

almondz  
*the financial powerhouse*

Almondz Global Securities Ltd.



## Corporate Information

### Board of Directors

Satish Chandra Sinha

Navjeet Singh Sobti

Jagdeep Singh

Krishan Lall Khetarpaul

Ajay Kumar

Sanjay Kumar Tiwari

Abdul Redha Mustafa Abdul Redha Sultan

Neelu Jain

- Non-Executive & Independent Chairman
- Managing Director
- Wholetime Director
- Non-Executive & Independent Director
- Non-Executive & Independent Director
- Non-Executive Director
- Non-Executive Director
- Non-Executive Director

### Auditors

Mohan Gupta & Company

Chartered Accountants

B-2A/37, Janak Puri,

Near Metro Pillar No. 536, Main Najafgarh Road, New Delhi-110058

Ph:45597859/41612538

e-mail : mohan.mgc@gmail.com

### Company Secretary & Compliance Officer

Ajay Pratap

### Bankers

HDFC Bank Ltd. Axis Bank Ltd.

Punjab National Bank

Bank of Baroda, Union Bank of India

### Registered Office

2nd Floor, 3 Scindia House, Janpath, New Delhi-110 001

### Registrar & Share Transfer Agent

Beetal Financial & Computer Services (P) Ltd.

“Beetal House” 3rd Floor,

99, Madangir, Behind Local Shopping Centre,

Near Dada Harsukhdas Mandir,

New Delhi - 110 062

Phones: 011-29961281, 29961282

Fax: 011-29961280/84

E-mail: beetalrta@gmail.com

Website: www.beetalfinancial.com

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## Directors' Report

**To the members of Almondz Global Securities Limited,**

The Board of Directors submits the Annual Report of your Company together with the audited statement of accounts for the year ended March 31, 2020.

### 1. Financial results

Financial Results of the Company for the year under review are summarized as under:

(Rs. in lakhs)

Particulars	2019-20		2018-19	
	Standalone	Consolidated	Standalone	Consolidated
Total Income	3003.66	6442.32	3804.55	7830.70
Total expenditure	3143.67	6490.06	3898.48	7439.38
Profit before Tax	(140.00)	(47.74)	(93.93)	391.32
Provision for Tax	(149.60)	(190.05)	(30.08)	82.30
Profit after Tax including share of net profit of associates	9.60	432.57	(63.85)	640.96
Other Comprehensive income (Loss) (net of tax)	37.33	70.92	(24.20)	(4.35)
<b>Total Comprehensive Income</b>	<b>46.93</b>	<b>503.49</b>	<b>(88.06)</b>	<b>636.61</b>

**Note:** As these are the Company's first financial statements prepared in accordance with Ind AS, the Company has applied, First-time Adoption Standard (Ind AS 101) of Indian Accounting Standards in preparing the financial statements for the year ended March 31, 2020, the comparative information presented in these financial statements for the year ended March 31, 2019 and in the preparation of an opening Ind AS Balance Sheet at April 1, 2018 (the Group's date of transition).

Your Company has prepared the Financial Statements for the financial year ended March 31, 2020 in terms of Sections 129, 133 and Schedule II to the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

During the financial year ended March 31, 2020, the total income of your Company on standalone basis is Rs. 3003.66 Lakhs as compared to the total income of Rs. 3804.55 Lakhs during the previous financial year ended March 31, 2019. The Net Profit of your Company for the financial year ended March 31, 2020 stood at Rs. 9.60 Lakh as against the Loss of Rs. 63.85 Lakh for the financial year ended March 31, 2019. The total income on consolidated basis is Rs. 6442.32 as against 7830.70 Lakhs during the previous financial year ended March 31, 2019. The net profit on consolidated basis stood at Rs. 432.57 as compared to Rs. 640.96 during the previous financial year ended March 31, 2019 on consolidated basis.

### 2. Emergence of Covid-19

Towards the end of the financial year, the World Health Organisation (WHO) declared Covid-19 a pandemic and the outbreak, which infected millions, has resulted in deaths of a significant number of people globally. Covid-19 is seen having an unprecedented impact on people and economies worldwide. With the Covid-19 pandemic impacting people across the globe, socially and economically, your Company also witnessed severe disruption in its operations, which tapered the annual performance of your Company. The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The Company is working towards being resilient in order to sail through the current situation. It is focused on controlling the fixed costs, maintaining liquidity and closely monitoring to ensure that the operation back on track.

The Company operates its business in conformity with the highest ethical and moral standards and employee centricity. In view of the outbreak of the pandemic, the Company undertook timely and essential measures to ensure the safety and well-being of its employees at branch offices and the head office. The employees were allowed to work from home by providing adequate digital and other assistance. The Company observed all the government advisories and guidelines thoroughly and in good faith.

### 3. Dividend

Your Directors do not recommend payment of dividend.

### 4. Reserves

The Company proposes the total amount available for appropriation to be retained in the profit and loss account.

### 5. Information on State of Affairs of the Company

Information of the segmental operations and financial performance are given in the Management Discussion and Analysis Report in accordance with Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 6. Scheme of Amalgamation

During the year under review, application/petitions have been filed with Hon'ble National Company Law Tribunal (NCLT), Delhi for sanction of the Scheme of Merger of the wholly owned subsidiary namely, Almondz Global Infra-Consultant Limited with the Company. The matter is pending with the Hon'ble Court.

### 7. Human Resources

Your company has generally enjoyed cordial relations with its employees. We believe in aligning business priorities with the aspirations of employees leading to the development of an empowered and responsive human capital. As on 31

March 2020, your Company has a diverse employee base with 100 employees all over India.

**8. Particulars of Loans, Guarantees or Investments**

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the notes to the financial statements.

**9. Material changes and commitments**

There have been no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of this Report.

**10. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

**11. Internal Financial controls**

The Company has adequate internal financial controls with reference to Financial Statements.

**12. Deposits**

Your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

**13. Share capital**

During the year under Report, the Company has not issued any share capital.

**14. Particulars of remuneration of Directors/ KMP/ employees**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the details as set out in the said rules is attached as 'Annexure I' which forms part of this report.

**15. Employees Stock option Plan**

To share the value created by the employees and to promote the culture of employee ownership in your Company, your Company introduced the "Almondz Global Securities Employees Stock Option Scheme 2007" ("the Scheme" or "ESOS 2007") for granting, offering and issuing upto 4500000 options or 15% of paid-up share capital of the Company, whichever is lower, in one or more tranches which was also approved by the shareholders on March 4, 2008 through Postal Ballot. Thereafter, the Scheme was amended vide approval of the shareholders of the Company by passing a Special Resolution on 13 April 2010 by way of postal ballot, thereby increasing the number of options which can be granted under the Scheme from 4500000 or 15% of paid-up share capital of the Company, whichever is lower, to 1,50,00,000 or 50% of paid-up share capital of the Company, whichever is lower.

During the year under Report, 4400000 options have been granted by the Company and 40000 options lapsed. Further, during the year under Report, no option were vested. The exercisable option at the end of 31 March 2020 is nil. Details of the options issued under ESOS 2007, as also the disclosures in compliance with Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are set out in the **Annexure II** to this Report.

None of the management employees has received options exceeding 5% of the number of the options issued during the year ended 31 March 2020. Employees has been issued stock options, during the period under Report, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant has been approved by the members as special resolutions.

**16. Listing**

The shares of your Company are listed at Bombay Stock Exchange Limited and National Stock Exchange of India Limited, Mumbai. The listing fees to the Stock Exchanges for the financial year 2020-21 have been paid.

**17. Extract of Annual Return**

Pursuant to the Section 92(3) of the Companies Act, 2013 extract of the annual Return is annexed to this report as **Annexure –III** and is also available on the website of the company at the weblink [http://www.almondzglobal.com/pdf/mgt-9\\_march2020.pdf](http://www.almondzglobal.com/pdf/mgt-9_march2020.pdf) Further, pursuant to Section 134(3)(a) of the Act, a copy of Annual Return for the year ended 31st March, 2020 will be hosted on the website of the company at [www.almondzglobal.com](http://www.almondzglobal.com).

**18. Conservation of Energy & Technology absorption and Foreign exchange earnings and outgo**

- A. Since the Company does not carry any manufacturing activities, particulars to be disclosed with respect to Conservation of energy & technology absorption under Section 134 (3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are not applicable.
- B. During the year under review there has been no earnings and outgo in foreign exchange.

**19. Board of Directors**

**Composition**

Composition Your Company's Board is duly constituted and is in compliance with the requirements of the Act, the Listing Regulations and provisions of the Articles of Association of the Company. Your Board has been constituted with requisite diversity, wisdom, expertise and experience commensurate to the scale of operations of your Company.

**Directors seeking appointment / re-appointment**

Ms. Neelu Jain, (DIN:00227058), Non - Executive Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible, has offered herself for re-appointment. Your Board recommends the re- appointment of Ms.

Neelu Jain as a Director of the Company, liable to retire by rotation.

Mr. Abdul Redha Mustafa Abdul Redha Sultan (DIN:05101233) has been appointed as the additional Director of the company. He holds office upto the date of the ensuing Annual General Meeting. The Company has received the requisite notices in writing along with the necessary deposit signifying candidature of Director.

Mr. Ajay Kumar (DIN: 01954049) Independent Director of the Company whose first term is ending on 27 September 2020. He fulfills the criteria of Independent Director and offered himself for reappointment. The Board of directors recommends their re-appointment.

#### **Declaration by Independent Directors**

Pursuant to the provisions under Section 134(3)(d) of the Companies Act, 2013, with respect to statement on declaration given by Independent Directors under Section 149(6) of the Act, the Board hereby confirms that all the Independent Directors of the Company have given a declaration and have confirmed that they meet the criteria of independence as provided in the said Section 149(6).

#### **Number of meetings of the Board**

During the Financial Year 2019-20, 5 (Five) number of Board meetings were held. For details thereof kindly refer to the section 'Board of Directors in the Corporate Governance Report.

#### **20. Disclosure on Audit committee**

The Audit Committee as on March 31, 2020 comprised of the following Independent Directors:

Mr. Ajay Kumar (Chairman), Mr. Krishan Lall Khetarpaul and Mr. Satish Chandra Sinha. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

#### **21. Sexual Harassment**

The Company has zero tolerance for sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the year under review, the Company received one complaint which was investigated and appropriate action was taken. No complaint is pending as at the end of the financial year.

#### **22. Vigil Mechanism/Whistle Blower Policy**

The Company has established a Vigil Mechanism (Whistle Blower Policy) for Directors and Employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism shall provide adequate safeguards against victimization of Director(s) / Employee(s), who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. The details of establishment of the vigil mechanism disclosed by the Company on its website [www.almondzglobal.com](http://www.almondzglobal.com).

#### **23. Performance evaluation of the Board, its Committees and individual Directors**

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Agreement with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, *inter-alia*, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. A structured questionnaire has been prepared, covering various aspects of the functioning of the Board and its Committee, such as, adequacy of the constitution and composition of the Board and its Committees, matters addressed in the Board and Committee meetings, processes followed at the meeting, Board's focus, regulatory compliances and Corporate Governance, etc. Similarly, for evaluation of Individual Director's performance, the questionnaire covers various aspects like his/ her profile, contribution in Board and Committee meetings, execution and performance of specific duties, obligations, regulatory compliances and governance, etc.

The Board has carried out a formal annual evaluation of its own performance and that of its Committees and individual Directors. The Directors expressed their satisfaction with the evaluation process.

#### **24. Nomination & Remuneration Committee & Policy**

The Board of Directors of your Company has, Constituted the Nomination & Remuneration Committee and based on their recommendation framed and adopted a policy for selection and appointment of Directors, KMP, senior management and other employees and their remuneration. The contents of the policy are disclosed by the company on its <http://www.almondzglobal.com/pdf/nominationpolicy.pdf>

#### **25. Key managerial Personnel**

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Navjeet Singh Sobti: Managing Director  
 Mr. Rajeev Kumar: Chief Financial Officer  
 Mr. Ajay Pratap: Company Secretary & Vice President Corporate Affairs

#### **26. Contracts or arrangements with related Parties under Section 188(1) of the companies Act, 2013**

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were on an arm's length basis.

There being no 'material' related party transactions as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, there are no details to be disclosed in Form AOC-2 in that regard. During the year 2019-20, pursuant to section 177 of the Companies Act, 2013 and SEBI Listing Regulations, 2015. All RPTs were placed before Audit Committee for its prior/omnibus approval. The board has approved a policy for related party transactions which has



been uploaded on the Company's website at the following link [http://www.almondzglobal.com/pdf/Almondz\\_RPT\\_Policy.pdf](http://www.almondzglobal.com/pdf/Almondz_RPT_Policy.pdf)

## **27. Risk management**

The Board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

## **28. Secretarial Auditor & Secretarial Audit report**

The Board had appointed M/s Ashu Gupta & Co., Company Secretaries in Wholetime Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2019-20. The report of the Secretarial Auditor is annexed to this report as **Annexure-IV**. The Secretarial Auditors' Report for the financial year 2019-20 does not contain any qualification, reservation or adverse remarks.

## **29. Corporate Social Responsibility**

The Company has been spending in the past the required amount of its obligation under the Corporate Social responsibility. Though the company took part in several charitable not related to the benefits of employees of the Companies however, due to its low average profitability, there was no obligation to spent under CSR. The Company has constituted the CSR Committee and as and when it is required, the Company is committed to fulfil its obligation.

## **30. Details of Subsidiary/ Joint Ventures/ Associate companies**

The Company is having six subsidiaries and two associate companies. The statement containing the summarised financial position of the subsidiary/Associates/Joint Ventures pursuant to Section 129 and Rules 5 of the Companies (Accounts) Rules, 2014, is contained in Form AOC – 1 which form part of the Annual Report as **Annexure-V**.

### **A. Almondz Global Infra-consultant limited (Wholly owned Subsidiary)**

Almondz Global Infra - Consultant Limited (AGICL) is an ISO9001 : 2015 certified Wholly Owned Subsidiary of Almondz Global Securities Limited (AGSL) which was set up on 12th December, 2013. AGICL is providing Technical Consultancy Services in various infrastructure sectors especially in Smart Cities, Urban Infrastructure, Roads, Bridges, Highways & Tunnels, Water & Waste Water, Tourism, Railways & Metro Rail, Ports & Inland Waterways & Airport. AGICL deep domain knowledge and understanding of various infrastructure sectors enables it to provide Transaction Advisory Services, Project Development Consultancy, Project Management Consultancy, Independent Engineers/ Independent Management Consultancy Services, Lenders

Independent Engineers Services, Design Construction Supervision Services, Operation & Maintenance Services, Techno Economic Viability Study Services, project auditing and other allied services.

### **B. Premier Alcobev Private limited (Joint Venture of Wholly owned Subsidiary)**

Almondz Global Securities Limited through its wholly owned subsidiary namely North Square Projects Private Limited has set up a Joint Venture (50:50) in the name of Premier Alcobev Private Limited (PAPL) on 25th May, 2007 and is carrying on the activity of distillery and bottling plant with a installed capacity of 45 KLPD and 10 Lakhs cases of bottling for manufacture and marketing of potable alcohol and country liquor in the designated territory of India and its current frontiers under the license from Govt. of Himachal Pradesh.

The Joint Venture, PAPL stands on the pillars of world – class technology which works with, a hardworking team and stringent quality controls at every step to deliver the best of everything. These pillars together ensure to meet with the international standards for grain spirits and provide with the finest quality ENA which is made using broken rice, maize, bajra and jowar. The distillery is strategically located in Himachal Pradesh which is at close proximity from major cities and states like Delhi, Chandigarh, Punjab and Jammu & Kashmir. The Company currently producing Grain ENA, IMFL, High Protein DDGS, SDS and have its own brands for rum and whisky.

The production capacity of distilleries is 45,000 litres per day. The latest process and equipment for the production are adopted to produce alcohol as per standards and benchmarks set by all major buyers like USL, Seagram etc. It has eco friendly equipments like Air Scrubber Systems, Integrated evaporator for spent lease treatment and Decanter.

The DDGS dryer as well as effluent treatment plant is for the effluent and waste water treatment to ensure complete recycling of treated water. The plant aims to generate its power requirement of 2 mw/day. The plant has an Ecofine Multi- Pressure Distillation system and MPR system to meet high quality ENA norms and for efficient energy utilization. The technology and processes used have a zero discharge of effluents which enables us to meet the standards set by the Ministry of Environment and Forest Guidelines.

The distillery is set up with the founding Principals of minimum down time, ease of operation, optimisation of resources without any breakdowns. Spread over 10 acres in the green arms of Himachal Pradesh, the distillery has a production capacity of 45,000 litres per day. The plant has been supplied by PRAJ INDIST based on their latest technology ecosmart grain and high fermentation process. The bottling plant is automated right from washing of bottles to filling of liquor so as to prevent any contamination of bottles due to human intervention. The plant has most modern technology in the country and makes use of the latest process and equipments for the production. The technology and processes used have a zero discharge of effluents which enables us to meet the standards set by



the Ministry of Environment and Forest Guidelines. The technology and processes used has a zero discharge of effluents which enables us to meet the standards set by the Ministry of Environment and Forest Guidelines. The plant has a MPR system to meet high quality ENA norms and to achieve efficient energy utilization.

