit and Stakeholders' Relationship Committee

C: Chairman, P: Promoter, E: Executive Director, NE: Non-Executive Director, I: Independent Director, WTD: Whole Time Director, MD: Managing Director, ND: Nominated Director, IND: Investor Nominated Director.

- A. As on the report of the date your Board of Directors is comprised of 4 (four) directors. In compliance with the requirements of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, your Company has 1 (one) Executive Director, 2 (two) are Independent Directors and 1(one) is Non-Executive, Non – independent Director. None of the Non-Executive Directors are responsible for the day to day affairs of the Company.
- B. None of the Directors on the Board is member of more than ten Committees or Chairman of more than five Committees across all the public companies in which he is a director. Necessary disclosures regarding their position in various Committees across other public companies as on March 31, 2020, have been made by the directors.
- C. The details of the composition, nature of directorship, number of Board Meeting attended, attendance at last AGM, directorships held in other companies by the directors of the Company and their shareholding are detailed below. Other directorships do not include alternate directorships, directorships of private limited companies, section 8 companies and of companies incorporated outside India. Chairmanships/ Memberships of Board Committees include only Audit and Stakeholders' Relationship Committee (formerly known as Shareholders/Investors Grievance Committee).

D. During the year, 6 (Six) Board Meetings were held and the gap between two meetings does not exceed 120 (one hundred twenty) days. The dates on which the said meetings were held: 15/04/2019, 21/05/2019, 13/08/2019, 18/10/2019, 14/11/2019, and 13/02/2020.

The necessary quorum was present for all the meetings.

E. The terms and conditions of appointment of Independent Directors is disclosed on the website of the Company ([www.tilakfinance.com](http://www.tilakfinance.com))

F. During the year, the Independent Directors of the Company meet at least once in every financial year without the presence of Non- Independent Directors, Executive Director and any other management personnel. The meeting(s) is conducted in a manner to enable the Independent Directors to discuss matter pertaining to, inter alia, review of performance of Non- Independent Directors and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year, due to Nationwide lockdown imposed by the Government from 25th March, 2020 to curtail the spread of COVID-19, a Separate Meeting of Independent Directors could not be held for the financial year 2019-20.

G. Further as per the relaxation provided by the Ministry of Corporate Affairs vide their General Circular No 11/2020 dated 24<sup>th</sup> March, 2020 if the independent Directors of a company have not been able to hold such a meeting, the same shall not be viewed as a violation. The Company ensures to schedule the meeting of Independent Directors as soon as it becomes feasible by the situation.

H. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by various departments of the Company.

I. The details of familiarization programme is available on the website of the Company at the following link: [https://tilakfinance.files.wordpress.com/2016/04/familiarisation-programme-for-id\\_tilak.pdf](https://tilakfinance.files.wordpress.com/2016/04/familiarisation-programme-for-id_tilak.pdf)

J. None of our directors is holding shares & convertible instruments of the Company.

K. There is no relationship between the Directors of the Company except Mr. Girraj Kishor Agrawal is spouse of Mrs. Tanu Giriraj Agarwal.

L. The previous Annual General Meeting (AGM) of the Company was held on September 28, 2019.

## **COMMITTEES OF THE BOARD**

Currently, the Board has three mandatory committees:

- Audit Committee,
- Stakeholders' Relationship Committee,
- Nomination & Remuneration Committee.

Meeting of each of these Committees are administered by the respective Chairman of the Committee. The minutes of the Committee meetings are sent to all directors' individual & tabled at the Board Meetings.

### **I. AUDIT COMMITTEES**

A. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

B. The terms of reference of the Audit Committee are broadly as per Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & Section 177 of Companies Act, 2013.

C. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function, Chief Executive Officer & Chief Financial Officer), and representatives of the statutory auditors to be present at its meetings.

D. The composition of the audit committee and the details of meetings attended by its members are given below:

Name of director	Category	No. of meetings during the Financial Year 2019-20	
		Held	Attended
Mr.GirrajKishorAgrawal	Member	04	04
Mr.HardikKumarKabariya	Member	04	04
Mr.AnubhavMaurya@	Member & Chairman	04	02
Mr. Hitendra Kumar Parmar*	Member& Chairman	04	02

@ Mr. Anubhav Maurya resigned from the post w.e.f. 13.08.2019

\* Mr. Hitendra Kumar Parmar appointed as director w.e.f. 13.08.2019

During the year, Company Secretary of the Company has acted as the secretary of the Committee.

E. During the year, 4 (Four) Audit Committee Meetings were held and the gap between two meetings did not exceed 120 days. The dates on which the said meetings were held are 21/05/2019, 13/08/2019, 14/11/2019 and 13/02/2020.

The necessary quorum was present for all the meetings.

## II. NOMINATION AND REMUNERATION COMMITTEE

A. The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

B. The terms of reference of the Nomination and Remuneration Committee are broadly as per Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & Section 178 of Companies Act, 2013.

C. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

Name of Director	Category	No. of meetings during the Financial Year 2019-20	
		Held	Attended
Mr. Anubhav Maurya@	Member& Chairman	02	1
Mrs. Tanu Agrawal	Member	02	2
Mr. Hardik Kumar Kabariya	Member	02	2
Mr. Hitendra Kumar Parmar*	Member& Chairman	02	1

@ Mr. Anubhav Maurya resigned from the post w.e.f. 13.08.2019

\* Mr. Hitendra Kumar Parmar appointed as director w.e.f. 13.08.2019

During the year, Company Secretary of the Company has acted as the secretary of the Committee.

D. During the year, 2 (Two) Nomination and Remuneration Committee meetings were held. The dates on which the said meetings were held are on 21/05/2019 and 13/02/2020.

E. The necessary quorum was present for all the meetings.

F. Nomination and Remuneration Committee has set criteria for evaluation of performance of Independent Director which broadly covers their participation in board meeting/other committee meeting, knowledge & skill, adherence to the applicable code of conduct for independent directors and maintenance of confidentiality etc.

## III. STAKEHOLDERS' RELATIONSHIP COMMITTEE

A. The Company had a Shareholders / Investors Grievance Committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc.

B. The constitution of the Committee is in line with Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

C. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:



Name of director	Category	No. of meetings during the Financial Year 2019-20	
		Held	Attended
Mr. Anubhav Maurya*	Member & Chairman	4	2
Mr. Girraj Kishor Agrawal	Member	4	4
Mrs. Tanu Agrawal	Member	4	4
Mr. Hitendra Kumar Parmar	Member & Chairman	4	2

@ Mr. Anubhav Maurya resigned from the post w.e.f. 13.08.2019

\* Mr. Hitendra Kumar Parmar appointed as director w.e.f. 13.08.2019

During the year, Company Secretary of the Company has acted as the secretary of the Committee.

F. During the year, 4 (Four) Stakeholder Relationship Committee meetings was held. The dates on which the said meeting was held is on 21/05/2019, 13/08/2019, 14/11/2019 and 13/02/2020.

D. The necessary quorum was present for all the meetings.

E. Details of investor complaints received and redressed during the year 2019-20 are as follows:

Opening balance	Received during the year	Resolved during the year	Closing balance
NIL	NIL	NIL	NIL

F. Name, Designation and Address of Compliance officer:

**Mr. DAVENDRA KUMAR**

**Compliance Officer of**

M/s. Tilak Ventures Limited

E/109, Crystal Plaza, New Link Road,

Opp. Infinity Mall, Andheri (West), Mumbai-400053

Email- [tilakfin@gmail.com](mailto:tilakfin@gmail.com); Contact No.: 9152096140/41

## **GENERAL BODY MEETINGS**

### **i. General meeting**

a) Annual General Meeting:

AGM	Financial Year	Date	Time	Venue
36 <sup>th</sup>	2016-17	28 <sup>th</sup> September, 2017	10:30 A.M	E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai-400053
37 <sup>th</sup>	2017-18	29 <sup>th</sup> September, 2018	03:30 P.M	
38 <sup>th</sup>	2018-19	29 <sup>th</sup> September, 2019	03:00 P.M	412, Hubtown Solaris, Sai Wadi Andheri (East) Mumbai- 400069

b) The Following Special Resolutions are passed in the previous three Annual General Meetings:

AGM	Financial Year	Special Resolutions passed
36 <sup>th</sup>	2016-17	1. Ratification by shareholders for alternation/ variation of utilization of proceeds of Preferential Allotment of 1,09,95,000 Equity shares 2. Ratification by shareholders for alternation/ variation of utilization of proceeds of Preferential Allotment of 62,80,000 Equity shares
37 <sup>th</sup>	2017-18	NA
38 <sup>th</sup>	2018-19	NA

c) Extraordinary General Meeting: No EGM was held during the financial year 2019-20.

## **DISCLOSURES**

a) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years 2016-17, 2017-18 and 2018-19 respectively: **NIL**

**b) Reconciliation of share capital audit:**

A qualified Practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**c) Proceeds from Public Issue, Right Issues, and Preferential Issues etc.**

During the year there is no such public issue, right issue and preferential issue.

**d) Code of Conduct**

The Company has adopted Code of Conduct for members of the Board and Senior Management personnel. The code has been circulated to all the members of the Board and Senior Management and the same has been put on the Company's website [www.tilakfinance.com](http://www.tilakfinance.com)

The Board Members and Senior Management have affirmed their compliance with the code and a declaration signed by the Chief Executive Officer of the Company is annexed to this report.

**e) Disclosure of compliance with corporate governance specified in regulation 17 to 27 and clause (B) to (I) of sub-regulation 2 of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Company has fully complied with the applicable requirements in regulation 17 to 27 and clause (B) to (I) of sub-regulation 2 of regulation 46. Further, there has been no instance of non-compliance of any requirements of Corporate Governance Report.