The major customers of ENA are as under:

1. Pernod- Ricard India Pvt. Ltd. (Seagram)
2. United Spirits Ltd. (USL)
3. Allied Blenders and Distillers Pvt. Ltd (ABD)
4. HPGICc.

**C. Almondz Finanz limited (Wholly owned Subsidiary)**

Almondz Finanz Limited was incorporated on 12th May 2006 as a Public Limited Company to take up the business of Non-Banking Finance Company (NBFC) as a wholly owned subsidiary of Almondz Global Securities Limited. The Company is registered as a Non-Banking Finance Company with the Reserve Bank of India.

**D. Skiffle Healthcare Services Limited (Wholly Owned Subsidiary)**

Skiffle Healthcare Services Limited was established in 14th December, 2012, with the aim of providing best quality, personalized and affordable eye care service to everyone. The Company is 100% subsidiary of Almondz Global Securities Limited. The Company provides sophisticated diagnostic and treatment procedure across all the spectrum of eye disorders like:

- Cornea
- Retina
- Glaucoma
- Paediatric Ophthalmology
- Neuro Ophthalmology
- Oculoplasty
- Lasik

Every specialty department is well equipped with latest technologies for accurate & early diagnosis for quality treatment. The Company is committed to the achievement and maintenance of excellence in Eye care, Research and Education for the benefit of humanity. The Company presently operates 4 centres at different locations in and around Delhi i.e., Sonapat (Haryana), Ghaziabad, Noida and Shahdara.

**E. Almondz Insolvency Resolutions Services Private Limited (Associate)**

Almondz Insolvency Resolutions Services Private Limited is a brain child of Almondz Global Securities Limited and promoted by it on 4th October, 2017 with three Insolvency Professionals. Almondz global Securities Limited holds 33% shares in the Company.

**F. Almondz Wealth Advisors Limited (Wholly owned subsidiary)**

Almondz Wealth Advisors Limited (AWAL) is a wholly owned subsidiary incorporated on 25th September 2009. AWAL is a well diversified financial services company which offers abroad range of financial products and

services to a substantial and varied client base including Corporate, Institutional, High Net Worth individuals and Retail clients. AWAL products and services across multiple asset classes and consumer segments. The Company cover the entire spectrum of financial services including Mutual Funds, Equities, Fixed Income products, Loan & Mortgages, Derivatives, Commodities, Currencies, PMS, IPO's, Insurance and Real Estate. The Company services its clients through a network of 7 fully functional offices spread across the country along with over 20,000 registered Sub Brokers. Since its inception, the Company have been utilizing its quality research capabilities and expertise to provide best and customized services to investors. The Company is continuously evolving and growing as a comprehensive financial service provider in the country.

**G. North Square Projects Private Limited (Wholly owned subsidiary)**

North Square Projects Private Limited (NSPPL) is a wholly owned subsidiary of Almondz Global Securities Ltd as was promoted on 6th August 2012 .as a Special Purpose Vehicle (SPV) to enter into a Joint Venture for taking up the distillery and bottling business in the name of Premier Alcobev Private Limited.

**H. Almondz Commodities Private Limited (Wholly owned subsidiary)**

Almondz Commodities Pvt. Ltd., incorporated on 17<sup>th</sup> August 2005 is a wholly owned subsidiary of Almondz Global Securities Ltd. The Company provides commodity trading in MCX, NCDEX & NSEL.

Almondz Finanz Limited and Almondz Global Infra-Consultant Limited are material subsidiaries of the Company as per the thresholds laid down under the Listing Regulations. The Board of Directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy was revised effective from April 1, 2019 in line with the amendments made to the Listing Regulations. The Policy has been uploaded on the Company's website at <http://www.almondzglobal.com/pdf/policymaterial.pdf>

**31. Secretarial Standards**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

**32. Statutory Auditors**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. Mohan Gupta & Company, Chartered Accountants (Firm Registration Number:006519N) were appointed by the shareholders at the 23rd annual general meeting to hold office until the conclusion of the 28th annual general meeting. Ratification at every annual general meeting by the members is no longer necessary till the conclusion of aforesaid 28<sup>th</sup> annual general meeting.

The Statutory Auditors have furnished their eligibility to continue as Auditors from the conclusion of the ensuing annual general meeting till the subsequent annual general meeting.

The observations made in the Auditors' Report read with the relevant notes thereon are self-explanatory and hence, do not call for any comments under Section 134 of the Companies Act, 2013.

### **33. Corporate Governance**

Your Company re-affirm its commitment towards the standards of Corporate Governance. At Almondz Global Securities, we ensure the practice of the Principles of Good Corporate Governance on which management decisions are based on a set of principles influenced by the values. All functions of the Company are discharged in a professionally sound, competent and transparent manner.

A detailed report on the Company's commitment at adopting good Corporate Governance Practices is enclosed. The Auditors' certificate on compliance with the mandatory provisions of the Corporate Governance.

### **34. Consolidated Financial Results**

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'), form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company. The Annual Financial Statements of the subsidiaries and related detailed information will be made available to Members seeking information at any time. They are also available on the website of the Company at <https://www.almondzglobal.com>

### **35. Cash Flow Statement**

In conformity with the provisions of Listing Regulations the Stock Exchanges, the Cash Flow Statement for the year ended 31 March 2020 is annexed hereto.

### **36. Management Discussion and Analysis Statement**

The Annual Report has a detailed chapter on Management Discussion and Analysis, which forms a part of this report.

### **37. Policy on insider trading**

Your Company formulated and implemented a Code of Conduct for Prevention of Insider Trading (Code) in accordance with the guidelines specified under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Company has adopted code of Internal Procedures and Conduct for Regulating, Monitoring And Reporting of Trading by Insiders in terms of new Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Board of Directors appointed Mr. Ajay Pratap, Company Secretary, as the Compliance Officer under the said Code responsible for complying with the procedures, monitoring adherence to the Code for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct under

the overall supervision of the Board of Directors. The Code of Conduct is available on your Company's website [www.almondzglobal.com](http://www.almondzglobal.com)

### **38. 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:

- (i) in the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgements 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 2019-20 and of the profit of the company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the annual accounts on a going concern basis;
- (v) The directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

### **39. Details in respect of frauds reported by auditors under section 143(12)**

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

### **40. Disclosure**

As per the listing Regulations, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

Details of the familiarization programmes of the independent directors are available on the website of the Company ([www.almondzglobal.com](http://www.almondzglobal.com)). Policy for determining material subsidiaries of the Company is available on the website of the Company ([www.almondzglobal.com](http://www.almondzglobal.com)). Policy on dealing with related party transactions is available on the website of the Company ([www.almondzglobal.com](http://www.almondzglobal.com)). The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the Listing Regulations.

**41. Declaration by independent Directors**

The independent directors have submitted the declaration of independence, as required pursuant to section 149(6) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013, as amended and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as amended.

The Board took on record the declaration and confirmation submitted by the Independent Directors regarding their meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same as required under Regulation 25 of the Listing Regulations.

**42. Credit rating**

During the year, CARE has given credit rating of 'CARE BBB- (Negative)' for Total bank Loan Facility from Union and Axis Bank of Rs. 26.82 Crores for the Company.

**43. Maintenance of cost records**

During the period under review the provisions of section 148 of the companies Act, 2013 relating to maintenance of cost records does not applicable to the company.

**44. Acknowledgements**

Your Directors would like to place on record their gratitude for all the guidance and co-operation received from the Securities and Exchange Board of India, the Bombay Stock Exchange Limited, National Stock Exchange of India Limited, National Securities Depository Limited, Central Depository Services (India) Limited and other government and regulatory agencies.

Your Directors are grateful to the Company's clients, investors, bankers and other business associates for their continued support.

Your Directors would also like to take this opportunity to express their appreciation to the dedicated and committed team of employees for their contribution to the Company and rendering high quality services to the clients. We would also like to thank all our shareholders for their support in our endeavours.

**For and on behalf of the board of directors**

**Satish Chandra Sinha**  
Chairman

**September 14, 2020**  
New Delhi

## **Annexure 'I' to Directors' Report**

The information required under sub-section 12 of section 197 of the Companies Act, 2013 read with Rule 5 Of The Companies (Appointment and Remuneration Of Managerial Personnel) Rules, 2014:

Disclosure under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

**a. The ratio of the remuneration of each Director to the median remuneration of the employees for the financial year 2019-20:**

<b>Executive Directors</b>	<b>Ratio to median remuneration</b>
Mr. Navjeet Singh Sobti	2.53 Times
Mr. Jagdeep Singh	13.30 Times

**b. The percentage increase in remuneration of Executive Director, Chief Financial Officer & Company Secretary in the Financial Year 2019-20:**

<b>Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary</b>	<b>Designation</b>	<b>% increase in remuneration in the financial year</b>
Mr. Navjeet Singh Sobti	Managing Director	-62.54% (Refer Note No.1)
Mr. Jagdeep Singh	Wholetime Director	-25%
Mr. Rajeev Kumar	Chief Financial Officer	NA (Refer Note No.2)
Mr. Ajay Pratap	Company Secretary	NIL

- c. The percentage increase in the median remuneration of employees in the financial year 19-20: 8.60 % (Refer Note No.3)
- d. The number of permanent employees on the rolls of company: 100
- e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
The average percentile of the salaries of employees other than the managerial personnel in the last financial year, i.e., 2019-20 was decreased by 41.52 % whereas for the managerial remuneration for the same financial year was increased by 8.18%. (Refer Note No.4)
- f. the key parameters for any variable component of remuneration availed by the directors: None
- g. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the Company.

Note:

- Mr. Navjeet Singh draws half salary from Subsidiary Company namely Almondz Finanz Limited although there is no increase in salary under the financial year under review.
- Mr. Rajeev Kumar is also the CFO of subsidiary company namely Almondz Finanz Limited and he draws salary from there.
- The percentage is calculated on the median remuneration of employee as on 31.03.2020 and 31.03.2019 (on the monthly remuneration of march) and No of employees excludes remuneration of Director.
- Average percentile increase in salaries has been considered on annual basis. Number of employees in the financial year 2019-20 is 100 whereas the number of employees in previous year was 147.  
Due to reduction in employees the amount of salary disbursed has decreased during the year. Total employees excludes directors of the company.

**Disclosure under rule 5(2) & 5 (3) of the companies (Appointment and remuneration of managerial Personnel) rules, 2014 are given below:**

- a. details of top ten employees of the company in terms of remuneration drawn during 2019-20:  
Details of top ten employees of the Company in terms of remuneration drawn during 2019-20 will be provided on request. As per the provisions of Section 136 of the Companies Act, 2013, the Annual Report and Accounts are being sent to the members and others entitled thereto excluding the said information of top ten employees. The said details of top ten employees will be available for inspection by the members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.
- b. There was no employee in the company who was in receipt of remuneration for the year 2019-20
- if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees ;
  - if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;

**For and on behalf of the Board of Directors**

**Satish Chandra Sinha**  
Chairman

**September 14, 2020**  
New Delhi

## Annexure 'II' to Directors' Report

**Disclosure pursuant to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Companies Act, 2013 (As on 31 March 2020)**
**Details related to ESOP**

The Company has instituted an Employee Stock Option Scheme in the year 2007, known as 'Employee Stock Option Scheme ('ESOS' or 'Scheme') 2007. This Scheme was adopted by the Board of Directors on 3 January 2008 and subsequently by shareholders of the Company on 4 March 2008, and is for issue of 4,500,000 options of the Company convertible into equal number of equity shares of the par value of Rs. 6 each. The scheme was further amended by the Board of Directors on 5 March 2010 and subsequently by shareholders of the Company on 13 April 2010 to increase number of options from 45,00,000 options to 15,00,000 options of the Company convertible into equal number of equity shares. A compensation committee comprising independent members of the Board of Directors administers the scheme. The Compensation Committee has framed various plan series under the scheme from time to time. Upto the previous year i.e., 2018-19, the Compensation committee had framed series A to Series G under which total of 4660000 options were granted out of which 563200 options were exercised and rest options were lapsed.

During the year 2019-20, the Compensation Committee in its meeting held on 26 August, 2019 has issued series H under which a total of 4400000 options were granted to the eligible employees.

**Details of Options Granted, Vested and Exercised**

No. of Options at the beginning of the year	40000
Date of Option Granted	26 August, 2019
No. of Options Granted	4400000
Vesting Date	2 September, 2022
Vesting out of Options	NIL
No. of Options Exercised	NIL
No. of Options Lapsed	40000
No. of Options exercisable at the end of the year	4400000

**A. Disclosure as per Indian Accounting Standard 102 Share Based Payment issued by ICAI**

- The Company had Nil share based payment arrangement during the year ended March 31, 2020
- The estimated fair value of each stock option granted and presently exercisable (not vested) under the Scheme is Rs. 4.65 by applying Black Scholes pricing model. The model inputs are as under:

Inputs	Grant Series-G
Grant Date	26 August, 2019
Share Price at Grant Date	Rs. 9.50
Exercise Price	Rs. 10
Expected Volatility	56.1%
Expected Dividend Yield	0
Contractual Life	3.5 years
Risk Free Interest Rate	6.16%

- Expense arising from employee share-based payment plans as on 31.03.2020 is Rs. 38.50 Lakh

**B. Diluted EPS on issue of shares pursuant to the scheme covered under the regulations shall be disclosed in accordance with 'Indian Accounting Standard 33- Earnings per share issued by ICAI or any other relevant accounting standards as prescribed from time to time. Diluted EPS is Rs. 0.18.**

Effects of Share Options on Diluted Earnings per Share (Accounting year April 01, 2019 to March 31, 2020)

Particulars	
Net Profit for the year ended March 31, 2020 ( Rs. in Lakhs)	46.93
Weighted average number of equity shares outstanding during the year ended March 31,2020	25884967
Weighted average number of Option conversion during the year ended March 31, 2020	26716435
Weighted average number of share opt	831468
Exercise price for shares under option during the year ended March 31, 2020	Rs.10

Computing earning per share

Particulars	
Net Profit for the year ended March 31, 2020 (Rs. in Lakhs)	46.93
Weighted average number of equity shares outstanding during the year ended March 31, 2020	25884967
Basic earning per share	0.18
number of Option conversion during the year ended March 31, 2020	831468
Diluted earning per share	0.18

C. Compliances

The ESOP Scheme 2007 is in compliance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and with Companies Act, 2013. The Company has received a certificate from the Statutory Auditors of the Company certifying that the Scheme is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Companies Act, 2013 and is in accordance with the Resolution passed in the General Meeting of the Company.

**For and on behalf of the Board of Directors**

**Satish Chandra Sinha**  
Chairman

**September 14, 2020**  
New Delhi



## Annexure 'III' to Directors' Report

**Form No. Mgt-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on Financial Year Ended on 31<sup>st</sup> March, 2020**  
**[Pursuant to section 92(3) of the companies Act, 2013 and rule 12(1) of**  
**the Companies (Management and Administration) rules, 2014]**

**I. REGISTRATION & OTHER DETAILS:**

i)	CIN	L74899DL1994PLC059839
ii)	Registration Date	28 June, 1994
iii)	Name of the Company	Almondz Global Securities Limited
iv)	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the Registered office & contact details	2nd Floor, 3 Scindia House, Janpath, New Delh-110001 Telephone no. 011-41514666-69 e-mail: secretarial@almondz.com
vi)	Whether Listed Company	Yes
vii)	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services (P) Ltd. "Beetal House" 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi - 110062 Phones: 011-29961281, 29961282 Fax: 011-29961280/84 E-mail: beetalrta@gmail.com Website: <a href="http://www.beetalfinancial.com">www.beetalfinancial.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES Of The Company**

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

S. No.	Name and Description of main products/ services	NIC code of Product/service	% to total turnover of the company
1	Consultancy and Advisory Fees	Group 99832-33	56%
2	Wealth advisory /Broking Activities	Group 99711-12 & 997152	31%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Almondz Finanz Limited 2nd Floor, 3 Scindia House, Janpath New Delhi -110001	U65191DL2006PLC148718	Subsidiary	100%	Section 2(87)
2.	Almondz Commodities Private Limited 2nd Floor, 3 Scindia House, Janpath New Delhi -110001	U51909DL2005PTC139714	Subsidiary	100%	Section 2(87)
3.	Almondz Wealth Advisors Limited 2nd Floor, 3 Scindia House, Janpath New Delhi -110001	U70200DL2008PLC183702	Subsidiary	100%	Section 2(87)
4.	Skiffle Healthcare Services Limited 2nd Floor, 3 Scindia House, Janpath New Delhi -110001	U85110DL2012PLC246241	Subsidiary	100%	Section 2(87)
5.	Almondz Global Infra-Consultant Limited F- 33/3, Okhla Industrial Area, Phase II, New Delhi -110020	U74140DL2013PLC262069	Subsidiary	100%	Section 2(87)
6.	North Square Projects Private Limited F- 33/3, Okhla Industrial Area, Phase II, New Delhi -110020	U45200DL2012PTC239856	Subsidiary	100%	Section 2(87)
7.	Premier Alcobev Private Limited F-33/4, Okhla Industrial Area, Phase-II, New Delhi -110020	U15530DL2007PTC281067	Associate	50%	Section 2(6)



S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
8.	Almondz Insolvency Resolutions Services Private Limited 2nd Floor 3 Scindia House, Janpath New Delhi - 110001	U74999DL2017PTC324489	Associate	33%	Section 2(6)
9.	Avonmore Capital & Management Services Limited F-33/3, Okhla Industrial Area Phase-II New Delhi - 110020	L67190DL1991PLC045857	Holding	56.87	Section 2(46)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2019]				No. of Shares held at the end of the year [As on 31-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	110715	0	110715	0.43	110715	0	110715	0.43	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	14804834	0	14804834	57.19	14804834	0	14804834	57.19	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Others	0	0	0	0	0	0	0	0	0
<b>Sub total (A) (1)</b>	<b>14915549</b>	<b>0</b>	<b>14915549</b>	<b>57.62</b>	<b>14915549</b>	<b>0</b>	<b>14915549</b>	<b>57.62</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
<b>Sub Total (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>	<b>14915549</b>	<b>0</b>	<b>14915549</b>	<b>57.62</b>	<b>14915549</b>	<b>0</b>	<b>14915549</b>	<b>57.62</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	19	0	19	0.0001	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	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) FIs	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>Sub-total (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	387291	0	387291	1.50	324087	0	324087	1.25	(-) 0.25
ii) Overseas	3091500	0	3091500	11.94	3091500	0	3091500	11.94	0

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1807749	154304	1962053	7.58	1826382	115388	1941770	7.51	(-)0.07
ii) Individual shareholders holding nominal share capital in excess of Rs1 lakh	4795591	17400	4812991	18.60	4906044	17400	4923444	19.02	(+)0.42
<b>c) Other (Specify)</b>									
i) NRI	308265	3700	311965	1.21	282419	0	282419	1.09	(-)0.12
ii) HUF	179476	0	179476	0.69	125273	0	125273	0.49	(-)0.20
iii) Clearing Members	5917	0	5917	0.02002	0	0	0	0	(-)0.02
iv) Trust	75	0	75	0.0003	75	0	75	0.0003	0
v) IEPFAuthority	218150	0	218150	0.84	280831		280831	1.08	(+)0.24
<b>Sub-total (b)(2):</b>	<b>10794014</b>	<b>175404</b>	<b>10969418</b>	<b>42.38</b>	<b>10836611</b>	<b>132788</b>	<b>10969399</b>	<b>42.38</b>	<b>0</b>
<b>total Public Shareholding (b)=(b)(1)+ (b)(2)</b>	<b>10794014</b>	<b>175404</b>	<b>10969418</b>	<b>42.38</b>	<b>10836630</b>	<b>132788</b>	<b>10969418</b>	<b>42.38</b>	<b>0</b>
<b>c. Shares held by custodian for Gdrs &amp; Adrs</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>Grand total (A+b+c)</b>	<b>25709563</b>	<b>175404</b>	<b>25884967</b>	<b>100</b>	<b>25752179</b>	<b>132788</b>	<b>25884967</b>	<b>100</b>	<b>0</b>

**(ii) Shareholding of Promoter**

S. no.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	no. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Navjeet Singh Sobti	60715	0.23	0	60715	0.23	0	0
2.	Gurpreet N. S.Sobti	50000	0.19	0	50000	0.19	0	0
3.	Avonmore Capital & Management Services Limited	14719744	56.87	0	14719744	56.87	0	0
4.	Innovative Money Matters Private Ltd.	85090	0.33	0	85090	0.33	0	0
	<b>Total</b>	<b>14915549</b>	<b>57.62</b>	<b>0</b>	<b>14915549</b>	<b>57.62</b>	<b>0</b>	<b>0</b>

(iii) change in Promoter's Shareholding: There is no change in Promoters Shareholding during the Year under review.

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

S. no.	Top 10 Shareholders*	Shareholding at the beginning of the year (01-04-2019)		Cumulative Shareholding at the end of the year (31-03-2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Al Anwar Holdings SAOG	3091500	11.94	3091500	11.94
2.	Dilip Kumar Lakhi	1170117	4.52	1170117	4.52
3.	Jagdeep Singh	424319	1.63	424319	1.63
4.	Balbir Kumar	400000	1.54	400000	1.54
5.	Darshana Anant Sanghvi	359536	1.39	359536	1.39
6.	Investor Education and Protection Fund	218150	0.84	280831	1.08
7.	Banarsi Lal Mahajan	274368	1.06	274368	1.06
8.	Manish Lakhi	239157	0.92	239157	0.92

S. no.	Top 10 Shareholders*	Shareholding at the beginning of the year (01-04-2019)		Cumulative Shareholding at the end of the year (31-03-2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	Bennett, Coleman and Company Limited	187500	0.72	187500	0.72
10.	Jasmeet Kaur Sethi	186200	0.72	186200	0.72

\* the shares of the company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

**(v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name	Shareholding		Date	Increase/decrease in share holding	Reason	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of shares at the beginning of the year(01-04-2019)/ end of the year (31-03-2020)	% of total shares of the company				No. of shares	% of total Shares of the Company
1.	Navjeet Singh Sobti (Managing Director)	60715	0.23	NA	NA	NA	60715	0.23
				31-03-2020	NA	NA	60715	0.23
2.	Jagdeep Singh (Whole Time Director)	424319	1.63	NA	NA	NA	424319	1.63
				31-03-2020	NA	NA	424319	1.63
3.	Krishan Lall Khetarpaul (Independent Director)	0	0	NA	NA	NA	0	0
4.	Sanjay Kumar Tiwari (Director)	0	0	NA	NA	NA	0	0
5.	Satish Chandra Sinha (Independent Director)	0	0	NA	NA	NA	0	0
6.	Abdul Redha Mustafa Abdul Redha Sultan (Director)	0	0	NA	NA	NA	0	0
7.	Ajay Kumar (Independent Director)	0	0	NA	NA	NA	0	0
8.	Neelu Jain (Director)	0	0	NA	NA	NA	0	0
9.	Rajeev Kumar (Chief Financial Officer)	0	0	NA	NA	NA	0	0
11.	Ajay Pratap (Company Secretary)	0	0	NA	NA	NA	0	0

**V. INDEBTEDNESS**

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

(Rupees in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1043.53	100.65	-	1144.18
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	19.90	-	19.90
<b>Total (i+ii+iii)</b>	<b>1043.53</b>	<b>120.55</b>	<b>-</b>	<b>1164.08</b>
Change in Indebtedness during the financial year				
* Addition	29027.36	418.77	-	29446.14
* Reduction	29481.24	498.20	-	29979.44
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	798.30	-	-	798.30
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	5.26	-	5.26
<b>Total (i+ii+iii)</b>	<b>798.30</b>	<b>5.26</b>	<b>-</b>	<b>803.57</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(Rupees in Lakhs)

S. No.	Particulars of remuneration	Mr. Navjeet Singh Sobti (Managing Director) (w.e.f. 12.08.2019)	Mr. Jagdeep Singh (Whole time director) (w.e.f 01.12.2019)	Total Amount
1	Gross salary	22.57	45.00	67.57
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8.58	45.00	53.58
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	13.99	0	13.99
	(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	-	-	-
	Fee for attending board/committee meetings	-	--	-
	<b>Total (A)</b>	<b>22.57</b>	<b>45.00</b>	<b>135.14</b>
	<b>Ceiling as per the Act</b>	<b>84.00</b>	<b>84.00</b>	<b>168.00</b>

## B. Remuneration to other Directors

(Rupees in Lakhs)

S. No.	Particulars of Remuneration	Name of the Directors						Total Amount
		Mr. Ajay Kumar	Mr. Satish Chandra Sinha	Mr. Krishan Lall Khetarpaul	Mr. Sanjay Kumar Tiwari	Mrs. Neelu Jain	Mr. Abdul Redha Mustafa Abdul Redha Sultan	
1.	<b>Independent Directors</b>							
	Fee for attending board/ committee meetings	1.95	1.95	1.57	0	0	0	5.47
	Commission	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0
	<b>Total (1)</b>	<b>1.95</b>	<b>1.95</b>	<b>1.57</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>5.47</b>
2	<b>Other Non-Executive Directors</b>							
	Fee for attending board/ committee meetings	0	0	0	0.45	1.13	0.22	1.81
	Commission	0	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0	0
	<b>Total (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.45</b>	<b>1.13</b>	<b>0.22</b>	<b>1.81</b>
	<b>Total (B)=(1+2)</b>	<b>1.95</b>	<b>1.95</b>	<b>1.57</b>	<b>0.45</b>	<b>1.13</b>	<b>0.22</b>	<b>7.28</b>
	<b>Total Managerial Remuneration</b>	<b>Total remuneration to Managing Director and other Directors (being the total of A and B) = 142.42</b>						
	<b>Overall Ceiling as per the Act</b>	<b>UptoRs. One Lac per Director for each meeting of Board/Committee</b>						

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

(Rupees in Lakhs)

S. No.	Particulars of Remuneration	Key Managerial Personal		
		Chief Financial Officer Mr. Rajeev Kumar *	Company Secretary Mr. Ajay Pratap	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	22.56	22.56
	(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	-	-	-
	<b>Total</b>	<b>-</b>	<b>22.56</b>	<b>22.56</b>

\* Remuneration to Mr. Rajeev Kumar is paid from wholly owned subsidiary namely Almondz Finanz Limited

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board of Directors

 SATISH CHANDRA SINHA  
 Chairman

 New Delhi  
 September 14, 2020

**Annexure 'IV' to Directors' Report**

**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 9 of The Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended]

To,

The Members,

**ALMONDZ GLOBAL SECURITIES LIMITED**

2nd Floor, 3 Scindia House

Janpath, New Delhi-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ALMONDZ GLOBAL SECURITIES LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020** ('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 Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2018;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company during the Audit Period)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period).
  - (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) Other applicable Law:
  - a) All the Rules, regulations, Guidelines, Circulars applicable to Non-Banking Financial Companies under the RBI Act, 1934; (Not Applicable to the Company during the Audit Period);
  - b) Indian Stamp Act, 1899.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 "SEBI (LODR), 2015".

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

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the audit period. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent seven days in advance generally, 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.

Decisions at the Board or Committee Meetings were carried out unanimously except in such case where dissent of Director(s) was recorded specifically.

Based on the compliance mechanism established by the company and on the basis of Compliance Certificate(s) issued by the company secretary and taken on record by the Board of Directors at the meeting(s), we are of the opinion that the management has systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there was no other specific event/action in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

Place: New Delhi  
 Date: 14. 09.2020  
**UDIN:** F004123B000717121

For **Ashu Gupta**  
 Company Secretary in Practice  
 FCS No. 4123  
 CP No.: 6646

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

**ANNEXURE –A**

To,  
 The Members,  
**ALMONDZ GLOBAL SECURITIES LIMITED**  
 2nd Floor  
 3 Scindia House Janpath,  
 New Delhi-110001

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. The compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory audit and other designated professionals.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the 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.
6. Due to COVID-19 pandemic and Nation- wide lockdown to contain the spread of Corona Virus, work place/ offices remained closed or working with less staff. In view of advisory issued by Government, very few physical visits to the office of auditee could be made and as such physical copies of the secretarial records could not be verified in detail. Almondz Global Securities Limited has been placed on the soft copy of necessary secretarial records /documents etc. made available to us. A representation in this regard certifying the correctness of the contents of the secretarial records provided has been taken from company's management.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi  
 Date: 14. 09.2020  
**UDIN:** F004123B000717121

For **Ashu Gupta**  
 Company Secretary in Practice  
 FCS No. 4123  
 CP No.: 6646

**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 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**ALMONDZ FINANZ LIMITED**

2ND Floor, 3, Scindia House

Janpath, New Delhi-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ALMONDZ FINANZ LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2020** ('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 Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye laws framed there under; **(Not Applicable to the Company during the Audit Period)**;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were **not applicable** to the Company during the Audit Period:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) Other applicable Law:
  - a) All the Rules, regulations, Guidelines, Circulars applicable to Non Banking Financial Companies under the RBI Act, 1934;
  - b) Indian Stamp Act, 1899;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The company has not entered into Listing Agreement with any Stock Exchange therefore, Listing Agreement read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were **not applicable** to the Company during the audit period.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:



**We further report that**

We further report that the Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Decisions at the Board Meetings were taken unanimously.

Based on the compliance mechanism established by the company and on the basis of Statutory Compliance Certificate(s) issued by the Chief Financial Officer and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has no specific event/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: New Delhi

Date: 14. 09.2020

UDIN: F004123B000717066

For **ASHU GUPTA**

Company Secretary in Practice

FCS No. 4123

CP No.: 6646

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

**ANNEXURE-A**

To,

The Members,

**ALMONDZ FINANZ LIMITED**

2nd Floor,

3, Scindia House Janpath

New Delhi-110001

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. The compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory audit and other designated professionals.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the 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.
6. Due to COVID-19 pandemic and Nation- wide lockdown to contain the spread of Corona Virus, work place/ offices remained closed or working with less staff. In view of advisory issued by Government, very few physical visits to the office of auditee could be made and as such physical copies of the secretarial records could not be verified in detail. Almondz Finanz Limited has been placed on the soft copy of necessary secretarial records /documents etc. made available to us. A representation in this regard certifying the correctness of the contents of the secretarial records provided has been taken from company's management
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi

Date: 14. 09.2020

UDIN: F004123B000717066

For **ASHU GUPTA**

Company Secretary in Practice

FCS No. 4123

CP No.: 6646

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For The Financial Year Ended March 31, 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 of  
**Almondz Global Infra-Consultant Limited,**  
Regd. Office: F-33/3,  
Okhla Industrial Area, Phase-II  
New Delhi-110020

We have conducted the secretarial audit in terms of **Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and the compliance of applicable statutory provisions and the adherence to good corporate practices by **Almondz Global Infra- Consultant Limited** (hereinafter called the "Company") CIN: U74140DL2013PLC262069. 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives, during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the management, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 generally 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 made available to us and maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made thereunder (Not applicable to the Company during the audit period);
- (iii) The Depositories Act, 1996 read with SEBI (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder (Not applicable to the Company during the audit period);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment and external commercial borrowings (Not applicable to the Company during the audit period);
- (v) The following Regulations and Guidelines, prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"): are not applicable to the Company during the audit period.
  - (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 and amendments from time to time;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and amendments from time to time;
  - (i) The Prevention of Money-Laundering Act, 2002 and The Prevention of Money Laundering (Maintenance of Records, etc) Rules, 2005;
  - (j) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;

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

- (i) Secretarial Standards issued by 'The Institute of Company Secretaries of India' (ICSI) with respect to Board and General Meetings.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned herein above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors & Non-Executive Directors. There was no change in the composition of the Board of Directors during the period under review.

Adequate notice was given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance for Meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items, before the meeting and for meaningful participation at the Meeting. Majority decision were carried through, while the dissenting Member's views, if any, were captured and recorded as part of the Minutes of the Meetings.

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

**For C.B. Mishra & Associates**  
**Company Secretaries**

Place : New Delhi  
 Date : 09.09.2020  
 UDIN: F004006B000717521

**(C.B. MISHRA)**  
**Prop.**  
 M. No.- F-4006, C.P. No. 7254

*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.*

**ANNEXURE–A**

To,  
 The Members of  
**Almondz Global Infra-Consultant Limited**  
 Regd. Office: F-33/3  
 Okhla Industrial Area, Phase-II  
 New Delhi-110020

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts, as the same has been done by the Statutory Auditors of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness, with which the management has conducted the affairs of the Company.
7. Due to COVID-19 pandemic and Nation- wide lockdown to contain the spread of Corona Virus, work place / offices remained closed or working with less staff. In view of advisory issued by Government, very few physical visits to the office could be made and as such physical copies of the secretarial records could not be verified in detail. The soft copy of necessary secretarial records / documents etc. made available to us. A representation in this regard certifying the correctness of the contents of the secretarial records provided has been taken from company's management.