**CERTIFICATE ON CORPORATE GOVERNANCE**

As required by Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Certificate on Corporate Governance is annexed to this Annual Report.

**CEO AND CFO CERTIFICATION**

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the CEO and CFO Certification are provided in this Annual Report.

**MEANS OF COMMUNICATION**

At Tilak Ventures Limited effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

**Intimation to Stock Exchange:** Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE in accordance with the requirements of listing agreement.

**Company's Website:** The Financial Results were also displayed on the Company's website [www.tilakfinance.com](http://www.tilakfinance.com). The Company also keeps on updating its website with other relevant information, as and when required. The company did not make any official news releases nor made any presentations to the institutional investors or analysts, during the period under review.

**Newspapers Publications:** The Financial Results and other Communications of the Company were normally published in 2 papers i.e. English 'Active Times' and Marathi 'Mumbai Lakshdweep'.

**Annual Report:** Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members of the Company prior to the AGM. The Report on Management Discussion and Analysis forms part of the Annual Report. The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable format.

**GENERAL SHAREHOLDER INFORMATION****i. Annual General Meeting:**Date: 30<sup>th</sup> September, 2020

Day: Wednesday

Time: 03:00 P.M.

Venue: E/109, Crystal Plaza, Opp. Infinity Mall, New Link Road, Andheri (W), Mumbai- 400053

As required under Regulation 36 (3) of the SEBI (Listing obligation and disclosure requirements) Regulations, 2016, particulars of directors seeking appointment / re-appointment at the forthcoming AGM are given in the Annexure to the notice of the AGM.

**ii. Financial Calendar:**

Financial Calendar 2020-21 (Tentative)	April 1 <sup>st</sup> , 2020 to March 31 <sup>st</sup> , 2021
For consideration of quarterly / yearly result	
First Quarter Results Declared	On or before September 15, 2020 as per SEBI Circular
Second Quarter Results Declared	On or before November 14, 2020
Third Quarter Results Declared	On or before February 14, 2021
Fourth Quarter Results Declared	On or before May 30, 2021

Year ending : March 31, 2020

AGM in : September

Dividend payment : Nil

Dividend for the year	Total Amount of Dividend (Rs. In Lakhs)	Amount of Unpaid Dividend as on 31.03.2018 (Amount in Rs.)	% of Dividend Unpaid	Due date of transfer to IEPF
2016-17	-	-	-	-
2017-18	-	-	-	-
2018-19	-	-	-	-

**iii. Date of book closure / record date:** As mentioned in the notice of the AGM to be 24<sup>th</sup> September, 2020 to 30<sup>th</sup> September, 2020 (both days inclusive).

**iv. Listing on stock exchanges:** Company's shares are listed on the Bombay Stock Exchange Ltd. The Company has made payment of listing fees to the Stock Exchanges on time.

**v. Stock Code:** 503663, **Demat ISIN:** INE026L01022

**vi. Corporate Identification Number (CIN):** L65910MH1980PLC023000

**vii. Registrar and Share Transfer Agent**

Sharex Dynamic (India) Pvt Ltd

C 101, 247 Park, LBS Marg,

Vikhroli West, Mumbai-400083

Tel: 022-28515606

Email Id: support@sharexindia.com

**viii. Share Transfer system:**

The transfer system is with the registrar & transfer agent. As on 31<sup>st</sup> March, 2020, 99.84% of the equity shares are in the electronic form and transfer of these shares is done through the depository with no involvement of the Company. As regards to the transfer of shares in the physical form, if the documents are complete in all respects, transfer is normally processed within stipulated time period.

**ix. Share Price Data at BSE during the year 2019-20**

Month	High	Low	Close	No. of Shares
April 2019	0.69	0.64	0.65	57,660
May 2019	0.65	0.56	0.56	81,747
June 2019	0.61	0.54	0.56	3,45,993
July 2019	0.56	0.53	0.53	23054
Aug 2019	0.51	0.45	0.45	9550
Sept 2019	0.45	0.38	0.38	22199
Oct 2019	0.40	0.38	0.40	5522
Nov 2019	0.54	0.41	0.54	97264
Dec 2019	0.72	0.54	0.69	21958
Jan 2020	1.34	0.69	1.32	57419
Feb 2020	1.36	1.24	1.24	22540
March 2020	1.24	1.20	1.20	1850

**x. Distribution of equity shareholding as on 31<sup>st</sup> March, 2020**

Shareholders			Shareholding	
No. of Shares	Nos.	%	Holding in Rs.	%
upto5000	1852	87.524	1251206	0.974
5001 to 10000	66	3.119	491806	0.383
10001 to 20000	49	2.316	738229	0.575
20001 to 30000	15	0.709	371092	0.289
30001 to 40000	18	0.851	623586	0.485
40001 to 50000	14	0.662	643466	0.501
50001 to 100000	32	1.512	2407447	1.874
100001 to above	70	3.307	121953168	94.920
<b>T O T A L</b>	<b>2116</b>	<b>100.00</b>	<b>128480000.00</b>	<b>100.00</b>

**xi. Categories of equity shareholders as on 31<sup>st</sup> March, 2020**

Category	No. of Equity Shares held	Percentage of holding
Indian Promoters	7,41,95,577	57.75
Foreign Promoters	-	-
Mutual Funds & UTI	-	-
Banks, FIs, Insurance Companies	-	-
Central/State Govt. Institutions/ Non-Govt. Institutions	-	-
Foreign Institutional Investors	-	-
Bodies Corporate	8837772	6.88
Foreign Companies	-	-
Non Resident	12680	0.00
Clearing Members	161432	0.13
Hindu Undivided Family	2305476	1.79
Indian Public	42967063	33.45
Grand Total	<b>12,84,80,000</b>	<b>100</b>

**xii. Dematerialization of Shares and Liquidity**

The equity shares of your Company are available for dematerialization with both NSDL and CDSL under ISIN INE026L01022. As on 31<sup>st</sup> March 2020, 99.84% equity shares are in Demat form. Our registrar for electronic connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) is Sharex Dynamic (India) Pvt Ltd C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083

NSDL	3,08,12,094	23.98%
CDSL	9,74,67,906	75.86%
Physical	2,00,000	0.16%
<b>Total</b>	<b>128480000</b>	<b>100%</b>

**xiii. Quarterly Audit of Share Capital**

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the total issued and listed capital of the Company. The certificate received from the Practicing Company Secretary is submitted to BSE and is also placed before the Stakeholder Relationship Committee on a quarterly basis.

**xiv. Address for Correspondence**

Shareholder's correspondence should be addressed to the Company's RTA at the Address mentioned below:

**Sharex Dynamic (India) Pvt Ltd**

C 101, 247 Park, LBS Marg,

Vikhroli West, Mumbai-400083

Tel: 022-28515606 | Email Id: [sharex@vsnl.com](mailto:sharex@vsnl.com)

For any further assistance, the shareholder's may Contact:

**Registered Office:****M/s. Tilak Ventures Limited**

E/109, Crystal Plaza, Opp. Infinity Mall,

New Link Road, Andheri (West),

Mumbai- 400053

**(CIN):** L65910MH1980PLC023000

**Website** [www.tilakfinance.com](http://www.tilakfinance.com) **EMAIL ID -** [tilakfin@gmail.com](mailto:tilakfin@gmail.com)

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants Email ID for redressal of Investor Grievances i.e. [tilakfin@gmail.com](mailto:tilakfin@gmail.com)

**Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:**

Sr. No.	Particulars	Regulation	Compliance status Yes/No/N.A	Compliance observed for the following:
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>• Board Composition</li> <li>• Meeting of Board of Directors</li> <li>• Review of compliance reports</li> <li>• Plans for orderly succession for appointments</li> <li>• Code of Conduct</li> <li>• Fees / compensation</li> <li>• Minimum information to be placed before the Board</li> <li>• Compliance Certificate</li> <li>• Risk Assessment &amp; Management</li> <li>• Performance Evaluation of Independent Directors</li> </ul>
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Meeting of Audit Committee</li> <li>• Role of Audit Committee and review of information by the Committee</li> </ul>
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> <li>• Composition</li> <li>• Role of the Committee</li> </ul>
5.	Risk Management Committee	21	Not Applicable	<ul style="list-style-type: none"> <li>• The Company is not in the list of top 100 listed entities by market capitalization</li> </ul>

6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>• Formulation of Vigil Mechanism for Directors and employees</li> <li>• Direct access to Chairperson of Audit Committee</li> </ul>
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> <li>• Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions</li> <li>• Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company</li> <li>• Review of transactions pursuant to aforesaid contracts</li> </ul>
8.	Corporate Governance requirements with respect to subsidiary of listed entity	24	Not Applicable	<ul style="list-style-type: none"> <li>• The Company does not have any subsidiary</li> </ul>
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> <li>• Maximum Directorship and Tenure</li> <li>• Meeting of Independent Directors</li> <li>• Familiarisation of Independent Directors</li> </ul>
10.	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> <li>• Memberships / Chairmanships in Committees</li> <li>• affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel</li> <li>• Disclosure of shareholding by Non-executive Directors</li> <li>• Disclosures by Senior Management about potential conflicts of interest</li> </ul>
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> <li>• Compliance with discretionary requirements</li> <li>• Filing of quarterly compliance report on Corporate Governance</li> </ul>
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> <li>• Terms and conditions of appointment of Independent Directors</li> <li>• Composition of various Committees of Board of Directors</li> <li>• Code of Business Conduct and Ethics for Directors and Management Personnel</li> <li>• Details of establishment of Vigil Mechanism/ Whistle Blower Policy</li> <li>• Policy on dealing with Related Party Transactions</li> <li>• Details of familiarization programmes imparted to Independent Directors</li> </ul>

**For and On Behalf of the Board of Directors of  
Tilak Ventures Limited**

Sd/-  
Girraj Kishor Agrawal  
(Director)

Sd/-  
Tanu Agarwal  
(Director)

Place: Mumbai  
Date: 02/09/2020

**CERTIFICATE ON CORPORATE GOVERNANCE****Independent Auditors' Certificate on  
Corporate Governance**

**To the Members of  
Tilak Ventures Limited (Formerly known as "Tilak Finance Limited")**

We have examined the compliance of conditions of corporate governance by **Tilak Ventures Limited (Formerly known as "Tilak Finance Limited")** ("the Company") for the year ended 31<sup>st</sup> March, 2020, as stipulated in applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of the Regulations.