**For C.B. Mishra & Associates**  
**Company Secretaries**

Place : New Delhi  
 Date : 09.09.2020  
 UDIN : F004006B000717521

**(C.B. MISHRA)**  
**Prop.**  
 M. No.- F-4006, C.P. No. 7254

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
**ALMONDZ GLOBAL SECURITIES LIMITED**  
2nd Floor,  
3 Scindia House, Janpath,  
New Delhi-10001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ALMONDZ GLOBAL SECURITIES LIMITED** (hereinafter referred to as 'the Company') having CIN: L74899DL1994PLC059839 and having registered office at 2nd Floor, 3 Scindia House, Janpath, New Delhi-110001, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Jagdeep Singh	00008348	19/04/2004
2	Mr. Navjeet Singh Sobti	00008393	19/05/2006
3	Mrs. Neelu Jain	00227058	12/08/2014
4	Mr. Krishan Lall Khetarpaul	01268756	31/01/2007
5	Mr. Ajay Kumar	01954049	11/08/2015
6	Mr. Sanjay Kumar Tiwari	03407426	10/02/2011
7	Mr. Satish Chandra Sinha	03598173	25/05/2016
8	Mr. Abdul Redha Mustafa Abdul Redha Sultan	05101233	11/12/2019

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

For **Ashu Gupta & Co.**  
Company Secretaries

Place: New Delhi  
Date : 29.06.2020  
**UDIN:** F004123B000373668

**Ashu Gupta**  
(Prop.)  
FCS No.: 4123  
CP No. : 6646

## Annexure 'V' to Directors' Report

## AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financials statement of Subsidiaries / Associates Companies/ / joint ventures**  
**Part A: "Subsidiaries"**

(Rupees in Lakhs)

S. No.	1	2	3	4	5	6
Name of the subsidiary	Almondz Finanz Limited	Almondz Commodities Private Limited	Almondz Wealth Advisors Limited	Skiffle Healthcare Services Limited	North Square Projects Private Limited	Almondz Global infra-Consultant Limited
Date since when Subsidiary	12.05.2006	30.09.2015	25.09.2008	10.06.2014	01.06.2014	12.12.2013
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period	Not applicable since same accounting period
Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company	Not applicable since not a foreign company
Share capital	3000.00	225.00	5.00	744.90	1992.50	499
Reserve & surplus	11140.68	(31.16)	25.49	(404.66)	(1.15)	156.76
Total assets	4541.98	226.71	140.69	676.93	2052.31	2761.94
Investments	-	-	-	-	60.96	-
Turnover	329.39	23.68	316.55	337.85	33.23	3436.93
Profit before taxation	72.04	6.53	2.79	(7.66)	12.31	6.25
Provision for taxation	47.84	8.86	6.26	1.10	3.30	5.61
Profit after taxation	119.88	15.39	(3.47)	(8.77)	9.01	0.64
Other Comprehensive Income	13.80	(0.10)	1.39	1.26	(0.05)	17.30
<b>Total Comprehensive Income</b>	<b>133.68</b>	<b>15.29</b>	<b>(2.07)</b>	<b>(7.50)</b>	<b>8.96</b>	<b>17.94</b>

**Part B: "Associate and Joint Ventures"**

**Statement pursuant to Section 129 (3) of the companies Act, 2013 related to Associates companies and Joint Ventures**  
(Rupees in Lakhs)

<b>Name of Associate/Joint Ventures</b>	<b>Premier Alcobev Private Limited</b>	<b>Almondz Insolvency Resolutions Services Private Limited</b>
1. Latest audited Balance Sheet Date	31.03.2020	31.03.2020
2. Date on which the Associate was associated or acquired	14.07.2014	04.10.2017
3. Shares of Associates/Joint Ventures held by the company on the year end		
No. of Shares	14491011	33000
Amount of investment in Associates/Joint Ventures	1451.00	3.30
Extend of Holding (%)	50.00%	33.33%
4. Description of Significant influence	50.00% Holding through investment	33.33% Holding through investment
5. Reason why the associate/joint venture is not consolidation	NA	NA
6. Networth attributable to Shareholding as per latest audited Balance Sheet	2330.34	25.66
7. Profit / Loss for the year	576.19	5.08
i. Considered in Consolidation	288.09	1.69
ii. Not Considered in Consolidation	288.09	3.39

For and on behalf of the Board of Directors of **Almondz Global Securities Limited**

Place: New Delhi  
Date: 14.09.2020

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

## Management Discussion and Analysis Report

### FORWARD LOOKING STATEMENTS

*Statements in this Management Discussion and Analysis of Financial Conditions and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking with in the meaning of applicable securities' laws and regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly attention-arresting forward-looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government/regulatory regulations, tax laws, economic developments within the country and such other factors.*

#### (A) ECONOMY, INDUSTRY STRUCTURE & DEVELOPMENT

The Indian economy registered a growth of 4.2% in Financial Year ('FY') 2019-20, much lower than the 6.1% in FY 2018-19 (Source: IMF). Wage stagnation, job losses, rising rural unemployment rates, stressed non-banking financial companies and decline in credit growth caused a sharp drop in domestic demand. On the supply side, excess idle production capacity and lower private investments further dragged down economic activity. The Government of India undertook initiatives such as liberalising sectors to attract foreign direct investments, up front capital infusion in public sector banks to alleviate liquidity concerns and reducing corporate tax rates to revive private investments.

Following the Covid-19 outbreak, India implemented one of the strictest nationwide lock downs in the world early on, in order to keep the infection numbers under control. This has resulted in mass unemployment in the lower income segment and staff downsizing across sectors. The restriction on free movement of goods and people disrupted supply chains and nearly wiped out the demand for non-essential goods and services.

The Government of India announced Rs. 1.7 lakh cross-refer package to help India's marginalised population tackle the challenges caused by the Covid-19 pandemic. This included direct cash transfer benefits to more than 8.7 crore Indian farmer families, free food and gas distribution, social and security measures for the organised sector and medical covers for health workers.

The Reserve Bank of India ('RBI') provided a monetary stimulus by slashing the repo rate to 5.15%, a cut of 135 basis points in FY 2019-20, to boost demand and private consumption.

#### Industry overview

The equity markets in India can be appraised with those of the developing nations, in terms of market capitalization, regulatory framework, turnover and risk management. In 2010, FIIs have invested a significant \$19.9 billion in Indian equity, while overseas funds have bought \$9.9 billion worth of Indian bonds. However, as emerging nations face a persistent challenge of volatile capital flows with massive global de-leveraging, reversal of capital flows lingers as a potential threat for the Indian financial markets. The

banking sector continues to be one of the prime drivers of economic growth. Strong fundamentals in the banking sector, supported by increased credit and growth of assets have resulted in increased profitability. Banks today, have increasingly realised the need to outgrow plain vanilla offerings, and deliver products which are cost effective, flexible and tailored to the needs of the rural customer. Moreover, a focus on inclusive growth has taken centre-stage involving huge investments in technology.

Infrastructure financing has been identified as a growth engine of the financial markets. The rapid pace of economic growth has led to an even higher unfulfilled demand for infrastructure development. Long term funding for building infrastructure is a big challenge considering the dormant corporate bond market and poorly developed debt market which needs to be scaled up to a great extent to match its steps to the economic growth momentum.

#### (B) OPPORTUNITIES & THREATS

Development of financial markets cannot be complete without a robust regulatory environment attempting to keep pace with innovation in the market. Regulatory measures mandated by the central authorities act as a safeguard for financial institutions, shielding them from vulnerability. Increased volatility and constant upheavals in financial markets has made it necessary to pre-empt systemic risks in order to effectively manage them effectively. Good governance and a well designed macro prudential framework are essential components to ensure financial stability, going forward. A huge challenge for financial institutions today is functioning and retaining their efficiency in such uncertain times. Business models are undergoing a structural change to accommodate the changing regulations and foster growth. In conclusion, we can say that there needs to be a well-defined framework which will withstand disruptions and lead the financial markets towards growth and progression. Core elements like efficiency, stability, transparency, inclusion and sustainability will play a vital role in determining the growth trajectory of India. Standardising and harmonising the regulatory norms will help India position itself prominently on the global pedestal.

One of the underlying challenges that the financial services sector is dealing with is the issue of increasing the outreach & enhancing financial inclusion. The huge scale of the drive towards inclusive growth is intimidating, as various stakeholders like banks, insurance companies and asset management companies struggle to move a step closer to the untapped areas and newer target consumers. The challenge lies in devising a cost effective delivery model to reach out to the low income group of society, penetrating the remote areas. A debate on new banking licenses, banks developing and formulating strategies for inclusive banking and an increasing thrust on infrastructure financing, have been some of the initiatives which have been taken to give an added impetus to financial inclusion.

#### (C) SEGMENT-WISE PERFORMANCE

The following table sets forth the net revenues, operating expenses and pre-tax earnings of various business segments of the Company:



(Rs. in Lakhs)

Segment		Year ended 31-March 2020	Year ended 31-March 2019
Debt & Equity Market Operations	Net Revenue	65.00	47.00
	Expenses	358.00	555.00
	Profit before Tax	-293.00	-508.00
Consultancy and Advisory fee	Net Revenue	1677.00	2383.00
	Expenses	1545.00	1823.00
	Profit before Tax	132.00	560.00
Wealth Advisory / Broking activities	Net Revenue	943.00	1215.00
	Expenses	926.00	1208.00
	Profit before Tax	17.00	7.00

## (D) OUTLOOK

The IMF on June 24 projected a sharp contraction of 4.5% for the Indian economy in 2020, a “historic low,” citing the unprecedented coronavirus pandemic that has nearly stalled all economic activities, but said the country is expected to bounce back in 2021 with a robust 6% growth rate.

Given the unprecedented nature of this crisis, as is the case for almost all countries, this projected contraction is a historic low. The COVID-19 pandemic has had a more negative impact on activity in the first half of 2020 than anticipated, and the recovery is projected to be more gradual than previously forecast. In 2021, global growth is projected at 5.4%, the report said. However, India’s economy is expected to bounce back in 2021 with a robust six% growth, it said. In 2019, India’s growth rate was 4.2%. The COVID-19 pandemic pushed economies into a Great Lockdown, which helped contain the virus and save lives, but also triggered the worst recession since the Great Depression.

GDP growth in 2020-21 likely to go negative, says RBI Governor. A high degree of uncertainty surrounds this forecast, with both upside and downside risks to the outlook. On the upside, better news on vaccines and treatments, and additional policy support can lead to a quicker resumption of economic activity. On the downside, further waves of infections can reverse increased mobility and spending, and rapidly tighten financial conditions, triggering debt distress, she said. Geopolitical and trade tensions could damage fragile global relationships at a time when trade is projected to collapse by around 12.

The COVID-19 pandemic has had a more negative impact on activity in the first half of 2020 than anticipated, and the recovery is projected to be more gradual than previously forecast. In 2021, global growth is projected at 5.4%, the report said.

## (E) RISKS & CONCERNS

In today’s complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organisation’s success. Globalization, with increasing integration of markets, newer and more complex products & transactions and an increasingly stringent regulatory framework has exposed organisations to newer

risks. As a result, today’s operating environment demands a rigorous and integrated approach to risk management.

Timely and effective risk management is of prime importance to our continued success. The risk for the Company arises mainly out of the risks associated with the operations we carry. Experienced professionals review and monitor risks in our Company. We have formulated comprehensive risk management policies and processes to mitigate the risks that are encountered in conducting business activities. The management also periodically reviews the policies and procedures and formulates plans for control of identified risks and improvements in the systems. A risk/compliance update report is regularly placed before the Board of Directors of the Company. The Directors review the risk/compliance update reports and the course of action taken or to be taken, to mitigate and manage the risks. The internal audit carried out by external firms of auditors also provides a review of the risks attendant in various businesses and the effectiveness of processes on a periodical basis. These reports are placed before the Audit Committees of the Company.

We manage the following categories of risks:

- **Market conditions and market risk** – The domestic and global economic conditions and markets will always be a major factor in the business of financial intermediation and adverse change in conditions invariably leaves a larger than normal impact. However, beyond the universality of this risk, the Company’s business is exposed to Market Risk only to the extent of its investments in its proprietary debt portfolio. This Market Risk is contained to appropriate levels through well defined and Board laid down policies and is monitored on a daily basis.
- **Financial risks**
  - **Liquidity Risks:** The Company requires funds for its operations, growth and expansion projects. It has sufficient committed lines of credit from various banks in India to fund the operations as well as expansion projects. The Company has a strong continued focus and review mechanism for cash flow management and control on borrowings from the banks. This ensures that while liquidity is maintained for the Company, it does not borrow above generally accepted financials norms and is able to meet the obligations to the banks without any default. For organic growth plans, the primary source is internal accruals of cash.
  - **Interest Risk:** The Company is exposed to the interest rate risks on its borrowings. It evaluates the various sources of short term funding to have a lower blended rate of interest.
- **Credit risk:** This risk manifests when debtors do not perform their obligations. Both Credit Risk and Counter-Party Risk have been elaborately defined in our Company’s Investment Policy that governs all investment decisions, and its stipulations are strictly adhered.
- **Operational risk:** The Company’s operations under each of its business verticals are the subject of elaborate and well defined Policies so as to cover all

internal processes. The Company also has a system of internal audit that encompasses all operational areas.

- **Legal & regulatory risk:** The Company is in the business of financial intermediation and is committed to adhere to very high compliance standards. This is imperative in any regulated business as the business' continuance is otherwise at risk. Substantial legal liability or a significant regulatory action against the Company could have material adverse financial effects or cause significant reputational harm.
- **Internal controls review:** The Company has strong internal controls and review mechanism. A detailed audit process and audit plan by external agencies cover the key risks identified through the risk management program, wherein existence and effectiveness of the control measures indicated against the risks are verified. The review of the process and findings is done by the senior management on a monthly basis and is an integral part of the performance management of the organisation.
- **Economic and Political risks:** The Company is fairly exposed to the domestic and global political and economic risks. The risks arising out of any downturn in the economic conditions of the global markets, as felt in the last year, could have an adverse impact on the performance of the company. Performance and growth is also dependent upon the health of the overall Indian economy and political.

#### (F) ADEQUACY OF INTERNAL CONTROLS

The Company has invested in building a system of internal controls to achieve operational efficiency, optimum resource utilization, effective monitoring, and adherence to strict compliance standards. The Company has in place a well defined organization structure with separate business and support lines. Each line has a separate revenue, cost and contribution budget which is monitored periodically. The budgets are in turn disintegrated over various levels within the business/support verticals to reveal individual performance. There is a well defined delegation of authority and responsibility across the organisation.

#### (G) OPERATIONAL PERFORMANCE

Almondz is an integrated corporate consulting services group, offering a wide range of services to a significant clientele.

The group has interests providing project implementation consulting spanning over feasibility study, engineering and supervision of projects and ending with financial closure, risk and assurance services etc., thus providing a 360 degree advise to its clients. The company specialises in Infrastructure sector spanning over highways, power, airports, urban and water sector in besides investment banking, institutional equity sales, trading, research, and broking, private and corporate wealth management, equity broking, depository services.

#### (H) FINANCIAL PERFORMANCE

During the financial year ended March 31, 2020, the total income of your Company on standalone basis is Rs. 3003.66 Lakhs as compared to the total income of Rs. 3804.55 Lakhs during the previous financial year ended March 31, 2019.

The Net Profit of your Company for the financial year ended March 31, 2020 stood at Rs. 9.60 Lakh as against the Loss of Rs. 63.85 Lakh for the financial year ended March 31, 2019. The total income on consolidated basis is Rs. 6442.31 as against 7830.70 Lakhs during the previous financial year ended March 31, 2019. The net profit on consolidated basis stood at Rs. 432.56 as compared to Rs. 640.95 during the previous financial year ended March 31, 2019 on consolidated basis.

#### (I) KEY FINANCIAL RATIOS:

Key Ratios/ Industry Specific Ratios	FY 2019-20	Fy 2018-19
Debtors Turnover (No. of days)	128	113
Current Ratio	1.88	1.59
Debt Equity Ratio	0.55	0.76
Net Profit Margin (%)	2%	-2%
Return on Net Worth (%)	0.38%	-0.70%

#### (J) HUMAN RESOURCES DEVELOPMENT

The nature of your Company's business requires trained and skilled professionals. Your Company has been successful in attracting and retaining qualified professionals. The Company's team strength spread across all business and support lines stood at 100 on standalone basis and more than 500 employees spread over group companies on as on 31 March 2020. The Company has a young and vibrant team of qualified professionals.

#### (K) CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("Act"), the Consolidated Financial Statements of the Company and a separate statement containing the salient features of the Financial Statements of its subsidiaries, associates and joint venture, in the prescribed Form No. AOC-1, is included in the Annual Report. The Financial statements of subsidiaries are kept for inspection by members at the Registered Office of the Company. The Company shall provide free of cost, a copy of the Financial Statements of the subsidiary companies to the Members upon their request. The said Financial Statements are also available on the website of the Company, [www.almondzglobal.com](http://www.almondzglobal.com).

#### (L) CORPORATE SOCIAL RESPONSIBILITY

At Almondz, an essential component of our corporate social responsibility is to care for our community and our endeavour is to make a positive contribution towards the lesser privileged communities by enabling them to be self reliant by supporting a wide range of socio-economic, educational and health initiatives. The Company has in place CSR Policy aligned with the provisions of the Companies Act and other applicable provisions.

#### (M) STATUTORY DISCLOSURES

The information required under Section 197 read with Rule 5(2) of the Companies Act, 2013 are given in the annexure appended hereto and forms part of this report. The provisions of Section 134 of the Companies Act, 2013 relating to conservation of energy and technology absorption do not apply to your Company. The Company has, however, used information technology extensively in its operations. The report on the Corporate Governance is annexed herewith and forms part of this report

## Corporate Governance Report

[Pursuant to Clause 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of the Report of the Board of Directors]

*In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto (hereinafter referred to as 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of the Company for the year 2019-20.*

### I. Company's Philosophy on corporate Governance

Corporate Governance primarily involves transparency, complete disclosure, independent monitoring of the state of affairs and being fair to all stakeholders. Corporate Governance is to comply with the combination of laws, regulations, procedures, implicit rules and good corporate practices which Your Company continues to be committed to the adoption and continuation of the best in corporate governance practices. Through the Governance mechanism in the company, the Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making.

The report on Corporate Governance, as per the applicable provisions is as under:

### II. Board of Directors

- i) At the end of the year under Report, the Company has 8 (Eight) Directors with a Non-Executive Chairman. Of the eight Directors, Six are Non-Executive Directors (including three Independent Directors) and two are

Executive Directors. The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ii) None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he/ she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2020 have been made by the Directors to the Company.
- iii) The names and categories of the Directors on the Board, their age, their attendance at Board Meetings held during the year and the number of Directorships in other companies and Committee Chairmanships/ Memberships held by them are given herein below.

### (A) Composition of Board

The Company has a balanced Board, comprising Executive and Non-Executive Directors which includes independent professionals. The Chairman being Non-Executive, the total strength of Independent Directors is one-third of the total strength of the Board. The Chairman of your Company is neither a promoter nor related to the promoters of your Company.

The following Table gives the composition and other information of our Board pursuant to the annual/initial disclosure made by the Board members:

Sl. No.	Name	Category/ Designation #	Attendance Particulars			Age (in years)
			No. of Board Meetings		Last AGM	
			Held	Attended	Attended	
1	Mr. Satish Chandra Sinha	Independent Director/Chairman	5	5	No	68
2	Mr. Navjeet Singh Sobti	Managing Director	5	5	No	53
3	Mr. Jagdeep Singh	Wholetime Director	5	5	Yes	55
4	Mr. Krishan Lall Khetarpaul	Independent Director	5	4	No	77
5	Mr. Abdul Redha Mustafa Abdul Redha Sultan	Non Independent Director	5	1	No	51
6	Mr. Sanjay Kumar Tiwari	Non Independent Director	5	2	No	56
7	Mr. Ajay Kumar	Independent Director	5	5	Yes	69
8	Mrs. Neelu Jain	Non Independent Director	5	5	No	64
9	Mr. Debashish Ghoshal*	Wholetime Director	5	0	No	54

\* Mr. Debashish Ghoshal resigned from the Board w.e.f. 29.05.2019

### Directorships and Memberships of Board Committees

Details of Directorships and memberships in the various committees as held by the Directors of the Company are as under:

Sl. No.	Name	Directorship			Committee positions in listed and unlisted public limited companies	
		In equity listed companies	In unlisted public limited companies	In private limited companies	As member (including as chairman)	As chairman
1	Mr. Satish Chandra Sinha	1	2	1	1	NIL
2	Mr. Navjeet Singh Sobti	1	2	10	1	NIL
3	Mr. Jagdeep Singh	1	5	2	1	NIL
4	Mr. Krishan Lall Khetarpaul	2	NIL	NIL	2	1
5	Mr. Abdul Redha Mustafa Abdul Redha Sultan	1	NIL	NIL	NIL	NIL
6	Mr. Sanjay Kumar Tiwari	1	NIL	NIL	NIL	NIL
7	Mr. Ajay Kumar	2	1	NIL	4	2
8	Mrs. Neelu Jain	1	1	1	2	0
9	Mr. Debashish Ghoshal*	N.A.	N.A.	N.A.	N.A.	N.A.

\* Mr. Debashish Ghoshal resigned from the Board w.e.f. 29.05.2019

**Notes:**

None of the directors holds office as a director, including as alternate director, in more than twenty companies at the same time.

None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded.

As per declarations received, none of the directors serves as an independent director in more than seven equity listed companies.

Further, the Managing Director in the Company does not serve as an independent director in more than three equity listed companies and in fact not even in a single entity.

None of the directors was a member in more than ten committees, nor a chairman in more than five committees across all companies in which he was a director.

For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholders' relationship committee are considered for the purpose of reckoning committee positions.

**Directorships in equity listed companies**

Name of equity listed entities where directors of the Company held directorships as on 31 March 2020.

Sl. No.	Name of the Director	Name of the listed entities	Categories
1	Mr. Satish Chandra Sinha	Almondz Global Securities Limited	Director
2	Mr. Navjeet Singh Sobti	Almondz Global Securities Limited	Managing Director
3	Mr. Jagdeep Singh	Almondz Global Securities Limited	Wholetime Director
4	Mr. Krishan Lall Khetarpaul	Almondz Global Securities Limited	Director
		Jasch Industries Limited	Director
5	Mr. Abdul Redha Mustafa Abdul Redha Sultan	Almondz Global Securities Limited	Director
6	Mr. Sanjay Kumar Tiwari	Almondz Global Securities Limited	Director
7	Mr. Ajay Kumar	Almondz Global Securities Limited	
		Avonmore Capital & Management Services Limited	Director
8	Mrs. Neelu Jain	Almondz Global Securities Limited	Director
9	Mr. Debashish Ghoshal*	Almondz Global Securities Limited	Director

\* Mr. Debashish Ghoshal resigned from the Board w.e.f. 29.05.2019

The directors of your Company are not related with each other. Your Company is managed by the Managing Director, Wholetime Director, and the Senior Management Team. The Board reviews

and approves strategy and oversees the performance to ensure that the long term objectives of enhancing stakeholder value are met.

**Opinion of the Board**

The Board hereby confirms that, in its opinion, the independent directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and Companies Act, 2013 and are independent of the management.

**Certificate from Practising Company Secretary**

The Company has received a certificate from Ashu Gupta & Co, Practising Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. The same forms part of this report.

**Profile of Board:**

**Mr. Satish Chandra Sinha, Non Executive & Independent Director, aged about 68** is a seasoned Banker having more than 32 years' experience as a banker in Union Bank of India. Starting his career as a probationary officer in 1975 he worked across various locations in India, including rural, urban, and metro regions and rose to the position of General Manager in 2006. He had also held the position of Executive Director on the Board of Oriental Bank of Commerce and as member of Board for Industrial & Financial Reconstruction. He had also having association as honorary member of the Apex committee of the SIDBI Innovation and Incubation Centre (SIIC) formed by the collaboration between IIT Kanpur and the government of Uttar Pradesh and Nominee Director (Non-Executive) on the Board of Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited between 2011 and 2012.

Mr. Satish Chandra Sinha is B.Com from Patna University and also hold CAIIB diploma.

**Mr. Navjeet Singh Sobti (FCA), Promoter and Managing Director**, aged 53 years, is one of the members of the initial team which promoted the Company and has steered the Company to its present position of strength of being one of the largest mobilizers of funds from the domestic market for all government organizations and the private sector. He currently heads the Almondz team and his main areas of specialization include investment banking, corporate advisory services and infrastructure project financing.

**Mr. Jagdeep Singh (FCA), Wholetime Director**, aged 55 years, has more than 31 years of experience in the field of marketing/ distribution of financial products, viz. mutual funds, equity IPOs, private placement of debt instruments, etc. and is one of the important constituents of the Almondz team since incorporation.

**Mr. Krishan Lall Khetarpaul (M.A. Economic Statistics), Non-Executive & Independent Director**, aged 77 years, is a seasoned banker having more than 44 years of experience with the Reserve Bank of India. He joined the Reserve Bank of India in 1965 as a Probationary Officer and retired from the services in the year 2003 as its Executive Director. Thereafter, he worked as the Director and CEO of Punjab National Bank Institute of Information Technology.

**Mr. Ajay Kumar, Non Executive & Independent Director, aged about 69 years** born in 30th January, 1951 is 1976 batch Indian Administrative Services Officer (IAS), he has vast and varied



experience in Administration, Urban Development, Real Estate Development, Housing, Poverty, Public Health, Comparative Politics, International Relations & Law. He held the offices of Principal Secretary, Rural Engineering Organization & Vice Chairman, Bihar Rural Roads Development agency; Principal Secretary, Science and Technology, Govt. of Bihar; Principal Secretary Building & Housing cum Chairman Bihar State Housing Board (BSHB); Secretary Urban Development & Housing Department, Govt. of Bihar.

**Mr. Sanjay Kumar Tiwari (CA), Non-Executive Director**, aged 56 years, is a Chartered Accountant with accreditations from the Institute of Chartered Accountants of India and a graduate in Commerce. He has 32 years of experience in Industries ranging from Textile, Cement, Tyre & Engineering to FMCG. He has in-depth knowledge of Middle East, South East and South Asian Markets. His core expertise has been to monitor and manage the operations of varied industries from financial and commercial view point. He has also been instrumental in turning around loss making companies in countries i.e. Malaysia, Egypt, India and Middle East.

**Mr. Abdul Redha Mustafa Abdul Redha Sultan, Non Executive Director** aged about 51 years. He holds a degree in Finance from San Diego State University, USA). He has played an active role in developing the business environment for the private sector in the sultanate of Oman. He was selected as a honored member of International Who's Who for the year 1999. He has also developed other institutions within the Sultanate. Some of the renowned ventures in which he actively participated include the Oman Chapter of Young Presidents Organizations Inc. (YPO) since 2003.

**Mrs. Neelu Jain, Non Executive Director aged 64 Years** is a M.A in English and having vast experience in the field of teaching, administration and human resources. She is also associated a Director in Jan Sikshan Sansthan and works for upliftment and empowerment of women. She is also a member of the Prevention of Sexual Harrasment Committee of the Company.

#### **(B) Non-Executive Directors' Compensation and disclosures**

All the non-executive directors of your Company are being paid Sitting Fees for each Meeting/s of the Board of Directors or Committee/s thereof, attended by them, as the case may be. During the year under review, the Sitting Fees for attending the Board meeting was Rs. 22,500/- each, while the Sitting Fees for attending each meeting of the Committee(s) of the Board of Directors was Rs. 7,500/- per meeting.

#### **(C) Other Provisions as to Board and Committees**

The Company's Board of Directors plays primary role in ensuring good governance and functioning of the Company.

The Board's role, functions, responsibility and accountability are clearly defined. All relevant information (as legally mandated) is placed before the Board. The Board reviews compliance reports of all laws as applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any. The Members of the Board have complete freedom to express their opinion and decisions are taken after detailed discussion.

During the year 2019-2020, the board met five times on May 27, 2019; August 8, 2019; September 12, 2019; December 11, 2019 and February 12, 2020.

The Directors present in the meetings actively participated in the deliberations. The provisions of the Companies Act, 2013 and the requirements of the Listing Regulations are duly complied with.

#### **(D) Board Procedure**

The Board of your Company comprises of professionals, experienced and active members. The presence of Independent Directors brings to the Company a wide range of experience and expertise both in their fields and boardroom practices. The Board meetings are held regularly, at least once in a quarter, to review/ approve the quarterly results. Additional meetings are held, whenever necessary, to review strategies, operations and to chart out policies and practices.

The Company Secretary prepares the Board agenda and the explanatory notes in consultation with the Managing Director.

All the key issues included in the agenda for consideration of the Board are backed by detailed background information to enable the Board to take informed decisions and the Managing Director ensures that all the Directors are properly briefed on the matters being discussed. Every Director is free to suggest inclusion of items on the agenda with the permission of the Chair. Board Meetings are scheduled well in advance, dates of the Board meetings are usually informed to all directors and auditors and other concerned officer/s two to three weeks in advance and agenda papers are circulated about seven days prior to the meeting and only in exceptional cases, some of items/related documents are tabled at the meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman. Senior management personnel are called to provide additional information/inputs for the items being discussed by the Board of Directors, as and when necessary.

The draft minutes of proceedings of the meetings of each Board are circulated to all Directors for their confirmation before being recorded in the Minute Books. Comments, if any, received from the Directors are incorporated in the minutes.

All resolutions passed by circulation by the Directors are also placed before the Board, for noting.

The Minutes of Audit Committee and other Committees of the Board are regularly placed before the Board.

The Board periodically reviews compliance reports of all laws applicable to the Company and takes steps to rectify non-compliances, if any. The members of the Board have access to all information of the Company. Every Board Meeting is well attended by sufficient number of Directors.

All the Non-Executive and Independent Directors have extensive professional and business experience and they are free from any material business or other relationships with the Company, which could interfere with the exercise of their independent judgments.

**(E) Board Support**

The Company Secretary of the Company attends all the Meetings of Board and advises/assures the Board on Compliance and Governance principles.

**(F) Review of Legal Compliance Reports**

The Board periodically reviews compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

**(G) Code of Conduct**

The Board of Directors of your Company laid down and adopted a Code of Conduct under Corporate Governance for all the Directors and the Senior Management Personnel of your Company. The said Code of Conduct has also been posted on the website ([www.almondzglobal.com](http://www.almondzglobal.com)) of the Company.

A Declaration from Mr. Navjeet Singh Sobti, Managing Director, of your Company, as to the affirmation of compliance forms part of this Annual Report.

**(H) Familiarisation Programmes**

With a view to familiarising the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, the Company has held familiarization programmes for the independent directors throughout the year on an ongoing and continuous basis. The Company through its Managing Director/Senior Managerial Personnel makes presentations regularly to the Board on the business strategies, operations review, quarterly, half yearly and annual results, review of Internal Audit Report and Action Taken Report, Statutory Compliances, Risk Management, etc., Head of Departments of Company are required to give presentation in Board meeting to familiarize the Board with their activities and allied matters

The details of familiarisation programmes are placed on the Company's website at [www.almondzglobal.com](http://www.almondzglobal.com)

**(I) Maximum Tenure of Independent Directors**

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations.

**(J) Formal Letter of Appointment to Independent Directors**

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment of independent directors are placed on the Company's website [www.almondzglobal.com](http://www.almondzglobal.com)

**III. Audit Committee**

i) The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

ii) The terms of reference of the Audit Committee are broadly as under:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure

that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official

- heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. To review the functioning of the Whistle Blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
  21. To review the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
  22. To mandatorily review the following information:
    - Management discussion and analysis of financial
    - condition and results of operations;
    - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
    - Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - Internal audit reports relating to internal control weaknesses; and
    - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
    - Statement of deviations:
      - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
      - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

- iii) The Audit Committee Meetings are usually attended by the Managing Director, Chief Financial Officer, representatives of the Statutory Auditors and representatives of the Internal Auditors. The Business Line Heads are invited to the meetings, whenever required. The Company Secretary acts as Secretary of the Audit Committee.
- iv) The previous Annual General Meeting of the Company was held on September 27, 2019, and the same was attended by Mr. Ajay Kumar, Chairman of the Audit Committee.
- v) The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

**(A) Qualified and Independent Audit Committee**

Sl. No.	Name	Category	Experienced as/ served in the past as
1	Ajay Kumar Chairman	Non-Executive & Independent Director	Indian Administrative Services Officer (IAS), having vast and varied experience in Administration & Urban Development,
2	Krishan Lall Khetarpaul, Member	Non-Executive & Independent Director	Executive Director of Reserve Bank of India
3.	Satish Chandra Sinha	Non-Executive & Independent Director	Seasoned Banker having more than 32 years' experience and had been Board members of Public Sector Banks and member of BIFR

The Audit Committee of your Company comprises of all Non-Executive & Independent Directors and all of them are financially literate in accordance with Explanation-1 under Regulation 18(c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Mr. Ajay Kumar, Director of the Company, is having accounting and related financial management expertise in consonance with Explanation 2 under Regulation 18(c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Ajay Kumar, the Non-Executive and Independent Director, is the Chairman of the Audit Committee of the Company.

The Managing Director and the CFO of the Company are permanent invitees to the meetings of the Committee. The statutory as well as internal auditors of the Company are also invited to the Audit Committee Meetings. The Company Secretary acts as the Secretary to the Audit Committee in all its meetings held during the Financial Year under Report.

**(B) Meeting of Audit committee**

During the Financial Year under Report, the Audit Committee meetings were held on May 27, 2019; August 8 2019, September 12, 2019, December 11, 2019 and February 12, 2020.

For the approval of the Annual Accounts of the Company for FY 19-20, the meeting of the Audit Committee was held on 28 July 2020.



The attendance of the members of the Committee during the Financial year under report is as under:

Name/ Composition	Category	Meetings Attended/Held
Krishan Lall Khetarpaul	Non-Executive & Independent	4/5
Ajay Kumar	Non-Executive & Independent	5/5
Satish Chandra Sinha	Non-Executive & Independent	5/5

#### (C) Review of information by Audit Committee

The Audit Committee of your Company reviewed the management comments/analysis of financial condition and results of operations during all the quarters of the financial year under Report, as well as the internal audit reports, on a quarterly basis.

#### IV. Nomination & Remuneration Committee

- i) The Company has a Nomination & Remuneration Committee of Directors
- ii) The broad terms of reference of the Nomination & Remuneration Committee are as under:
  - (1) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down as in 2 below, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
  - (2) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and Senior Management.
  - (3) The Committee also undertakes the functions as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii) During the Financial under Report, Three meetings of the Nomination and Remuneration Committee were held on 27 May 2019, 8 August 2019 and 11 December, 2019.
- iv) The composition of the Nomination & Remuneration Committee during the year under report are given below:

Name/ Composition	Category	Meetings Attended/Held
Satish Chandra Sinha (Member)	Non-Executive & Independent	3/3
Krishan Lall Khetarpaul (Member)	Non-Executive & Independent	2/3
Ajay Kumar (Chairman)	Non-Executive & Independent	3/3

Mr. Ajay Kumar is the Chairman of the Nomination and Remuneration Committee.