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

**For Pravin Chandak & Associates**

Chartered Accountants

Firm's registration number: 116627W

**SD/-****Nishant Sampat****Partner**

Membership Number: 134410

Place: Mumbai

Date: 01<sup>st</sup> September, 2020

UDIN: 20049391AAAADD9422

**DECLARATION ON CODE OF CONDUCT**

**To,  
The Members of,  
Tilak Ventures Limited**

I Girraj Kishor Agrawal, Director and Chief Executive officer (CEO) of the Tilak Ventures Limited (“the Company”) affirms that members of the Board of Directors and Senior Management personnel have compliance with the code of conduct of Boards of Directors and Senior Management for the Financial Year 2019-20.

**For Tilak Ventures Ltd**

**Sd/-  
GirrajKishorAgrawal  
(Director & CEO)**

**Place: Mumbai  
Date: 02/09/2020**



## MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2020.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### GLOBAL ECONOMIC OUTLOOK

**Global growth is forecast at 3.0 percent for 2019, its lowest level since 2008-09 and a 0.3 percentage point downgrade from the April 2019 World Economic Outlook. Growth is projected to pick up to 3.4 percent in 2020 (a 0.2 percentage point downward revision compared with April), reflecting primarily a projected improvement in economic performance in a number of emerging markets in Latin America, the Middle East, and emerging and developing Europe that are under macroeconomic strain. Yet, with uncertainty about prospects for several of these countries, a projected slowdown in China and the United States, and prominent downside risks, a much more subdued pace of global activity could well materialize. To forestall such an outcome, policies should decisively aim at defusing trade tensions, reinvigorating multilateral cooperation, and providing timely support to economic activity where needed. To strengthen resilience, policymakers should address financial vulnerabilities that pose risks to growth in the medium term. Making growth more inclusive, which is essential for securing better economic prospects for all, should remain an overarching goal.**

In 2019-20 COVID-19 has triggered the deepest global recession in decades. While the ultimate outcome is still uncertain, the pandemic will result in contractions across the vast majority of emerging market and developing economies. It will also do lasting damage to labor productivity and potential output. The immediate policy priorities are to alleviate the human costs and attenuate the near-term economic losses. Once the crisis abates, it will be necessary to reaffirm a credible commitment to sustainable policies and undertake the reforms necessary to buttress long-term prospects. Global coordination and cooperation will be critical.

- The rapid spread of coronavirus will weaken China's GDP growth sharply in the short term, causing disruption for the rest of the world. We now expect global GDP growth to slow to just 1.9% y/y in Q1 this year and have lowered our forecast for 2020 as a whole from 2.5% to 2.3%, down from 2.6% in 2019.
- Prior to the coronavirus outbreak, there had been signs that the worst was over for both world trade and the manufacturing sector. However, this tentative optimism has been dashed by the current disruption.
- While the near-term impact of the virus is uncertain, the disruption to China will clearly be significant in Q1 – we expect Chinese GDP growth to plunge to just 3.8% y/y. Even though growth there will rebound in Q2 and Q3, it will take time for the loss in activity to be fully recovered and we now expect GDP growth of just 5.4% for 2020 as a whole, a downward revision of 0.6pp from last month.
- Weaker Chinese imports and tourism and disruption to global supply chains will take a toll on the rest of the world, particularly in the Asia-Pacific region. And the shock will exacerbate the ongoing slowdown in the US and may result in the eurozone barely expanding for a second quarter running in Q1.
- Weaker oil demand in the short term has prompted us to lower our Brent oil price forecast. We have cut our projection for growth in crude demand in 2020 by 0.2m b/d to 0.9 mb/d and now forecast Brent crude will average \$62.4pb in 2020, down from about \$65pb in our January forecast.
- Quarterly global growth is likely to strengthen a little in H2 this year as the disruption fades and firms make up for the lost output earlier in the year and the effect of China's policy response starts to feed through. But for 2020 overall, global growth is now likely to be just 2.3%, 0.2pp weaker than previously assumed as a result of the epidemic.

### ➤ INDUSTRY STRUCTURE & DEVELOPMENT

#### CHEMICALS

The chemical industry in India is positioned to capitalize on near-term opportunities. How private players map their priorities could shape the future of the industry and contribute to trade performance.

India's chemical story is one of outperformance and promise. A consistent value creator, the chemical industry remains an attractive hub of opportunities, even in an environment of global uncertainty. Worldwide trends affecting the global chemical industry could lead to near-term opportunities for chemical companies in India. How chemical players prioritize and tap this value-creating potential could shape the future of the industry in India as well as the country's trade performance.

Chemicals industry in India is highly diversified, covering more than 80,000 commercial products. It is broadly classified into Bulk chemicals, Specialty chemicals, Agrochemicals, Petrochemicals, Polymers and Fertilizers. India's proximity to the Middle East, the world's source of petrochemicals feedstock, makes for economies of scale.

India is a strong global dye supplier, accounting for approximately 16% of the world production of dyestuff and dye intermediates. Chemicals industry in India has been de-licensed except for few hazardous chemicals. Upcoming Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs) and Plastic parks will provide state-of-the-art infrastructure for Chemicals and Petrochemicals sector.

- The Indian chemicals industry is projected to reach \$304 bn by 2025
- India ranks 14<sup>th</sup> in export and 8<sup>th</sup> in import of chemicals (Excluding Pharmaceuticals products) globally
- Demand of chemical products is expected to grow at approximately 9% p.a. over the next 5 years
- Indian chemical industry employs more than 2 million people

### Capital Market:

Capital markets recognize and drive capital to the best ideas and enterprises. Capitalism is a catalyst for innovation, opportunity and dynamism. Coupled with the free flow of capital, innovation is an integral component for supporting job creation, economic development and prosperity. Markets facilitate the transfer of funds from those who seek a return on their assets to those who need capital and credit to grow.

Clients benefiting from healthy capital markets include not just investors but also corporations and governments. Capital, raised through equity and debt, can be used to grow businesses, finance investments in new plant, equipment and technology and fund infrastructure projects. This creates jobs and flows money into the economy. Additionally, businesses and individuals can invest in securities to generate wealth.

## OVERVIEW

The Company operates in two reportable segments i.e. Finance and Commodities Activities. The business Segments has been identified as separate segment in accordance with Accounting standard 17 'Segment Reporting'. The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and IND AS (Indian Accounting Standard). Due to rise in stiff competition and slowdown in the economy and with the introduction of GST with rising crude prices the industry is gradually moving and is expected to bloom in future.

### ➤ OPPORTUNITIES AND THREAT

In the modern age, for every entrepreneurial or business activity, finance (capital and funds) are required, as without it the entrepreneur cannot function finance is the lifeblood of all economic activities.

Our Company has achieved consistent and sustained growth over the years on the back of its choice of markets to cater to and products to offer. It has assiduously gauged which segments offer promise for lenders and what the needs of these segments are, in terms of lending structures. Over the years, our Company has understood that an opportunity is nothing without sound execution. The most significant threat for any lending activity is to constantly exhibit operational excellence and contain the loss given defaults within the acceptable limits. The Company believes that this task is to be worked upon continuously through a very sharp learning and unlearning in order to achieve operational excellence.

### ➤ RISKS AND CONCERNS

Risk is an inherent part of any business. There are various types of risks that threaten the existence of a company like Credit Risk, Market Risk, Operational Risk, Liquidity Risk, Interest Rate Risk, Strategic Risk, Regulation Risk etc. Your Company aims at enhancing and maximizing shareholders value by achieving appropriate trade-off between risk & returns. There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable

mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

The company's business, results of operations and financial condition are affected by number of risks, so the risk management function is of paramount importance and integral to the functioning of the company. The objective of the risk management strategy includes ensuring that critical risks are identified, monitored and managed effectively in order to protect the company's business.

#### ➤ INTERNAL CONTROL SYSTEM

The Company has adequate system of internal control in place. This is to ensure that assets are safeguarded and all transactions are authorized, recorded and correctly reported. The top management and the Audit Committee of the Board review the findings and recommend to the Board improvement on the same.

There are adequate controls right from tracking the originators' activities, quality of logins and stringent credit checks and appraisal, which are evaluated on the basis of the quality of the portfolio. At the same time, there is no compromise on the fundamentals of extending credit where it is due. The internal audit department comprises of an external team to highlight the gaps whereas the risk and monitoring department is expected to constantly scrutinize various trends of the portfolio behavior and also the macro developments from time to time. The other significant internal control at our Company comprises constant monitoring of operational expenditure with an endeavour to bring it down through better efficiencies rather than just focusing on curtailing the expenditure. The adequacy of internal controls and their execution are driven by an ethos of constantly endeavouring to improve.

#### ➤ HUMAN RELATIONS

Your Company considers its employees as one the key stakeholders. It has created a Human Resources environment which fasters speed and agility in responding to the changing environment, learning and innovation to survive and prosper and integrity in all operation.