#### v) Remuneration Policy:

The Company's remuneration criteria are driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavors to attract, retain, develop and motivate

a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and incentive/ commission (variable component) to its Managing Director and Executive Directors.

During the year, the Company paid Sitting Fees to its Non-Executive Directors for attending meetings of the Board and meetings of various Committees of the Board.

- vi) Details of Remuneration (including stock options granted) for the year ended March 31, 2020:

a) Non-Executive Directors:

Name	Sitting Fees (Rs. Lakhs)
Krishan Lall Khetarpaul	1.57
Sanjay Kumar Tiwari	0.45
Neelu Jain	1.13
Ajay Kumar	1.95
Satish Chandra Sinha	1.95
Abdul Redha Mustafa Abdul Redha Sultan	0.22

b) Managing Director and Wholtime Directors:

(Rupee in Lakhs)

Name & designation	Salary, Perquisites, & other allowances (in rs.)	Appointment till
Navjeet Singh Sobti, Managing Director	22.57	12 Aug 2024
Jagdeep Singh, Wholtime Director	45.00	30 November 2024

- vii) Details of Shares of the Company held by the Directors as on March 31, 2020 (based on disclosure made to the Company) are as below:

Name & Designation	No. of Shares held	% Shareholding
Krishan Lall Khetarpaul, Director	Nil	N. A.
Abdul Redha Mustafa Abdul Redha Sultan, Director	Nil	N. A.
Satish Chandra Sinha, Director	Nil	N. A.
Sanjay Kumar Tiwari, Director	Nil	N. A.
Navjeet Singh Sobti, Vice Chairman & Managing Director	60715	0.23%
Jagdeep Singh, Wholtime Director	424319	1.63%
Neelu Jain, Director	Nil	N. A.
Ajay Kumar, Director	Nil	N.A

The Nomination & Remuneration Policy is available on the Company's website at [www.almondzglobal.com](http://www.almondzglobal.com).

During the year under review, the Company paid Wholtime Directors as provided in detail in an annexure to the Directors' Report in Form MGT-9, i.e. extract of the Annual Return.

#### V. Stakeholders' Relationship Committee

- i) The Company has a Stakeholder's Relationship Committee.
- ii) The role of the Committee includes:

- (a) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
  - (b) Review of measures taken for effective exercise of voting rights by shareholders.
  - (c) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
  - (d) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company."
- iii) Two meetings of the Committee was held during the year on 10 April 2019 and 26 July 2019.
  - iv) The composition of the Committee and the details of meetings attended by its members during the year under Report are given below:

Name/ Composition	Category/ Designation	No. of meetings Attended/Held
Jagdeep Singh, Member,	Wholetime Director	2/2
Navjeet Singh Sobti, Member	Managing Director	2/2
Ajay Kumar, Chairman	Non-Executive & Independent	Nil

- v) The minutes of the meetings of the Committee are placed in the subsequent Board Meetings held thereafter. The Company Secretary himself closely supervises the shareholders grievances and co-ordinates with the Regulatory and Other Authorities, if need be. Pursuant to the Securities & Exchange Board of India (SEBI) Circular No. MRD/DoP/Dep/SE/Cir-22/06 dated December 18, 2006, the Company created a specific email ID, i.e. [complianceofficer@almondz.com](mailto:complianceofficer@almondz.com) for the purpose of registering complaints by investors and to take necessary follow-up action in relation thereto. The said email ID is also displayed on Company's website.
- vi) The Company Secretary, who is also the Compliance Officer under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, acts as the Secretary of the Committee.
- vii) Name, designation and address of Compliance Officer:  
Ajay Pratap  
Company Secretary & Vice President Corporate Affairs  
Almondz Global Securities Limited F 33/3 Okhla Industrial Area, Phase -II, New Delhi – 110020  
Tel: 011 43500700  
Fax: 011 4151 4665
- viii) Details of complaints received and redressed during the year under Report:

Opening balance	Received	Resolved	Closing balance
Nil	One	One	NIL

The complaints are generally replied to within 7-10 days from their lodgment with the Company.

## VI. Other Committees

The Board has constituted various other Committees of Directors to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their terms of reference.

### i) Management Committee

The Company is having a Committee of Executive Directors under the name and style "Management Committee" for taking decisions on routine matters in ordinary course of business with a defined set of roles.

The quorum for the meeting of the Committee is one third of the total number of Members of the Committee or two Members of the Committee, whichever is higher. During the year under review, 13 meetings of the Committee were held.

### ii) Capital Expenditure Committee

The Capital Expenditure Committee of the Board overlooks the borrowing needs of the Company from various banks and financial institutions in order to purchase immovable property (ies) at various locations on behalf of the Company; and to finalise various terms and conditions, including execution of various documents / agreements, with respect to the aforesaid borrowings.

The quorum for the meeting of the Committee is one third of the total number of Members of the Committee or two Members of the Committee, whichever is higher. During the year under report, no meetings of the Committee were held.

### iii) Committee for Further Issue of Shares

The Committee for Further Issue of Shares of the Board of Directors of the Company is constituted for the purpose of making further issue and allotment of shares/securities of the Company.

The powers of the Committee are:

- a) to decide about further increase in the Share Capital of the Company, the nature of Securities to be issued, including the number of Securities to be issued, face value of the Securities, rate of interest, if any, amount of premium, number of Equity Shares to be allotted on conversion, exercise of rights attached with warrants, ratio of exchange of shares and/or warrants and/or any other financial instrument, period of conversion, fixing of record date or book closure, issue schedule and other related or incidental matters;
- b) to finalise the Offer Documents, Form of Application and Renunciation and other documents in respect of further Securities, appoint Lead Manager(s) and Registrar(s) to the issue and any other Intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force;
- c) to allot the Securities as offered and issued, and their Listing with the Stock Exchange(s), etc.

The quorum for the meeting of the Committee is one third of the total number of Members of the Committee or two Members of the Committee, whichever is higher. During the year under report, no meeting of the Committee was held.

iv) **Compensation Committee**

The Compensation Committee of the Board of Directors of the Company presently consists of Four Directors including three non-executive and independent directors, one of whom is the Chairman of the Committee.

The terms of reference/powers of the Committee are as follows:

- a. To frame various Plan Series under the Scheme from time to time;
- b. To determine the number of Options to be granted per employee and in aggregate and the times at which such Grants shall be made;
- c. To lay down the conditions under which Options Vested in Optionees may lapse in case of termination of employment for misconduct etc.
- d. To lay down the conditions under which Options Vested in Optionees may lapse in case of voluntary surrender of options by Optionees.
- e. To determine the Exercise Period within which the Optionee should Exercise the Options and that Options would lapse on failure to Exercise the same within the Exercise Period.
- f. To specify the time period within which the Employee shall Exercise the Vested Options in the event of termination or resignation of an Employee.
- g. To lay down, in compliance with the SEBI Guidelines, the procedure for making a fair and reasonable adjustment to the number of Options and to the Exercise Price in case of rights issues, bonus issues, merger, sale of division and other Corporate Action.
- h. To provide for the right of an Optionee to Exercise all the options vested in him at one time or at various points of time within the Exercise Period.
- i. To lay down the method for satisfaction of any tax obligation arising in connection with the Options or the Shares.
- j. To lay down the procedure for cashless Exercise of Options, if any.
- k. To provide for the Options, Vesting and Exercise of Options in case of Employees who are on long leave or whose services have been seconded to any other company or who have joined any other Subsidiary or other company at the instance of the Company.
- l. Framing of suitable policies and systems to ensure that there is no violation of the Securities and Exchange Board of India (Insider Trading) Regulations, 1992 and Securities Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995 by any employee of the Company.
- m. To formulate the detailed terms and conditions of the Scheme including terms in relation to the matters enumerated hereinbefore;
- n. Administration and superintendence of the Scheme.

The quorum for the meeting of the Committee is one third of the total number of Members of the Committee or two Members of the Committee, whichever is higher.

During the year under Report, two meetings of the Committee was held. The composition of the Committee is as under:

Name/Composition	Category/ Designation
Krishan Lall Khetarpaul, Member	Non-Executive & Independent Director
Navjeet Singh Sobti, Member	Managing Director
Ajay Kumar, Member	Non-Executive & Independent Director
Satish Chandra Sinha	Non-Executive & Independent Director

v) **Limited Review Committee**

The Board of Directors constituted a Committee under the name and style "Limited Review Committee".

The terms of reference/powers of the Committee are as follows:

- a. to approve the financial results of the Company alongwith the Limited Review Report in the eventuality of non-completion/non-placing of limited review report before the Board alongwith the relevant financial results, in order to get those sent to the stock exchanges with which the Company is listed; and
- b. to consider and approve the consolidated financial results of the Company in the eventuality of non-completion/non-placing of the same before the Board meeting/Board, provided the said consolidated results, once approved by the Committee, shall be placed before the Board at its next meeting held thereafter.

During the year under report, no meeting of the Committee was held. The composition of the Committee was as under:

Name/composition	Category/ Designation
Jagdeep Singh, Member	Wholetime Director
Navjeet Singh Sobti, Member	Managing Director
Ajay Kumar, Chairman	Non-Executive & Independent

Mr. Ajay Kumar is the Chairman of the Limited Review Committee

vi) **CSR Committee**

The Board of Directors have constituted a Corporate Social Responsibility Committee to undertake and supervise the CSR Activities of the Company.

During the year under report, no meeting of the Committee was held. The composition of the Committee was as under:

Name/Composition	Category/ Designation
Krishan Lall Khetarpaul, Member	Non-Executive & Independent Director
Ajay Kumar	Non-Executive & Independent Director
Mr. Satish Chandra Sinha	Non-Executive & Independent Director

Mr. Ajay Kumar is the Chairman of the CSR Committee

vii) **Risk Management Committee**

The Board of Directors have constituted a Risk Management Committee to access and manage the risk related to the business of the Company.

The composition of the Committee was as under:

Name/Composition	Category/ Designation
Navjeet Singh Sobti	Managing Director
Jagdeep Singh	Wholetime Director

**viii. Core Skill/expertise/competencies**

As stipulated under Schedule V of the SEBI Listing Regulations, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Chart/Matrix of such core skills/expertise/competencies is given in the Table below:

S. No.	Name of Directors	Core competencies	Skills/expertise/competencies
1	Mr. Navjeet Singh Sobti	Management and Strategy, Regulatory, Government and Security matters, Finance and Taxation, Corporate Governance and Ethics	
2	Mr. Jagdeep Singh	Management and Strategy, Regulatory, Government and Security matters, Finance and Taxation, Corporate Governance and Ethics, Sale, marketing of Financial instruments	
3	Mr. Satish Chandra Sinha	Audit and Risk Management, Economics and Statistics, Various infrastructure Advisory, Advisory in Investment Banking, corporate finance, Finance and Taxation	
4	Mr. Krishan Lall Khetarpaul	Finance and Taxation, Law, Audit and Risk Management, Corporate Governance and Ethics	
5	Mr. Ajay Kumar	Audit and Risk Management, Finance and Taxation, Economics and Statistics	
6	Mrs. Neelu Jain	Finance and Taxation, Law, Corporate Governance and Ethics, Economics and Statistics	
7	Mr. Abdul Redha Mustafa Abdul Redha Sultan	Management and Strategy, Finance and Taxation, Corporate Governance and Ethics, Economics and Statistics	
8	Mr. Sanjay Kumar Tiwari	Management and Strategy, Finance and Taxation, Corporate Governance and Ethics, Economics and Statistics, Audit and Risk Management	

**VII. Management Discussion & Analysis Report**

A Management Discussion and Analysis Report is forming part of this Annual Report containing Industry structure and developments, Opportunities and Threats, Outlook, Risks and concerns, Internal control systems and their adequacy, Material developments in Human Resources / Industrial Relations front, including number of people employed.

During the year under report, the Senior Management of your Company did not have any material financial and commercial transactions where they have personal interest having a potential conflict with the interest of the Company at large.

**VIII. Shareholders**

**Brief Particulars of Directors Appointed/Re-appointed**

A brief resume of the Directors being appointed / re-appointed at the ensuing Annual General Meeting, the nature of their expertise in specific functional areas alongwith their other directorship/s and membership/chairmanship of the Committee/s are hereunder :

**Mr. Abdul Redha Mustafa Abdul Redha Sultan, Non Executive Director** aged about 51 years. He holds a degree in Finance from San Diego State University, USA). He has played an active role in developing the business environment for the private sector in the sultanate of Oman. He was selected as a honored member of International Who's Who for the year 1999. He has also developed other institutions within the Sultanate. Some of the renowned ventures in which he actively participated include the Oman Chapter of Young Presidents Organizations Inc.(YPO) since 2003.

**Mrs. Neelu Jain, Non Executive Director aged 64 Years** is a M.A in English and having vast experience in the field of teaching, administration and human resources. She is also associated a Director in Jan Sikshan Sansthan and works for upliftment and empowerment of women. She is also a member of the Prevention of Sexual Harrasment Committee of the Company.

**CEO/CFO Certification**

A Certificate with respect to the prescribed matter is annexed with the Directors' Report and has been signed by Mr. Navjeet Singh Sobti, Managing Director, and Mr. Rajeev Kumar, Chief Financial Officer of the Company.

**IX. General body meetings**

**i. General Meetings**

**a) Annual General Meeting**

Details of meeting	Date of meeting	Time of meeting	Venue of meeting
23rd Annual General Meeting (2016-17)	28 September 2017	11:00 a.m.	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110054
24rd Annual General Meeting (2017-18)	27 September 2018	10:30 a.m.	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110054
25th Annual General Meeting (2017-18)	27 September 2019	10:30 a.m.	MPCU Shah Auditorium, Shree Delhi Gujarati Samaj (Regd.), 2, Raj Niwas Marg, Civil Lines, Delhi – 110054

**b) Extraordinary General Meeting:**

During the year under Report, no extraordinary general meeting of the shareholders of the Company was held.

**c) Special Resolutions passed during last three Annual General Meetings**



The details of the Special Resolutions passed at the last 3 (Three) Annual General Meetings are as follows:

Annual General meeting	Particulars of Special resolution/s passed
25th Annual General Meeting	<ol style="list-style-type: none"> <li>Approval for Re-appointment of Mr. Krishan Lall Khetarpaul (DIN: 01268756), as a Non-Executive Independent Director of the Company for second term of five consecutive years</li> <li>Approval for Re-appointment of Mr. Navjeet Singh Sobti (DIN: 00008393), as Managing Director of the Company for a period of 5 years w.e.f. 12 August, 2019</li> <li>Approval for Re-appointment of Mr. Jagdeep Singh (DIN: 00008348), as Wholetime Director of the Company for a period of 5 years w.e.f. 1st December, 2019</li> <li>Approval for grant of Stocks Options aggregating to more than 1% of the Paid Up Capital during any one year</li> </ol>
24th Annual General Meeting	Approval to Mr. K.L. Khetarpaul to continue under the tenure of independent director beyond the age of 75 years.
23rd Annual General Meeting	<ol style="list-style-type: none"> <li>Appointment of M/s Mohan Gupta &amp; Co. as Statutory Auditors of the Company</li> <li>Payment of Remuneration of Mr. Navjeet Singh Sobti, Vice Chairman and Managing Director of the Company</li> <li>Increase &amp; payment of Remuneration of Mr. Jagdeep Singh, Wholetime Director of the Company</li> <li>Appointment of Mr. Debashish Ghoshal as Wholetime Director of the Company</li> </ol>

ii) **Postal ballot:**

During the year under report, no meeting by way of Postal Ballot process was conducted

**X. Disclosures**

**A. Subsidiary Companies**

The Company has 6 Subsidiaries, viz. (1) Almondz Finanz Ltd. (2) Almondz Global Infra-Consultant Ltd. (3) Almondz commodities Pvt. Ltd. (4) Almondz Wealth Advisors Ltd. (5) North Square Projects Pvt. Ltd. (6) Skiffle Healthcare Services Ltd. Out of these Six, Two are material Subsidiaries as on 31.03.2020. The Policy on 'material subsidiaries' in terms of Regulation 16(1)(c) of the SEBI Listing Regulations, as approved by the Board is placed on the Company's website [www.almondzglobal.com](http://www.almondzglobal.com).

Provisions to the extent applicable as required under Regulation 24 of the SEBI Listing Regulations, with reference to subsidiary companies were duly complied with. During the year under review, the Audit Committee reviewed the financial statements (in particular, the investments made) of its unlisted subsidiary companies, to the extent applicable. Minutes of the Board meetings of the subsidiary companies as well as a statement of significant transactions and arrangements entered into by the subsidiaries, as

applicable, were regularly placed before the Board of the Company.