#### ➤ FORWARD LOOKING AND CAUTIONARY STATEMENTS

The country's demographics and stage of growth suggest that there is a huge unfulfilled demand in finance spaces. Sectors have been financially under-served or, in some ways completely neglected by the formal financial sector. As a result, their development has been stymied. The situation is fast changing as NBFCs, private banks and private equity have begun to flow into the sectors to tap the vast potential that they offer. They have begun to approach their target customers with innovative and customised lending products. Using data, information and technology, they are also able to overcome issues of the past – such as proof of creditworthiness - that presented hurdles in the past. The Government and RBI are also making efforts to institute policy reforms that will facilitate lending to these segments, companies that have garnered expertise through years of experience will always enjoy a competitive advantage.

This Report is based on the current situation, past experience and information available to the Company about its various businesses and assumptions regarding economic and industrial scenario, Governmental and other regulatory policies. The Performance of the Company is, to a great extent, dependent on these factors. The future performance may be materially influenced by the changes in any of these factors, which are beyond the control of the Company and may affect the views expressed in or perceived from this Report. Therefore the investors are requested to make their own independent judgments by taking into account all relevant factors before any investment decision.

#### On behalf of the Board of Directors

Sd/-  
**Girraj Kishor Agrawal**  
(Director)  
(DIN: 00290959)  
Date: 02/09/2020  
Place: Mumbai

Sd/-  
**Tanu Agarwal**  
(Director)  
(DIN: 00290966)

## CEO & CFO CERTIFICATION

To,  
The Members of,  
Tilak Ventures Limited

We, here by certify that:

- a) We have reviewed the Financial Statement for the year ended on 31<sup>st</sup> March, 2020 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transaction entered into by the company during the year ended on 31<sup>st</sup> March, 2020 are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee, and steps have been taken to rectify these deficiencies.
- d) i) There has not been any significant change in internal control over financial reporting during the period under reference;
- ii) There has not been any significant change in accounting policies during the period; and
- iii) We are not aware of any instance during the period of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

For Tilak Ventures Limited

Sd/-  
Jyoti Singh  
(CFO)

Sd/-  
Girraj Kishor Agrawal  
(CEO)

Place: Mumbai  
Date: 02/09/2020

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members,  
**M/s. Tilak Ventures Limited**  
E/109, Crystal Plaza, New Link Road,  
Opp. Infinity Mall, Andheri (West),  
Mumbai-400053.

Based on our verification of the declarations provided to **M/s. Tilak Ventures Limited** ('the Company') by its Directors and the documents, information, Forms and Returns available on the website of the Ministry of Corporate Affairs, BSE Limited and in the public domain as on the date of issue of this certificate, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year as on March 31, 2020 have been debarred or disqualified for being appointed or continuing as a director of a Company, by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of the Directors	DIN	Date of Appointment
1.	Mr. Girraj Kishor Agrawal	00290959	22/05/2017
2.	Mrs. Tanu Giriraj Agarwal	00290966	13/10/2016
3.	Mr. Hardikkumar Bharatbhai Kabariya	07566240	30/05/2016
4.	Mr. Hitendrakumar Kanjibhai Parmar	08515465	13/08/2019

We further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Nitesh Chaudhary & Associates**  
**Practising Company Secretary**

Sd/-  
**Nitesh Chaudhary**  
**Practising Company Secretary**  
**Memb. No. F10010 CP No. 16275**

**Place: Mumbai**  
**Dated: 30/08/2020**  
**UDIN: F010010B000635021**

## Independent Auditor's Report

### To the Members of

### Tilak Ventures Limited (Formerly Known as "Tilak Finance Limited") Report on the Standalone Financial Statements

We have audited the accompanying Standalone Ind AS financial statements of **Tilak Ventures Limited (Formerly Known as "Tilak Finance Limited")** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2020, the statement of profit and loss, statement of changes in equity and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31<sup>st</sup> March 2020, and profit (financial performance including other comprehensive income), its cash flows and changes in equity 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.

### Emphasis of Matter

We draw your attention to the uncertainties and the management's assessment of the financial impact due to the lock-downs and other restrictions and conditions related to the Covid-19 pandemic situation, for which a definitive assessment of the impact in the subsequent period is highly dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended 31<sup>st</sup> March 2020. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>(a) Impairment of financial assets (expected credit losses)</b>	
<p>Ind AS 109 requires the Company to recognize impairment loss allowance towards its financial assets (designated at amortized cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including:</p> <ul style="list-style-type: none"> <li>• unbiased, probability weighted outcome under various scenarios;</li> <li>• time value of money;</li> <li>• impact arising from forward looking macro-economic factors and;</li> <li>• availability of reasonable and supportable information without undue costs.</li> </ul> <p>Applying these principles involves significant estimation in various aspects, such as:</p> <ul style="list-style-type: none"> <li>• grouping of borrowers based on homogeneity by using appropriate statistical techniques;</li> <li>• staging of loans and estimation of behavioral life;</li> <li>• determining macro-economic factors impacting credit quality of receivables;</li> <li>• estimation of losses for loan products with no/minimal historical defaults.</li> </ul> <p>Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter.</p>	<ul style="list-style-type: none"> <li>• We read and assessed the Company's Accounting policies for impairment of financial assets and their compliance with Ind AS 109.</li> <li>• We evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation.</li> <li>• Tested the ECL model, including assumptions and underlying computation.</li> <li>• Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults.</li> <li>• Audited disclosures included in the Ind AS financial statements in respect of expected credit losses.</li> </ul>

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities;

selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibility**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

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

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

### **Report on Other Legal and Regulatory Requirements**

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

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, cash flow statement and statement of change in equity dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder;

(e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to adequacy of internal financial control 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 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 in the aforesaid standalone Ind AS financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any

material foreseeable losses.

iii. The company is not liable to transfer any amounts to the Investor Education and Protection Fund. Therefore, there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Pravin Chandak & Associates**

Chartered Accountants

Firm's registration number: 116627W

Sd/-

**Pravin Chandak**

Partner

Membership number: 049391

Mumbai

Date: 20<sup>th</sup> July, 2020

UDIN:20049391AAAACA7908

**Annexure A to the Independent Auditors' Report- 31st March, 2020**

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

- (i)
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The company has a regular programme of physical verification of fixed assets. No material discrepancy was noticed during physical verification.
- (c) The company does not have any immovable property hence the clause is not applicable.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year. No material discrepancies were noticed on such verification.
- (iii)
- (a) The Company has granted loans to two party covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act') amounted to Rs. 3,19,80,000/.
- (b) In the case of the loans granted to any parties in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(ii) (b) of the order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There are no overdue amounts for period of more than ninety days in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) The company has complied with the provisions of section 185 & 186 of the Act except company has granted loans to 8 parties wherein interest charged is less than prevailing yield government security for relevant tenure. Amount of such loans as on 31st March, 2020 is Rs 87,04,350/- and company has granted loan to 34 party wherein no interest has been charged. Amount of such loans as on 31st March, 2020 is Rs. 2,87,91,916/-.
- (v) During the year, Company has not accepted any deposits from the public hence the clause is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (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, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, duty of customs, value added tax, were in arrears as at 31 March, 2020 for a period of more than six months from the date they became payable. However, company is subject to pay dues under Professional Tax amounting to Rs. 5,475.

- (vii) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (viii) The Company has not raised any money by way of initial public offer or further public offer during the year. The company has not taken any term loans during the year.
- (ix) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (x) The company has paid managerial remuneration in accordance with provisions of the section 197 read with Schedule V of the Companies Act.
- (xi) The company is not a Nidhi Company hence the clause is not applicable.
- (xii) All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the necessary details have been disclosed in the Financial Statements etc as required by the applicable accounting standards.
- (xiii) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year,
- (xiv) The company has not entered into any non-cash transactions with directors or persons connected with him.
- (xv) As per provisions of section 45-IA of RBI Act 1934, a company is classified under various categories of Non-Banking Finance company if the company's financial assets are more than 50% of the total assets of the company and Gross Income from Financial activities constitute more than 50% of the gross income. Accordingly, the company is required to get registered with provision of RBI as A NBFC company i.e. Finance Company. Though the company is engaged in Finance activity and its financial assets are more than 50% of total assets but the income relating to finance activity constitutes less than 50% of gross total Income of the company in our opinion it satisfies only one test and as such is not required to get registered under section 45-IA of the RBI Act,1934. Thus, we are of the opinion that NBFC provisions are not applicable in the current financial year.

**For Pravin Chandak & Associates**

Chartered Accountants

Firm's registration number: 116627W

Pravin Chandak

Partner

Membership number: 049391

Date: 20<sup>th</sup> July, 2020

Place: Mumbai

UDIN:20049391AAAACA7908

## **Annexure B to the Auditor's Report-31<sup>st</sup> March, 2020**

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

We have audited the internal financial controls over financial reporting of **M/s Tilak Ventures Limited (Formerly Known as "Tilak Finance Ltd.")** (the company) as of 31<sup>st</sup> March, 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 Accountant 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 financial reporting based on our audit. We conducted our audit in accordance with the Guidance Not 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 authorization 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.

### Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2020.

- a) The Company did not have an appropriate internal control system for granting Loans. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.
- b) The Company's internal control system is not commensurate to the size and scale of operation over purchase and sale of shares and inventory and for expenses incurred.

A 'material weaknesses' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects / possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 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 Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2020 financial statements of the Company, and the material weaknesses does not affect our opinion on the financial statements of the Company.