**B. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the company at large**

All material transactions entered into with related parties as defined under the Act and the Listing Regulations during the financial year were at arms length and have been approved by the audit committee. The Company has obtained the shareholders approval along with annual limits for the related Party Transactions. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link [http://www.almondzglobal.com/pdf/Almondz\\_RPT\\_Policy.pdf](http://www.almondzglobal.com/pdf/Almondz_RPT_Policy.pdf)

During the year under report, there were no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.

**C. Disclosure of Accounting Treatment**

In the preparation of the financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant accounting policies which are consistently applied are set out in Note No. 1 of the Accounts.

**D. Details of non-compliance by the company, penalties and strictures imposed on the company by Stock exchanges or Sebi or any statutory authority, on any matter related to capital markets, during the last three years**

During the last three years there is no such non-compliances by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets. The Company is involved in certain legal cases arising in the ordinary course of its business / operations.

**E. Whistle blower**

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behaviour. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link [http://www.almondzglobal.com/pdf/whistle\\_policy.pdf](http://www.almondzglobal.com/pdf/whistle_policy.pdf)

**F. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013**

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in the Directors' Report of the Company.

**G. Total Fees paid to Statutory Auditors and all entities in network group**

During FY 2019-20, Rs.11.52 Lakhs was paid for all services by the Company and its subsidiaries on a consolidated basis to M/s. Mohan Gupta & Company, Statutory Auditors as per details given below:

Rs. in lakhs

Particulars of Fees	Almondz Global Securities limited	Almondz Finanz limited	Almondz Global infra-consultant limited	Almondz commodities Private limited	Skiffle Healthcare Services limited	Almondz Wealth Advisors limited	North Square Projects Private limited	Total
Statutory Audit fee	7.25	1.00	1.25	0.56	0.20	0.25	0.10	10.61
Other Matters	0.66	-	0.27	-	-	-	-	0.86
<b>Total</b>	<b>7.91</b>	<b>1.00</b>	<b>1.52</b>	<b>0.56</b>	<b>0.20</b>	<b>0.25</b>	<b>0.10</b>	<b>11.52</b>

## H. Report on Corporate Governance

This chapter, read together with the information given in the Directors' Report and the chapters on Management Discussion and Analysis and General Shareholder Information, constitute the compliance report on Corporate Governance during 2019-20. The Company has been regularly forwarding the quarterly compliance report to the Stock exchanges as required under regulation 27(2) of the SEBI Listing Regulations.

## XI. Means of Communication

The quarterly and annual results of the Company are published in leading newspapers in India, viz. Business Standard (English & Hindi). The results are also displayed on the Company's website "[www.almondzglobal.com](http://www.almondzglobal.com)". The Company also regularly provides relevant information to the stock exchanges as per the requirements of the listing agreements. A Management Discussion and Analysis Report is a part of the Company's Annual Report.

Further, your Company is already maintaining a functional website containing various disclosures/information about the Company for the public at large including basic information as mandated under newly inserted Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and regularly updating the information available thereon.

As per the requirement of the Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Financial Results are published in leading national newspapers as detailed herein below:

Quarter/ Financial Year ended	Unaudited/ Audited	Name of the newspaper (version)	Date of Publication
June 2019 (Qtrly.)	Unaudited	Business Standard (English & Hindi)	13 September 2019
September 2019 (Qtrly.)	Unaudited	Business Standard (English & Hindi)	12 December 2019
December 2019 (Qtrly.)	Unaudited	Business Standard English & Hindi	13 February 2020
March 2020 (Annual)	Audited	Business Standard (English) & (Hindi)	30 July 2020

## XII. Group coming within the definition of "group" as defined in the monopolies and restrictive trade Practices Act, 1969 (54 of 1969)

The following persons constitute the Group coming within the definition of "group" as defined in the Monopolies and

Restrictive Trade Practices Act, 1969 (54 of 1969), "which exercises, or is established to be in a position to exercise, control, directly or indirectly, over the company" [Section 2 (ef)]:

- Navjeet Singh Sobti
- Gurpreet N. S. Sobti
- Innovative Money Matters Private Limited
- Avonmore Capital & Management Services Limited
- Rakam Infrastructures Pvt. Ltd.
- Any company / entity promoted by any of the above.

The above disclosure has been made, inter alia, for the purpose of Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended till date.

## XIII. General Shareholders' information

### i) Annual General meeting:

Date: 6 November 2020

Time of Annual General Meeting: 11.30 a.m.

Place of Annual General Meeting: Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

### ii) Financial calendar:

Approval of Unaudited Quarterly Results for the period ended:

- June 30, 2019 — September 12, 2019
- September 30, 2019 — December 11, 2019
- December 31, 2018 — February 12, 2020

Approval of Audited Financial Results for Financial Year ended:

- March 31, 2020 — July 28, 2020

### iii) Book closure dates:

31 October 2020 to 6 November 2020 (both days inclusive) for the 26th Annual General Meeting

### iv) Listing on Stock exchanges:

- Bombay Stock Exchange Limited, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
- National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051

### v) Scrip Codes/Symbol:

Bombay Stock Exchange Limited: 531400

National Stock Exchange of India Limited: ALMONDZ

Listing Fees have been duly paid to all the Stock Exchanges, wherever required, for the Financial Year 2020-21.

### vi) ISIN No. of the Company's Equity Shares:

INE-326B01027 as allotted by NSDL & CDSL

### vii) Depositories Connectivity:

- National Securities Depository Limited (NSDL)

ii) Central Depository Service (India) Limited (CDSL)

viii) **Corporate Identification Number:**  
L74899DL1994PLC059839

ix) **Market Price data:**

(A) High, Low and number and volume of trades of Company's equity shares vis-a-vis Sensex during each month in the financial year 2019-20 at the Bombay Stock Exchange Limited:

**Bombay Stock Exchange Ltd. (BSE)**

Month & Year	Month's High Price	Month's low Price	Volume of trades
Apr-19	23.85	19.10	11421
May-19	22.50	17.05	17693
Jun-19	25.45	15.95	34428
Jul-19	19.00	12.75	16401
Aug-19	12.60	9.44	9251
Sep-19	11.46	9.23	7771
Oct-19	11.48	10.24	266
Nov-19	10.90	9.78	978
Dec-19	12.95	8.82	2926
Jan-20	16.87	11.02	20098
Feb-20	17.85	15.00	17667
Mar-20	18.45	18.45	10

\* Face Value of Equity Shares of the Company is Rs. 6/- each  
Source: [www.bseindia.com](http://www.bseindia.com)

(B) High, Low and number and volume of trades of Company's equity shares during each month in the financial year 2019-20 at the National Stock Exchange of India Limited:

**National Stock Exchange of India Ltd. (NSE)**

Month & Year	Month's High Price	Month's low Price	Volume of trades
Apr-19	23.90	19.25	42160
May-19	22.80	17.35	64098
Jun-19	25.90	16.05	284220
Jul-19	18.70	12.65	67030
Aug-19	13.10	9.5	64841
Sep-19	11.00	9.30	39039
Oct-19	10.75	8.35	9801
Nov-19	10.15	8.75	25135
Dec-19	11.70	8.085	42192
Jan-20	16.95	10.5	69852
Feb-20	17.50	14.70	64338
Mar-20	17.30	14.30	83472

\* Face Value of Equity Shares of the Company is Rs. 6/- each  
Source: [www.nseindia.com](http://www.nseindia.com)

x) **Reconciliation of Share Capital Audit**

A qualified Practising Company Secretary carries out audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the "Reconciliation of Share Capital Audit Report" thereon is submitted to the Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd. with which your Company is listed during the year under Report. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of

the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

xi) **Registrar and Transfer Agent (RTA):**

Name & Address:

Beetal Financial & Computer Services (P) Ltd. (BEETAL)  
Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Centre, New Delhi 110 062  
Phone Number: 91 11 2996 1281/82  
Fax Number: 91 11 2996 1280/84  
E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)

xii) **Places for Acceptance of Documents:**

- Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi 110 062
- Corporate Secretarial Division  
Almondz Global Securities Ltd.  
2nd Floor, 3 Scindia House, Janpath,  
New Delhi - 110001

xiii) **Share Transfer System:**

As on 31 March 2020, 99.32% of the shares of the Company are in the electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be lodged either with the Company or with BEETAL at the above mentioned address.

Transfer of shares in physical form is normally processed within 7-10 days from the date of receipt, if the documents are complete in all respects. The Share Transfers & Shareholders Grievance Committee has delegated the powers of effecting transfers, etc. to the Company Secretary with quarterly reporting to the Committee at its meetings.

xiv) **Investors Grievance Redressal System:**

Investors' queries/grievances are generally attended within a period of 3-5 days from the date of receipt thereof, except in cases involving external agencies or compliance with longer procedural requirements specified by the authorities concerned.

xv) **Nomination Facility**

Individual shareholders of physical shares can nominate any person for the shares held by them. This will save the nominee from going through the lengthy process of getting the shares later on transmitted to his / her name.

For further details, shareholders may write to BEETAL.

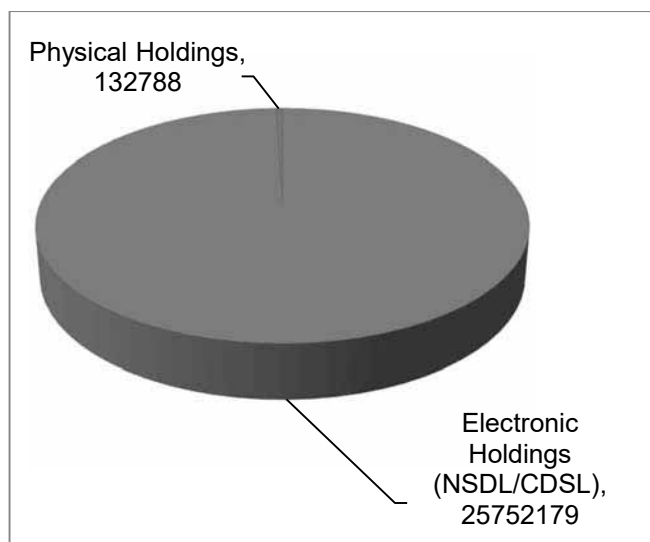
xvi) **Consolidation of Folios:**

Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their % of Share-holding shareholding into a single folio, to the BEETAL, the Registrar and Transfer Agent of the Company.



**xvii) Status of Dematerialization of Shares as on March 31, 2020**

	<b>Electronic Holdings (NSDL/CDSL)</b>	<b>Physical Holdings</b>	<b>Total</b>
No. of Equity Share	25752179	132788	25884967
%	99.48	0.52	100



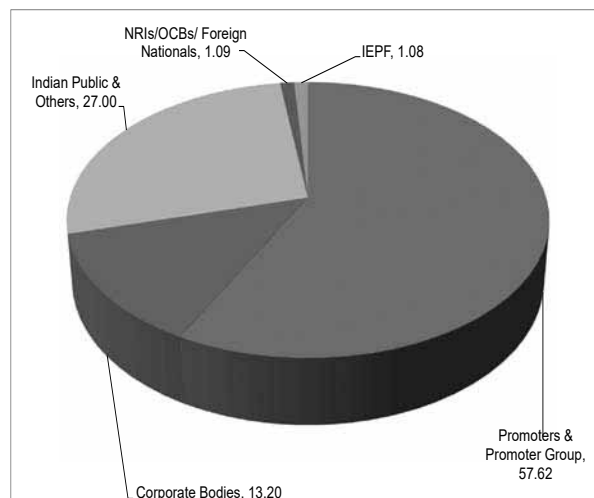
**xviii) Shareholding as on March 31, 2020:**

**A. Distribution of shareholding as on March 31, 2020:**

Shareholding of nominal Value of rupees	no. of Share-holders	% age of Share-holders	total no. of Shares	% Share-holding
1 to 5000	3623	85.25	551542	2.13
5001 to 10000	295	6.94	329154	1.27
10001 to 20000	140	3.29	328473	1.27
20001 to 30000	57	1.34	247803	0.96
30001 to 40000	27	0.64	154272	0.59
40001 to 50000	16	0.38	117971	0.46
50001 to 100000	40	0.94	456938	1.76
100001 and above	52	1.22	23698814	91.56
<b>Total</b>	<b>4250</b>	<b>100.00</b>	<b>25884967</b>	<b>100.00</b>

**B. Categories of shareholders (as per Clause 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2020:**

Category	No. of Share-holders	%age of Share-holders	No. of Shares held	% of Share-holding
Promoters & Promoter Group	4	0.09	14915549	57.62
Corporate Bodies	53	1.25	3415587	13.20
Indian Public & Others	4144	97.51	6990581	27.00
NRIs/OCBs/ Foreign Nationals	48	1.13	282419	1.09
IEPF	1	0.02	280831	1.08
<b>Total</b>	<b>4250</b>	<b>100.00</b>	<b>25884967</b>	<b>100.00</b>



**xix) Description of Voting Rights:**

All shares issued by the Company carry equal voting rights.

**xx) Persons Holding More than 1% Equity Shares :**

The names of the shareholders who hold more than 1% equity shares of the Company as on March 31, 2020:

Name of Shareholder	No. of Shares held	%age Shareholding
Avonmore Capital & Management Services Ltd.	14719744	56.87
Al Anwar Holdings SAOG	3091500	11.94
Dilip Kumar Lakhi	1170117	4.52
Jagdeep Singh	424319	1.64
Darshana Anant Sanghvi	359536	1.39
B. L. Mahajan	274368	1.06
Balbir Kumar	400000	1.55
<b>Total</b>	<b>20439584</b>	<b>78.97</b>

**xxi) Equity History of the Company:**

Date	Particulars	Issued	Cancelled	Cumulative
28 June 1994 (on incorporation)	Issued to promoters	1600	N.A.	1600
7 January 1995	Issued to promoters	618500	N.A.	620100
16 January 1995	Issued to promoters	379900	N.A.	1000000
3 February 1995	Issued to promoters	1520000	N.A.	2520000
31 March 1995	Issued to promoters	980000	N.A.	3500000
30 January 1996	Public Issue (issued to promoters, directors, their friends & relatives, employees & public)	3113100	N.A.	6613100

Date	Particulars	Issued	Cancelled	Cumulative
6 May 1998	Issued to Promoters on Preferential Allotment Basis	4000000	N.A.	10613100
18 March 2006	Issued to Promoters and Other Investor on conversion of warrants allotted on Preferential Allotment Basis	2400000	N.A.	13013100
6 July 2006	Issued to Promoters and Other Investor on conversion of warrants allotted on Preferential Allotment Basis	2983000	N.A.	15996100
19 September 2007	Issued to Promoters and Other Investor on Preferential Allotment Basis	1537500	N.A.	17533600
3 January 2008	Issued to Other Investor on Preferential Allotment Basis	3091500	N.A.	20625100
25 April 2008	Issued to the equity shareholders of the erstwhile Almondz Capital Markets Pvt. Ltd., (as merged with Almondz Global Securities Ltd.,) pursuant to the Scheme of Amalgamation as sanctioned by the Hon'ble Delhi High Court Order dated 05 February 2008	4696667	N.A.	25321767
13 August 2010	Issued on exercise of stock options	35000	N.A.	25356767
8 October 2010	Issued on exercise of stock options	128200	N.A.	25484967
8 August 2011	Issued on exercise of stock options	400000	N.A.	25884967

**xxvi) Unclaimed Dividend:**

The details of unpaid and unclaimed dividends been uploaded on the Company's website [www.almondzglobal.com](http://www.almondzglobal.com).

**xxvii) Transfer of shares to IEPF**

Details of such shareholders, whose shares are transferred to IEPF and their unpaid dividends for the subsequent years

are available to the concerned shareholders on the website of the Company at [www.almondzglobal.com](http://www.almondzglobal.com).

As provided under these Rules, the shareholders would be allowed to claim such unpaid dividends and the shares transferred to the Fund by following the required procedure. The said IEPF Rules, 2016 and amendment thereunder are available on IEPF website.

Shareholders are requested to get in touch with the compliance officer for further details on the subject at [complianceofficer@almondz.com](mailto:complianceofficer@almondz.com)

**xxviii) Outstanding Warrants or any convertible instruments, conversion date and likely impact on equity, as on 31 March 2020:**

No. of Warrants/ convertible instruments	To be converted latest by	Impact on equity after conversion
4400000 Stock Options	As per the terms of respective grants (maximum within 5 years from the date of respective grants)	The paid-up share capital would be Rs. 18,17,09,802/- consisting of 30284967 equity shares of Rs. 6/- each

**xxix) Address for correspondence:**

Almondz Global Securities Limited  
 2nd Floor, 3 Scindia House, Janpath, New Delhi 110001  
 Tel: 011 4151 4666/4669  
 Fax: 011 4151 4665  
 Designated E-mail address for investor services:  
[complianceofficer@almondz.com](mailto:complianceofficer@almondz.com)  
 Website: [www.almondzglobal.com](http://www.almondzglobal.com)

**xxx) Queries relating to financial statements of the Company may be addressed to:**

Mr. Rajeev Kumar, CFO- Almondz Global Securities Limited,  
 2nd Floor, 3 Scindia House, Janpath, New Delhi 110 001  
 Telephone: (011) 4151 4666/4669  
 Facsimile: (011) 4151 4665  
 E-mail: [Rajeev.kumar@almondz.com](mailto:Rajeev.kumar@almondz.com)

**xxxi) investors' correspondence may be addressed to:**

Mr. Ajay Pratap  
 Company Secretary  
 Almondz Global Securities Limited  
 2nd Floor, 3 Scindia House, Janpath, New Delhi 110 001  
 Telephone: (011) 4151 4666/4669  
 Facsimile: (011) 4151 4665  
 E-mail: [ajay.pratap@almondz.com](mailto:ajay.pratap@almondz.com)

**xxxii) General do's and don'ts:**

- Shareholders/ Beneficial holders should quote their Folio No./ DP Id and Client Id, as the case may be, in all the correspondences with the Company.
- Shareholders/ Beneficial holders should mention their Contact Nos./ Fax Nos. and e-mail Id. Such e-mail ID shall be registered in the records of the Company.