### FOR PRAVIN CHANDAK & ASSOCIATES

Chartered Accountants

Firm's registration number: 116627W

### Pravin Chandak

Partner

Membership number: 049391

Date: 20<sup>th</sup> July, 2020

Place: Mumbai

UDIN:20049391AAAACA7908

<b>TILAK VENTURES LIMITED</b>			
<b>BALANCE SHEET AS AT 31st MARCH, 2020</b>			
Particulars	Notes	As at March 31, 2020 Amount (Rs.)	As at March 31, 2019 Amount (Rs.)
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Property, Plant & Equipments	2	5,669	5,669
<b>Total Non Current Assets</b>		<b>5,669</b>	<b>5,669</b>
<b>Current Assets</b>			
Financial Assets			
Investment	3	81,591,425	113,593,030
Trade receivable	4	-	818
Cash and Cash Equivalents	5	54,527,780	19,267,188
Others Financial assets	6	118,828,709	124,552,987
Other current assets	7	4,547,161	3,841,701
Deferred Tax Asset (Net)	8	3,024,215	2,932,275
<b>Total Current Assets</b>		<b>262,519,290</b>	<b>264,187,999</b>
<b>Total Assets</b>		<b>262,524,959</b>	<b>264,193,668</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	9	128,480,000	128,480,000
Other equity	10	110,012,778	112,906,813
<b>Total equity</b>		<b>238,492,778</b>	<b>241,386,813</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Short term borrowings	11	23,780,000	22,520,000
Trade Payable	12	94,307	95,580
Other current liabilities	14	157,875	191,275
<b>Total Current Liabilities</b>		<b>24,032,182</b>	<b>22,806,855</b>
<b>Total Equity &amp; Liabilities</b>		<b>262,524,960</b>	<b>264,193,668</b>
Significant Accounting Policies	1-31		
Notes forming part of accounts			
As per our report of even date			
<b>For PRAVIN CHANDAK &amp; ASSOCIATES</b>	<b>For &amp; on behalf of the board of directors</b>		
<b>CHARTERED ACCOUNTANTS</b>	<b>of Tilak Ventures Limited</b>		
Firm Registration No. 116627W			
	Girraj Kishor Agrawal	Tanu Giriraj Agarwal	
	Director & CEO	Director	
	DIN: 00290959	DIN: 00290966	
<b>Pravin Chandak</b>			
<b>Partner</b>			
<b>M.NO. 049391</b>	Davendra Kumar	Jyoti Singh	
<b>PLACE : MUMBAI</b>	Company Secretary	Chief Financial Officer	
<b>DATED : 20/07/2020</b>			

<b>TILAK VENTURES LIMITED</b>			
<b>PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2020</b>			
Particulars	Notes	For the Year ended 31st March 2020	For the Year ended 31st March 2019
<b>REVENUE</b>			
Revenue from operations	15	175,105,434	211,335,981
Other Income	16	5,082,947	3,411,844
<b>Total Revenue</b>		<b>180,188,381</b>	<b>214,747,826</b>
<b>EXPENSES</b>			
Purchase of Stock-in-Trade	17	162,420,179	197,829,397
Employees benefits expense	18	1,129,013	1,713,112
Finance Costs	19	1,400,000	1,806,164
Depreciation & Amortisation expenses	2	-	5,566
Other Expenses	20	12,010,805	39,018,448
<b>Total expenses</b>		<b>176,959,997</b>	<b>240,372,686</b>
<b>PROFIT BEFORE TAX</b>		<b>3,228,384</b>	<b>(25,624,861)</b>
<b>Tax expenses</b>			
Provision for Tax		-	-
Income Tax of earlier Years		-	-
Deferred Tax		522,771	1,234,071
Total Tax expenses		522,771	1,234,071
<b>PROFIT FOR THE YEAR</b>		<b>2,705,612</b>	<b>(26,858,931)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
A) Items that will not be reclassified to Profit & Loss			
ii) Fair Value changes in Financial Assets		(2,313,215)	(4,869,438)
iii) Income tax relating to these items		614,712	1,253,880
		(1,698,504)	(3,615,558)
B) Items that will be reclassified to Profit & Loss			
		-	-
<b>Other Comprehensive income for the year</b>		(1,698,504)	(3,615,558)
		-	-
<b>Total Comprehensive income for the year [VII+VIII]</b>		<b>1,007,109</b>	<b>(30,474,489)</b>
Earning per equity share:			
Basic & Diluted	22	<b>0.02</b>	<b>(0.21)</b>
Significant Accounting Policies and Notes forming part of accounts	1-31		
As per our report of even date			
<b>For PRAVIN CHANDAK &amp; ASSOCIATES</b>	<b>For &amp; on behalf of the board of directors</b>		
<b>CHARTERED ACCOUNTANTS</b>	<b>of Tilak Ventures Limited</b>		
Firm Registration No. 116627W			
	Girraj Kishor Agrawal	Tanu Giriraj Agarwal	
	Director & CEO	Director	
	DIN: 00290959	DIN: 00290966	
<b>Pravin Chandak</b>			
<b>Partner</b>			
<b>M.NO. 049391</b>	Davendra Kumar	Jyoti Singh	
<b>PLACE : MUMBAI</b>	Company Secretary	Chief Financial Officer	
<b>DATED : 20/07/2020</b>			



<b>TILAK VENTURES LIMITED</b>				
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020</b>				
PARTICULARS			YEAR ENDED MARCH 31, 2020	YEAR ENDED MARCH 31, 2019
<b>A) CASH FLOW OPERATING ACTIVITIES</b>				
Net Profit before Tax			3,228,384	(25,624,861)
<b>Adjustments for:</b>				
Bad Debts			13,406,273	7,938,530
Provision for Expected credit loss			(3,184,398)	30,391,362
Interest Paid			1,400,000	1,806,164
Depreciation & amortisation expenses			-	5,566
Income from Investment			(4,993,377)	(3,277,068)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>			<b>9,856,881</b>	<b>11,239,693</b>
Working Capital Changes:				
(Increase)/ decrease Trade receivables			818	1,227,177
(Increase)/ decrease Other Financial Assets			(4,497,597)	18,390,783
(Increase)/ decrease Other current assets			55,872	63,362
Increase/ (decrease) Trade payable			(1,273)	(4,920)
Increase/ (decrease) Other current liabilities			(33,400)	400
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>			<b>5,381,301</b>	<b>30,916,495</b>
Less : Taxes paid			761,299	769,518
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>			<b>4,620,002</b>	<b>30,146,977</b>
<b>B) CASH FLOW FROM INVESTMENT ACTIVITIES</b>				
Purchase of Investment			(5,676,117)	(48,749,606)
Sale of Investment			31,463,330	32,674,299
Income from Investment			4,993,377	3,277,068
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>			<b>30,780,590</b>	<b>(12,798,239)</b>
<b>C) CASH FLOW FROM FINANCE ACTIVITIES</b>				
Interest Paid			(1,400,000)	(1,806,164)
Proceeds from short term borrowings			1,260,000	1,620,000
<b>NET CASH FLOW FROM FINANCE ACTIVITIES (C)</b>			<b>(140,000)</b>	<b>(186,164)</b>
<b>NET (DECREASE) INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>			<b>35,260,592</b>	<b>17,162,574</b>
Opening Balance of Cash & cash equivalents			19,267,188	2,104,614
Closing Balance of Cash & cash equivalents			54,527,780	19,267,188
<b>Cash &amp; Cash Equivalent Comprise</b>				
Cash & Bank balances as per balance sheet			54,527,780	19,267,188
Less : Bank overdraft shown in other current liabilities			-	-
Cash & cash equivalent at the end of the year			54,527,780	19,267,188
* The previous year figures have been regrouped/restated where ever necesasary to confirm to this year's classification				
As per our report of even date				
<b>For PRAVIN CHANDAK &amp; ASSOCIATES</b>		<b>For &amp; on behalf of the board of directors</b>		
<b>CHARTERED ACCOUNTANTS</b>		<b>of Tilak Ventures Limited</b>		
Firm Registration No. 116627W				
<b>Pravin Chandak</b>		<b>Girraj Kishor Agrawal</b>		<b>Tanu Giriraj Agarwal</b>
<b>Partner</b>		<b>Director &amp; CEO</b>		<b>Director</b>
<b>M.NO. 049391</b>		<b>DIN: 00290959</b>		<b>DIN: 00290966</b>
<b>PLACE : MUMBAI</b>		<b>Davendra Kumar</b>		<b>Jyoti Singh</b>
<b>DATED :20/07/2020</b>		<b>Company Secretary</b>		<b>Chief Financial Officer</b>

<b>TILAK VENTURES LIMITED</b>						
<b>Statement of Changes In Equity for the year ended 31st March, 2020</b>						
					Amount in Rs.	Number of shares
<b>A Equity Share Capital</b>						
As at 1st April, 2018					128,480,000	128,480,000
Changes in equity share capital during the year					-	-
As at 31st March, 2019					128,480,000	128,480,000
Changes in equity share capital during the year					-	-
<b>As at 31st March, 2020</b>					<b>128,480,000</b>	<b>128,480,000</b>
<b>B Other Equity</b>						
		<b>Other Equity</b>				
		<b>Reserves &amp; Surplus</b>		<b>Other</b>		
	<b>Particulars</b>	<b>Securities premium account</b>	<b>Retained Earnings</b>	<b>Comprehensive Income (Changes in fair value of Investments)</b>		<b>Total</b>
	<b>Balance as at 1st April, 2018</b>	<b>193,135,000</b>	<b>(48,518,285)</b>	<b>-</b>		<b>144,616,715</b>
	Profit/(loss) for the Year	-	(26,858,931)	-		(26,858,931)
	Net loss on Sale of investments measured at Fair	-	(908,133)	-		(908,133)
	Equity Instrument	-	-	(5,310,219)		(5,310,219)
	Deferred Tax	-	-	1,367,381		1,367,381
	<b>Balance as at 31st March, 2019</b>	<b>193,135,000</b>	<b>(76,285,349)</b>	<b>(3,942,837)</b>		<b>112,906,813</b>
	Profit/(loss) for the Year	-	2,705,612	-		2,705,612
	Other comprehensive income for the year	-	(3,901,144)	-		(3,901,144)
	Equity Instrument	-	-	(7,623,434)		(7,623,434)
	Deferred Tax	-	-	1,982,093		1,982,093
	Total Comprehensive Income for the year	-	(1,195,532)	(5,641,341)		(6,836,873)
	<b>Balance as at 31st March, 2020</b>	<b>193,135,000</b>	<b>(77,480,881)</b>	<b>(5,641,341)</b>		<b>110,012,778</b>
	As per our report of even date					
	<b>For PRAVIN CHANDAK &amp; ASSOCIATES</b>	<b>For &amp; on behalf of the board of directors</b>				
	<b>CHARTERED ACCOUNTANTS</b>	<b>of Tilak Ventures Limited</b>				
	Firm Registration No. 116627W					
		<b>Girraj Kishor Agrawal</b>	<b>Tanu Giriraj Agarwal</b>			
		<b>Director &amp; CEO</b>	<b>Director</b>			
		<b>DIN: 00290959</b>	<b>DIN: 00290966</b>			
	<b>Pravin Chandak</b>					
	<b>Partner</b>					
	<b>M.NO. 049391</b>	<b>Davendra Kumar</b>	<b>Jyoti Singh</b>			
	<b>PLACE : MUMBAI</b>	<b>Company Secretary</b>	<b>Chief Financial Officer</b>			
	<b>DATED : 20/07/2020</b>					

**TILAK VENTURES LIMITED****Note 1****NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD 31.03.2020****A) Basis of preparation of financial statements**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Accounting Standards) Amendment Rules, 2016 with effect from 1st April, 2016. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2019, and a summary of the significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements").

**B) Basis of measurement**

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at

**C) Going Concern Assumption:-**

The financial statements have been prepared assuming entity will be able to continue its operation in near foreseeable future and there is no material circumstances casting doubt over going concern ability of company and neither management intends to liquidate its operation. Though company has incurred loss in the current year, management has made sufficient viable plan to overcome such situation in future and the plan appears to be promising to validate the going concern assumption.

**D) Inventory valuation**

Cost of inventories includes cost of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition... Net realisable value represents the estimated selling price for inventories in the ordinary course of business less all estimated costs of completion and estimated costs

**E) Use of Estimates**

The preparation of the financial statements requires that the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. ii) The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

Actual results may differ from these estimates under different assumptions and conditions. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements.

**F) Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**G) Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

**H) Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when an enterprise has a present obligation as a result of past event it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Possible future obligations or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, is disclosed as contingent liabilities in the notes to accounts of financial statements.

**I) FIXED ASSETS****Tangible Assets**

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress includes expenditure incurred till the assets are put into intended use.

**Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

**a) Depreciation**

Depreciation on tangible assets is provided using the Straight Line Method over the useful lives of the assets estimated by the Management. Depreciation for the assets purchased / sold during the year is proportionately charged as prescribed in Schedule II to the Companies Act, 2013. 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.

**b) Impairment of assets**

The carrying amounts of assets are reviewed at each balance sheet dates and if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, then such loss is reversed and the asset is restated to extent of the carrying value of the asset that would have been determined (net of amortization / depreciation), had no impairment loss been recognized. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

**c) Investments**

Investments that are readily realizable and intended to be held for not more than one year are classified as current investments. All other investments are classified as long-term investments. The investments have been valued at fair value in compliance with the Indian Accounting Standards

**d) Taxation**

Tax expense comprises of current income tax and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits. At each balance sheet date, the Company re-assesses unrecognised deferred tax assets. It recognizes unrecognised deferred tax assets to the extent that it has become reasonably certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. Minimum Alternative Tax (MAT) credit is recognised as an asset and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

**J) Financial Instruments**

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments. All the financial instruments are recognised on the date when the company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Group recognises the financial instruments on settlement date.

**(i) Financial assets**

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivables and cash and cash equivalents.

**Initial measurement**

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss.

**Subsequent measurement**

For the purpose of subsequent measurement, financial assets are classified as Equity instruments designated at FVOCI

All equity investments in scope of Ind AS 109 'Financial instruments' are measured at fair value. The company has strategic investments in equity for which it has elected to present subsequent changes in the fair value in OCI. The classification is made on initial recognition and is irrevocable.

All fair value changes of the equity instruments, excluding dividends, are recognised in OCI and not available for reclassification to profit or loss, even on sale of investments. Equity instruments at FVOCI are not subject to an impairment assessment.

**Impairment of financial assets**

Expected credit loss (ECL) are recognised for financial assets held under amortised cost, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. ECL is recognised for stage 2 and stage 3 financial assets.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic

**Treatment of the different stages of financial assets and the methodology of determination of ECL****(a) Credit impaired (stage 3)**

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether the loan is otherwise considered to be in default.

**(b) Significant increase in credit risk (stage 2)**

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure.

**(c) Without significant increase in credit risk since initial recognition (stage 1)**

ECL resulting from default events that are possible in the next 12 months are recognised for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioural trends witnessed for each homogenous portfolio using application/behavioural score cards and other performance indicators, determined statistically.

**(d) Measurement of ECL**

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro economic factors. The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR. Determination of PD is covered above for each stages of ECL. EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities. LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

NOTE : 2 PROPERTY, PLANT & EQUIPMENTS											
PARTICULARS	GROSS CARRING AMOUNT				ACCUMULATED DEPRECIATION				NET CARRYING		
	1st April 2019	Addition	Deletion	As at 31st March 2020	1st April 2019	Addition	Deletions	Excess/Short Due to Depre. In last year	As at 31st March 2020	As at 1st April 2020	As at 31st March 2019
<b>TANGIBLE ASSETS</b>											
Computer	19,835	-	-	19,835	18,844	-	-		18,844	991	991
Office Equipments	27,990	-	-	27,990	26,591	-	-		26,591	1,399	1,399
Furniture & Fixture	14,500	-	-	14,500	13,775	-	-		13,775	725	725
Software	586,192	-	-	586,192	583,638	-	-		583,638	2,554	2,554
<b>Total</b>	<b>648,517</b>	<b>-</b>	<b>-</b>	<b>648,517</b>	<b>642,848</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>642,848</b>	<b>5,669</b>	<b>5,669</b>

Particulars			As at March 31, 2020 Amount (Rs.)	As at March 31, 2019 Amount (Rs.)
<b>NOTE: 3 - INVESTMENT</b>				
<b>Investment Measured at Fair value through Other Comprehensive Income</b>				
<b>Investment in Equity Shares</b>				
<b>Quoted Fully paid up</b>				
Qty	Qty			
18,000	18,000	Moryo Industries Ltd. ( FV of Rs. 5 )	159,300	2,017,800
0.889	0.889	Reliance ETF Liquid ( FV of Rs. 1,000 )	917	889
2,000	2,000	Electrosteel Steel Ltd. ( FV of Rs. 10 )	18,340	62,100
-	4,300	Reliance Home Finance Ltd. ( FV of Rs. 10 )	-	123,410
-	17,454	Aditya Birla capital ltd ( FV of Rs. 10 )	-	1,704,383
-	23,000	Indiabull Real Estate Ltd ( FV of Rs. 2 )	-	2,120,600
-	3,000	Ashok Leyland Ltd ( FV of Rs. 1 )	-	273,900
<b>Unquoted Fully paid up</b>				
980,000	980,000	Kayaguru Capital Market Pvt. Ltd ( FV of Rs. 10 )	15,190,000	15,190,000
470,000	470,000	Rockon Capital Market Pvt. Ltd ( FV of Rs. 10 )	8,845,400	8,845,400
48,700	-	Handful Investrade Pvt.Ltd. (FV of Rs. 10)	3,800,000	-
-	2,460	6.5% Preference share of Reckon Trading Pvt. Ltd.	-	5,025,000
573,000	1,545,000	12% Non cumulative preference shares Shin Astlaxmi Re-Rolls Jalna Pvt Ltd (FV of Rs. 10 , Rs. 7 called up)	11,534,490	30,900,000
96,000	230,000	12% Non cumulative preference shares in Saptshrungi Alloy Pvt Ltd (FV of Rs. 10 , Rs. 5 called up)	1,920,000	6,900,000
<b>Investment in Alternate Investment Fund</b>				
911,491	911,491	IIFL Opportunities Fund- Series 2	8,246,892	10,429,548
N.A.	N.A.	Indiabulls High Yield Fund	31,876,086	30,000,000
<b>Total Investment Measured at Fair value through Other Comprehensive Income</b>			<b>81,591,425</b>	<b>113,593,030</b>

<b><u>NOTE : 4 - TRADE RECEIVABLE</u></b>			
<b><u>(At amortised cost)</u></b>			
(Unsecured and Considered good)			
Outstanding for More than six months		-	-
Others		-	818
		-	<b>818</b>
<b><u>NOTE : 5 - CASH &amp; CASH EQUIVALENT</u></b>			
(a) Cash on hand		653,527	557,252
(b) Balances with banks			
(i) In current accounts		52,749,254	18,679,937
(ii) In deposit accounts		1,125,000	30,000
		<b>54,527,780</b>	<b>19,267,188</b>
<b><u>NOTE : 6 - OTHER CURRENT FINANCIAL ASSETS</u></b>			
<b><u>(A) Loans ( Repayable on demand )</u></b>			
Loan Amount		146,035,673	154,944,349
Less: Impairment Loss Allowance		(27,206,964)	(30,391,362)
		118,828,709	124,552,987
<b><u>(B) Out of above</u></b>			
(i) Secured		-	-
<b><u>(ii) Unsecured ( Repayable on demand)</u></b>			
Loans considered Good		4,461,809	114,784,264
	(a)	4,461,809	114,784,264
Loans considered Doubtful		146,035,673	40,160,085
Less: Impairment Loss Allowance		(27,206,964)	(30,391,362)
	(b)	118,828,709	9,768,723
Total (a + b)		123,290,518	124,552,987
<b><u>(C) Out of above</u></b>			
(i) Public Sector	(c)	-	-
(ii) Others		146,035,673	154,978,641
Less: Impairment Loss Allowance		(27,206,964)	(30,391,362)
	(d)	118,828,709	124,587,279
Total (c + d)		118,828,709	279,565,920
		<b>118,828,709</b>	<b>124,552,987</b>
<b><u>NOTE : 7 - OTHER CURRENT ASSETS</u></b>			
<b><u>(At amortised cost)</u></b>			
(i) Balance with statutory/government authorities		4,547,161	3,841,701
		<b>4,547,161</b>	<b>3,841,701</b>
<b><u>NOTE : 8 - DEFERRED TAX ASSET (NET)</u></b>			
The Balance Comprises Tempromy difference attributable to			
Tax Losses		1,042,122	1,564,893
Financial Assets at FVOCI		1,982,093	1,367,381
		<b>3,024,215</b>	<b>2,932,275</b>

<b>NOTE : 9 - EQUITY SHARE CAPITAL</b>					
<b>Authorised</b>					
13,25,00,000 Equity Shares of Re. 1/- each				132,500,000	132,500,000
<b>Issued,Subscribed and Paid up</b>					
12,84,80,000 Equity Shares of Re. 1/- each				128,480,000	128,480,000
				<b>128,480,000</b>	<b>128,480,000</b>
<b>a) Detail of shares held by shareholders holding more than 5% of the aggregate shares in the Company</b>					
Name of the Shareholders	As at 31st March 2020		As at 31st March 2019		
	No. of Shares	% of holding	No. of Shares	% of holding	
Agrawal Bullion Limited	21,750,439	16.93%	21,750,439	16.93%	
Axon Finance Limited	23,000,000	17.90%	23,000,000	17.90%	
Proaim Enterprises Limited	20,600,000	16.03%	20,600,000	16.03%	
Handful Investrade Private Limited	8,845,138	6.88%	8,845,138	6.88%	
Total	74,195,577	57.74%	74,195,577	57.74%	
<b>NOTE : 10 - OTHER EQUITY</b>					
<b>a. Securities premium account</b>				<b>193,135,000</b>	<b>193,135,000</b>
<b>b. Retained Earnings</b>					
As per last Balance Sheet				(76,285,349)	(48,518,285)
Add/(Less): Profit/(Loss) for the year				2,705,612	(26,858,931)
Net profit on Sale of investment transferred from Other Comprehensive Income				(3,901,144)	(908,133)
				(77,480,881)	(76,285,349)
<b>c. Other Comprehensive Income</b>					
Change in fair value of FVOCI					
Equity Instrument				(7,623,434)	(5,310,219)
Deferred Tax				1,982,093	1,367,381
				(5,641,341)	(3,942,837)
			TOTAL (a+b+c+d)	<b>110,012,778</b>	<b>112,906,813</b>
<b>NOTE : 11 - SHORT TERM BORROWINGS</b>					
<b>(At amortised cost)</b>					
From Bank				-	-
From Others - Repayable on demand				23,780,000	22,520,000
				<b>23,780,000</b>	<b>22,520,000</b>
<b>NOTE : 12 - TRADE PAYABLES</b>					
<b>(At amortised cost)</b>					
Total outstanding dues of micro and small enterprises				-	-
Total outstanding dues of creditors other than micro and small enterprises				94,307	95,580
				<b>94,307</b>	<b>95,580</b>



<b><u>NOTE : 14 - OTHER CURRENT LIABILITIES</u></b>			
Duties & Taxes		157,875	191,275
		<b>157,875</b>	<b>191,275</b>
<b><u>NOTE : 15 - REVENUE FROM OPERATIONS</u></b>			
Sale of Chemicals		147,119,549	190,500,734
Interest on loans		12,303,417	12,358,387
Profit/(Loss) from currency & F&O		(217,533)	-
Sale of Fabrics		-	8,476,860
Sale of Gold		15,900,000	-
		<b>175,105,434</b>	<b>211,335,981</b>
<b><u>NOTE : 16 - OTHER INCOME</u></b>			
Interest on Income Tax Refund		67,935	59,281
Interest on Term Deposit		21,635	71,076
Misc.Income		-	4,419
Income from Investment		4,993,377	3,277,068
		<b>5,082,947</b>	<b>3,411,844</b>
<b><u>NOTE : 17 - Purchase of Stock-in-Trade</u></b>			
Purchase Of chemical		145,972,480	189,354,397
Direct Transaction Charges		47,699	10,920
Purchase of Fabrics		-	8,464,080
Purchase of Gold		16,400,000	-
		<b>162,420,179</b>	<b>197,829,397</b>
<b><u>NOTE : 18 - EMPLOYEES BENEFITS EXPENSES</u></b>			
Salaries		1,120,224	1,598,381
Staff welfare expenses		8,789	11,064
Director's Sitting Fee		-	66,667
Bonus		-	37,000
		<b>1,129,013</b>	<b>1,713,112</b>
<b><u>NOTE : 19 - FINANCE COSTS</u></b>			
Interest on Loan		1,400,000	1,806,164
		<b>1,400,000</b>	<b>1,806,164</b>
<b><u>NOTE : 20 - OTHER EXPENSES</u></b>			
Advertisement Expenses		81,800	27,687
Audit Fee		100,000	100,000
Demat & Share Transfer Charges		166,699	117,562
Electricity charges		9,000	37,560
Listing Fees		300,000	250,000
Misc. Expenses		13,558	31,825
Postage & Courier		-	17,575
Printing & Stationery		13,074	9,347
Professional fees		729,800	80,000
Processing charges		-	-
Rent Rates & Taxes		135,000	8,000
Bad Debts		13,406,273	7,938,530
Provision for Expected credit loss		(3,184,398)	30,391,362
Transportaion Charges		-	9,000
Brokerage and commission		240,000	-
		<b>12,010,805</b>	<b>39,018,448</b>

Particulars		As at 31.03.20		
		Amount in (Rs.)		
<b>NOTE : 21 - PAYMENT TO AUDITORS</b>				
a) Audit Fees		100,000		
		100,000		
<b>NOTE : 22 - EARNING PER SHARES (EPS)</b>				
Net profit after tax as per Profit & Loss Statement		2,705,612		
Weighted average number of shares used as denominator for calculation of EPS		128,480,000		
Basic & Diluted Earning per shares		0.02		
Face value of Equity shares		1.00		
<b>NOTE : 23 - Contingent Liabilities and Commitments</b>				
In accordance with Ind AS 37 the company has outstanding contingent liabilities and commitments in purview of the mentioned Ind Payable towards uncalled share capital including premium in respect of investment by the company Rs. 1,39,70,000/-.				
<b>NOTE : 24 - RELATED PARTY TRANSACTIONS :</b>				
"Related Party Disclosure" in compliance with Ind AS-24, are given below				
<b>a) List of related parties where control exists and related parties with whom transactions have taken place and relations</b>				
Sr. No.	Name of the Related Party	Relation		
1	Agrawal Bullion Limited	Promoter		
2	Axon Ventures Ltd	Promoter		
3	Banas Finance Limited	Group Company		
4	Five X Tradecom Limited	Group Company		
5	Girraj Kishor Agrawal	Director & CEO		
6	Girraj Kishor Agrawal HUF	Relative of Director		
7	Handful Investrade Pvt Ltd	Promoter		
8	Kayaguru Capital Market Pvt Ltd	Group Company		
9	Proaim Enterprises Ltd	Promoter		
10	Rockon Capital Market Pvt Ltd	Group Company		
11	Rockon Enterprises Ltd	Group Company		
12	Anubhav Srinath Maurya	Director		
13	Tanu Giriraj Kishor Agarwal	Director		
14	Pritam Yadav	CFO (upto 16.11.2019)		
15	Hiteshi Rajendra Shah	CFO (upto 11.08.2018)		
16	Jyoti Singh	CFO (from 13.02.2019)		
17	Jivitha Poojary	From 28.05.2019 to 19.10.2019		
18	Prajna Naik	Resigned on 13.4.2019		
<b>Related Parties with their transactions</b>				
Sr. No.	Name of the Related Party	Nature of Transaction	2019-2020	2018-2019
1	Girraj Kishor Agrawal	Other Expenses paid on behalf of company	88,000	5,400
2	Banas Finance Ltd	Loan taken	-	3,800,000
		Loan Repaid	-	3,800,000
		Loan Given	31,180,000	9,300,000
		Loan Given Repaid	31,180,000	9,300,000
		Interest Received	21,681	6,164
3	Agrawal Ventures Ltd	Share Purchase	-	-
		Share Sale	-	720,000
		Loan Given	800,000	3,800,000
		Loan Repaid	800,000	3,800,000
4	Five X Tradecom Limited	Interest Received	5,159	-
		Loan Given	-	4,000,000
		Loan Repaid	-	4,000,000
5	Kayaguru Capital Market Pvt Ltd	Interest Received	-	12,822
		Shares purchased	3,800,000	-
6	Proaim Enterprises Ltd	Loan Given	-	-
		Loan Given Repaid	-	-
9	Handful Investrade Pvt Ltd	Loan Taken	-	100,000
		Loan Repaid	-	100,000
		Loan Given	-	700,000
		Loan Given Repaid	-	700,000
		Interest received	-	6,630
11	Jyoti Singh	Loan Taken	-	-
		Loan Repaid	-	-
		Interest	-	-
		Loan Given	-	14,100,000
12	Hiteshi Rajendra Shah	Loan Given Repaid	-	14,100,000
		Interest Received	-	45,197
		Salary	61,209	-
13	Pritam Yadav	Salary	-	40,615
		Salary	134,068	215,219
14	Axon Ventures Ltd	Loan Given	40,000	-
		Loan Repaid	40,000	-
15	Prajna Naik	Share Sales	-	3,800,000
		Salary	34,333	453,987

**NOTE : 25 - FINANCIAL RISK MANAGEMENT****(a) Risk Management Framework**

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

**(b) Credit Risk**

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

Classification of financial assets under various stages

The Company classifies its financial assets in three stages having the following characteristics:

Stage 1: unimpaired and without significant increase in credit risk since initial recognition;

Stage 2: a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;

Stage 3: objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD) along with an adjustment considering forward macro economic conditions [for a detailed note for methodology of computation of ECL please refer to significant accounting policies note no 1(J) to the financial statements.

The table below summarises the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio :

**As at 31 March 2019**

Particulars	Unsecured		
	Stage 1	Stage 2	Stage 3
Gross Carrying Value	109,059,514	11,678,835	25,297,324
Allowance for Expected credit loss	-	1,909,640	25,297,324
Expected credit loss Coverage ratio	0.00%	16.35%	100.00%

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

Trade Receivable, Trade Payable, Short Term Borrowings and Short Term Loans and Advances balances are subject to confirmation and reconciliation

**(c) Liquidity Risk management**

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**NOTE : 26 - EMPLOYEE BENEFITS**

Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Ind AS19 and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.

**Note : 27 - LOANS AND ADVANCES**

Majority of the loans given are demand loans, therefore in some cases the terms of repayment and loan agreement are not available. Non Recoverable loans are appropriately written off as bad debts. Demand and other loans given are governed by the Board policies. Considering the close monitoring of Board no appraisal, renewal, Policies, Procedure, Committee or documents have been prescribed and executed.

In 7 cases interest charged is less than prevailing yield of government security for relevant tenure. Amount of such loan as on 31st March, 2020 is Rs 87,04,350/-. In 35 cases no interest has been charged. Amount of such loans as on 31st March, 2020 is Rs 2,87,91,916/-.

**Note : 28 - COMPLIANCE OF SECTION 45-IA OF THE RBI ACT, 1934**

The financial assets of the company constitute more than 50% of the total assets of the company. The company is also engaged in trading activity the income from which is less than 50% of the gross income of the company. Hence, the company does not fulfil one of the NBFC criterion prescribed in terms of section 45-IA of the RBI Act, 1934 in the current financial year and therefore NBFC provisions are not applicable in the current financial year.

<b>NOTE : 29 - FAIR VALUE MEASUREMENTS</b>						
<b>a) Financial instruments by category</b>						
<b>PARTICULARS</b>	<b>March,31, 2020</b>			<b>March,31, 2019</b>		
	<b>FVOCI</b>	<b>Amortised Cost</b>	<b>Cost</b>	<b>FVOCI</b>	<b>Amortised Cost</b>	<b>Cost</b>
<b>Financial Assets</b>						
Investments	81,591,425	-	-	113,593,030	-	-
Trade Receivable		-	-		818	-
Cash and cash equivalents		54,527,780			19,267,188	
Other Current Financial Assets		118,828,709			154,978,641	
<b>Total</b>	<b>81,591,425</b>	<b>173,356,490</b>	<b>-</b>	<b>113,593,030</b>	<b>174,246,648</b>	<b>-</b>
<b>Financial Liabilities</b>						
Borrowings		23,780,000			22,520,000	
Trade Payables		94,307			95,580	
<b>Total</b>	<b>-</b>	<b>23,874,307</b>	<b>-</b>	<b>-</b>	<b>22,615,580</b>	<b>-</b>
<b>NOTE : 30 - FAIR VALUE HIERARCHY</b>						
(a) This section explain the judgements and estimates made in deterring the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in deterring fair value. The Company has classified its financial instruments into the three levels prescribed under the accounting standard						
<b>Financial assets and liabilities measured at fair value</b>						
<b>PARTICULARS</b>	<b>March,31, 2020</b>			<b>March,31, 2019</b>		
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Financial Assets</b>						
Investments	178,557	-	41,289,890	6,303,082	-	66,860,400
Trade receivable	-	-	-	-	-	818
Cash and Cash Equivalents	-	-	54,527,780	-	-	19,267,188
Others Financial assets	-	-	118,828,709	-	-	154,978,641
<b>Financial Liabilities</b>						
Short term burrowings	-	-	23,780,000	-	-	22,520,000
Trade Payable	-	-	94,307	-	-	95,580
<b>Level 1:</b> Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period						
<b>Level 2:</b> The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.						
<b>Level 3:</b> If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.						
<b>(c) Valuation technique used to determine fair value</b>						
Specific valuation techniques used to value financial instruments includes:						
- the use of quoted market prices or dealer quotes for similar instruments						
- the fair value of forward foreign exchange contracts is determined using forward exchange rate at the balance sheet date.						
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.						
All the resulting fair value estimates are included in level 2 or level 3, where the fair value have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.						
<b>(d) Fair value Estimations</b>						
Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "Financial Instruments:Disclosure". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in a arm's length trasaction other than in forced or liquidation sale. As no readily at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in a artm's length trasaction other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's Financial instruments, judgement is necessary in arriving at fair value, based on current economic conditions and specific risk attributable to the instrument. The estimates presented herein are not necessarily indicative of the amount the Company could realise in a market exchange from the sale of its full holding or a particular instrument.						
<b>Dividend/Interest-bearing investments</b>						
Fair value is calculate based on discounted expected future principles and interest cash flows. The carrying amount on the Company's investment are valued at fair value on the basis of fair market rate with reference to the investment with similar credit risk level and maturity period at the reporting date.						
<b>Trade &amp; other receivable / Payables</b>						
The management assessed that Trade Receivables, Cash and Cash equivalents, Bank Balances, Deposits, other non derivative current financial, assets, Short term borrowings,Trade payables, Non derivative Current Financial Liabilities approximate their carring amount largely due to the short-term maturities of these intruments.						
There are no transfers between level 1 and level 2 during the year						
As per our report of even date		For & on behalf of the board of directors				
<b>For PRAVIN CHANDAK &amp; ASSOCIATES</b>		<b>of Tilak Ventures Limited</b>				
<b>CHARTERED ACCOUNTANTS</b>						
Firm Registration No. 116627W						
		<b>Girraj Kishor Agrawal</b>		<b>Tanu Giriraj Agarwal</b>		
		<b>Director &amp; CEO</b>		<b>Director</b>		
		<b>DIN: 00290959</b>		<b>DIN: 00290966</b>		
<b>Pravin Chandak</b>						
<b>Partner</b>						
<b>M.NO. 049391</b>		<b>Davendra Kumar</b>		<b>Jyoti Singh</b>		
<b>PLACE : MUMBAI</b>		<b>Company Secretary</b>		<b>Chief Financial Officer</b>		
<b>DATED : 20/07/2020</b>						

## TILAK VENTURES LIMITED

Notes Forming Part of the Financial Statement As At 31st March, 2020

Note : 31

In compliance to IND AS 108

Sr No	Particulars	Amount in Rs.		Amount in Rs.		Amount in Rs.	
		Finance and securities		Trading		Total	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	Segment Revenue	12,085,885	12,358,387	163,019,549	198,977,594	175,105,434	211,335,981
2	Segment Results	464,010	(27,777,669)	188,046	248,718	652,056	(27,528,952)
3	Unallocable expense (net)					2,506,619,620	1,507,756
4	Operating Income					-	-
5	Other Income (Net)	4,993,377	3,277,068	-	-	5,082,947	3,411,844
6	Profit before exceptional item and tax					3,228,384	(25,624,864)
7	Exceptional item		-		-	-	-
8	Profit before Tax		-		-	3,228,384	(25,624,864)
9	Tax expense						
	Less :- Provision for Income Tax	-	-		-	-	-
	Less :- Provision for Income Tax earlier years	-	-		-	-	-
	Less :- Provision for Deferred Tax	-	-		-	522,771	1,234,071
10	Net Profit / (Loss) for the year	-	-		-	2,705,612	(26,858,934)
11	Segment Assets	204,967,295	238,180,309	-	-	204,967,295	238,180,309
12	Segment Liabilities	23,920,000	22,700,000	-	-	23,920,000	22,700,000
	<b>Other Information</b>						
13	Capital Expenditure (unallocable)	-	-	-	-	-	-
14	Depreciation & amortisation (unallocable)	-	-	-	-	-	5,566
15	Other significant non cash expense (allocable)	-	-	-	-	-	-
16	Other significant non cash expense (net) (unallocable)	-	-	-	-	-	-

Due to unavailability of suitable basis for apportionment, only direct expenses related to Trading business are considered in segment results of Trading Activity.

As per our report of even date

For PRAVIN CHANDAK &amp; ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Registration No. 116627W

For & on behalf of the board of directors  
of Tilak Ventures LimitedGirraj Kishor Agrawal  
Director & CEO  
DIN: 00290959Tanu Giriraj Agarwal  
Director  
DIN: 00290966Pravin Chandak  
Partner

M.NO. 049391

PLACE : MUMBAI

DATED : 20/07/2020

Davendra Kumar  
Company SecretaryJyoti Singh  
Chief Financial Officer