Shareholders are requested to furnish self-attested copy of their PAN card, at the time of submitting the

physical share certificate(s) for transfer, transmission, deletion or any other request, to the Company.

- Securities and Exchange Board of India (SEBI), by its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, and SEBI/MRD/DoP/SE/RTA/Cir-08/2010, dated 7th January, 2010 has made it mandatory for the transferee(s) to furnish the copy of the PAN Card to the Company for registration of physical transfer of shares and for transmission, deletion and transposition of shares in physical form.
- Shareholders are requested to maintain a record of their specimen signature before lodgment of shares with the Company to obviate possibility of difference in signature at a later date.
- Investors holding shares in dematerialised form should send all the communications related to change in address or change in bank details to their Depository Participant.

**xxxiii) Green Initiative in Corporate Governance:**

Section 136 of the Act and the Rules framed there under allows the Company to send its Financial Statements by electronic mode to such Members whose shareholding is in dematerialized format and whose email addresses are registered with the Depositories for communication purposes. As a responsible corporate citizen, the Company proposes to effect electronic delivery of the Annual Report of the Company in lieu of the paper form to the Members who have registered their email IDs with the Depositories. A physical copy of the Annual Report will be sent to those Members who have not registered their email addresses with the Depositories for receiving electronic communication. A physical copy of this Annual Report can also be obtained free of cost by any member from the Registered Office of the Company.

A copy of this Annual Report along with its subsidiary is also available on the website of the Company at [www.almondzglobal.com](http://www.almondzglobal.com).

**Certificate of Compliance of Conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the members of  
M/s. Almondz Global Securities limited

We have examined the compliance of conditions of corporate governance by Almondz Global Securities Limited ('the Company') for the year ended March 31, 2020, as stipulated in relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) of SEBI (LODR) Regulation 2015, (Regulation 17 to 27, 46(2) (b) to (i) and para C, D and E of Schedule V of chapter IV of the Listing Regulations) for the period from April 1, 2019 to March 31, 2020.

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

In our opinion and to the best of our information and according to the explanations given to us, we report that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement / LODR.

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

This certificate is issued on the specific request of the management of the company without taking any risk on the part of Mohan Gupta & Company and their personnel on the basis of information and records produced before us.

**Mohan Gupta & Company**  
**Chartered Accountants**  
**Firm Registration. 006519N**

**Place: New Delhi**  
**New Delhi: 24.08.2020**  
**UDIN. : 20527863AAAADB5451**

**CA Himanshu Gupta**  
**Partner**  
**Membership No. 527863**

**Declaration by the Managing Director under the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding adherence to the Company's Code of Conduct**

In accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, I hereby confirm that for the financial year ended March 31, 2020 the Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct.

**Place: New Delhi**  
**Date: 28.07.2020**

**Navjeet Singh Sobti**  
**Managing Director**  
**DIN: 00008393**

**CERTIFICATION BY  
MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD**

We, Navjeet Singh Sobti, Managing Director and Rajeev Kumar, Chief Financial Officer of Almondz Global Securities Limited (hereinafter "the Company"), do hereby certify that :

1. We have reviewed the financial statements and the cash flow statement for the financial year 2019-20 and that to the best of our knowledge and belief :
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) these statements together present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept overall responsibility for the establishing and maintaining Company's internal control system for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and Audit Committee that there were no deficiencies in the design and operation of internal controls that could adversely affect the Company's ability to record process, summaries and report financial data, and that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to the deficiencies.
4. We have indicated to the Auditors and to the Audit Committee :
  - a) that there have been no significant changes in internal control over financial reporting during the year;
  - b) all significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
  - c) that there were no instances of significant fraud of which we have become aware that involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

**Place: New Delhi**  
**Date: 28.07.2020**

**Rajeev Kumar**  
**Chief Financial Officer**

**Navjeet Singh Sobti**  
**Managing Director**  
**DIN:00008393**

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Report on the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **M/s. Almondz Global Securities Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 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 Ind AS financial statements.

Key Audit Matters	How our audit addressed the key audit matter
<b>1. Transition to Ind AS accounting framework (as described in note 2 of the Ind AS financial statements)</b>	
<p>In accordance with the roadmap for implementation of Indian Accounting Standards (Ind AS) for non-banking financial companies, as announced by the Ministry of Corporate Affairs, the Company has adopted Ind AS from April 1, 2019 with an effective date of April 1, 2018 for such transition. For periods up to and including the year ended March 31, 2019, the Company had prepared and presented its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "previous GAAP"). In order to give effect of the transition to Ind AS, these financial statements for the year ended March 31, 2020, together with the comparative financial information for the previous year ended March 31, 2019 and the transition date balance sheet as at April 1, 2018 have been prepared under Ind AS.</p> <p>The transition has involved significant changes in the Company's financial reporting policies and processes, including generation of reliable and supportable financial information. Further, the management has exercised significant judgement for giving an appropriate effect of the first-time adoption principles of Ind AS 101, as at transition date and to determine the impact of the new accounting framework on certain accounting and disclosure requirements prescribed under relevant accounting standards, to the extent applicable.</p> <p>In view of the material impact and complexities and significant judgement involved in implementing Ind AS, we have focused on this area in our audit.</p>	<p>Read the Ind AS impact assessment performed by the management and the resultant changes made to the accounting policies considering the requirements of the new framework.</p> <p>Assessed the judgement exercised by the management in applying the first-time adoption principles of Ind AS 101 especially in respect of fair valuation of assets and liabilities existing as at transition date.</p> <p>Read changes made to accounting policies in light of the requirements of the new framework.</p> <p>We understood the financial statement closure process and the additional controls established by the Company for transition to Ind AS.</p> <p>Assessed the judgement applied by the Company in determining its business model for classification of financial assets.</p> <p>Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS.</p> <p>Assessed disclosures made by the management for compliance with IND AS .</p>



### **Information other than the Financial Statements and Auditor's Report thereon**

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

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

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

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

### **Management Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

#### Other Matter

The comparative financial information of the company for the year ended 31<sup>st</sup> March 2019 and the related transition date opening balance sheet as at 1<sup>st</sup> April 2018 included in these standalone financial statements, have been prepared after adjusting previously issued the standalone financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 to comply with Ind AS. The previously issued standalone financial statements for the year ended 31<sup>st</sup> March 2019 and 31<sup>st</sup> March 2018 were audited by us, dated 27<sup>th</sup> May 2019 and 25<sup>th</sup> May 2018 respectively expressed an unmodified opinion. Adjustment made to the previously issued standalone financial statement to comply with Ind AS has been audited by us.

Our opinion on the standalone financial statements is not modified in respect of the above matter on the comparative financial information.

#### Report on Other Legal and Regulatory Requirements

1. 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 including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the IndAS specified under Section 133 of the Act.

- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g. With respect to the matters to be included in the Auditor's Report in accordance with the requirements of the section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 40 to the financial statements.
  - ii) As informed to us, the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) As informed to us, the company has no amount for transferring to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **Mohan Gupta & Company**  
**Chartered Accountants**  
 Firm's Registration Number:-006519N

**CA Mohan Gupta**  
 Partner  
 Place: New Delhi  
 Date: 28.07.2020  
 Membership Number-082466  
 UDIN: 20082466AAAAAQ5609

## **Annexure-A to the Independent Auditors' Report**

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

We have audited the internal financial controls over financial reporting of **M/s. Almondz Global Securities Limited** ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

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

**For Mohan Gupta & Company**  
**Chartered Accountants**  
Firm's Registration Number:-006519N

**CA Mohan Gupta**  
Partner

Place: New Delhi  
Date: 28.07.2020

Membership Number-082466  
UDIN: 20082466AAAAAQ5609

## Annexure-B to the Independent Auditors' Report

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

1. In respect of Property, Plant and Equipment (Fixed Assets):

- In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipments;
- According to the information and explanations given to us, Property, Plant & Equipments have been physically verified by the management in a phased manner, designed to cover all the items, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the Property, Plant & Equipment has been physically verified by the management during the year and no material discrepancies between the books records and the physical Property, Plant & Equipments have been noticed.
- According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

2. The inventory (consisting shares and securities) has been verified during the year by the management. In our opinion, the frequency of verification is reasonable. There is no material discrepancy was noticed on verification. The shares held as stock in trade have been confirmed with the statement of holding of depository at the end of the year by the management. In case of securities acquired during the year for which settlement of delivery as per stock exchanges regulations has happened post 31<sup>st</sup> March 2020, the holding has been confirmed with statement of holding of depository for the period subsequent to 31<sup>st</sup> March 2020. In our opinion, the frequency of verification of holding is reasonable. No discrepancies have been noticed on verification between securities held as stock in trade as per the statement of holding and as per books of account.

3. The Company has granted unsecured loans to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are applicable to the Company.

(b) the schedule of repayment of the principal and the payment of the interest has not been stipulated and hence we are unable to comment as to whether repayments/receipts of the principal amount and the interest are regular;

(c) There is no overdue amount in respect of loans granted to such companies.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of companies' act, 2013 in respect of loans, Investments, Guarantees, and Security.

5. According to the information and explanations given to us, the company has not accepted any deposits within the meaning of section 73 to 76 of the Act and the rules framed there under to the extent notified. Accordingly, paragraph 3(v) of the order is not applicable to the company.

6. In our opinion, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Accordingly, paragraph 3(vi) of the order is not applicable to the company.

7 a). According to the information's and explanations given to us and the records of the company examined by us, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including employees' state insurance, sales tax, service tax, goods & services tax, value added tax, cess and other statutory dues with appropriate authorities and no statutory dues are outstanding for a period exceeding six months from the date they became payable except as under:

Name of the statute	Nature of the dues	Amount (Rs in lakhs)	Due Date	Date of Payments
Indian Stamp Act, 1899	Stamp Duty	69.92	Not Available as Stamp Duty is collected in States where Payment and Levy Mechanism is not established.	Not paid upto 28 <sup>th</sup> July 2020

(Rs in Lakhs)

S. No.	Name of Parties	Opening Balance	Loan Given During the year	Repayment of Loan Given	Maximum Amount Outstanding	Closing Balance as on 31/03/2020
1.	Almondz Finanz Limited	118.41	511.80	387.03	280.46	243.18
2.	Almondz Wealth Advisors Limited	28.00	86.55	73.74	40.81	40.81
3.	Skiffle Healthcare Services Limited	123.55	33.36	153.05	131.05	3.86
4.	Almondz Global Infra Consultants Limited	301.11	1161.00	794.75	869.36	667.36
5.	North Square Projects Private Ltd	37.00	27.55	34.45	59.30	30.10

(a) In our opinion, the rate of interest and other terms and conditions on which the loan had been granted to the bodies corporate listed in the register maintained under section 189 of the act are not, prima facie, prejudicial to the interest of the company.

7 b). According to the information's and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales tax, service tax, goods & services tax, value added tax or cess which have not been deposited on account of any dispute, except as under:

Name of the Statue	Nature of due	Amount (Rs. In Lakhs)	Assessment year to which amount relates	Forum where dispute is pending
The finance act, 2000	Service Tax	64.44	2008-2010	Additional Commissioner, Service Tax, New Delhi
The finance act, 2000	Service Tax	0.05	2006-2010	Additional Commissioner, Service Tax, New Delhi

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to PFI and Banks. The company has not obtained any loan or borrowings from governments. Further the company does not have any debentures issued/ outstanding at any time during the year.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order is not applicable to the Company.
10. In our opinion and according to the information and explanation given to us, no fraud by the company or any fraud on the Company by its officers/ employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order is not applicable to the Company.

13. According to the information's and explanations given to us and the records of the company examined by us, the company has complied all the provision of section 177 and 188 of the Companies Act, 2013 regarding the transaction with related parties. The company has disclosed all the transaction with related parties in financial statement.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order is not applicable to the Company and hence not commented upon.
16. According to the audit procedures performed and the information and explanations given by the management, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Mohan Gupta & Company**  
**Chartered Accountants**  
Firm's Registration Number:-006519N

Place: New Delhi  
Date: 28.07.2020

**CA Mohan Gupta**  
Partner  
Membership Number-082466  
UDIN: 20082466AAAAAQ5609

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## Balance Sheet as at 31 March 2020

(All amounts are Rupees in lacs unless otherwise stated)

	Note	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Assets</b>				
<b>Financial assets</b>				
Cash and cash equivalents	3	430.17	587.37	1,127.93
Bank balances other than above	4	482.98	577.12	1,317.40
Receivables				
Trade receivables	5	1,186.38	2,047.00	1,580.83
Loans	6	989.11	590.76	30.85
Investments	7	6,717.93	6,765.91	6,819.90
Inventories	8	186.92	169.18	785.59
Other financial assets	9	648.35	903.52	593.56
		<b>10,641.84</b>	<b>11,640.86</b>	<b>12,256.06</b>
<b>Non-financial assets</b>				
Current tax assets (net)	10	691.47	626.33	435.67
Deferred tax assets (net)	11	404.97	267.46	172.14
Property, plant and equipment	12	106.34	130.91	134.65
Intangible assets	13	18.47	25.73	21.74
Right-of-use assets	14	237.98	-	-
Investment property	15	2,834.02	2,884.02	2,937.02
Other non-financial assets	16	149.16	192.05	141.76
		<b>4,442.41</b>	<b>4,126.50</b>	<b>3,842.98</b>
<b>Total Assets</b>		<b>15,084.25</b>	<b>15,767.36</b>	<b>16,099.04</b>
<b>Liabilities and Equity</b>				
<b>Liabilities</b>				
<b>Financial liabilities</b>				
Payables				
Trade payables	17	210.68	161.00	208.64
Other payables	18	702.50	1,193.73	1,586.47
Borrowings other than debt securities	19	846.96	1,162.42	1,313.44
Lease liabilities	20	274.20	-	-
Other financial liabilities	21	282.64	343.64	243.18
		<b>2,316.98</b>	<b>2,860.79</b>	<b>3,351.73</b>
<b>Non-financial liabilities</b>				
Provisions	22	87.65	112.34	55.95
Other non-financial liabilities	23	178.75	378.79	187.86
		<b>266.40</b>	<b>491.13</b>	<b>243.81</b>
<b>Equity</b>				
Equity share capital	24	1,553.10	1,553.10	1,553.10
Other equity	25	10,947.77	10,862.34	10,950.40
		<b>12,500.87</b>	<b>12,415.44</b>	<b>12,503.50</b>
<b>Total Liabilities and Equity</b>		<b>15,084.25</b>	<b>15,767.36</b>	<b>16,099.04</b>

Summary of significant accounting policies 1 & 2  
 The accompanying notes form an integral part of these financial statements.

As Per our report of even date.

For **Mohan Gupta & Co.**  
 Chartered Accountants  
 Firm registration No. 006519N

**Mohan Gupta**  
 Partner  
 Membership No.: 082466

Place: New Delhi  
 Date: 28th July 2020

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
 Managing Director  
 DIN: 00008393

**Ajay Pratap**  
 Company Secretary and  
 Vice President of Corporate Affairs  
 Membership No.: F8480

Place: New Delhi  
 Date: 28th July 2020

**Jagdeep Singh**  
 Whole-time Director  
 DIN: 00008348

**Rajeev Kumar**  
 Chief Financial Officer  
 PAN: ALPPK5252J



**Standalone Statement of Profit and Loss for the year ended 31 March 2020**

(All amounts are Rupees in lacs unless otherwise stated)

	Note	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Income</b>			
<b>Revenue from operations</b>			
Interest income	26	121.41	149.05
Dividend income	27	9.04	7.20
Fees and commission income	28	2,379.27	3,362.47
Net gain on fair value changes	29	17.80	7.48
Other operating income	30	157.60	119.59
		<b>2,685.12</b>	<b>3,645.79</b>
<b>Other income</b>	31	318.54	158.76
		<b>318.54</b>	<b>158.76</b>
<b>Total Income</b>		<b>3,003.66</b>	<b>3,804.55</b>
<b>Expenses</b>			
Finance costs	32	67.29	66.63
Fees and commission expense	33	1,413.96	1,383.45
Net loss on fair value changes	34	53.24	291.25
Impairment on financial instruments	35	29.80	17.45
Employee benefits expenses	36	798.22	1,358.69
Depreciation and amortisation	37	159.50	81.06
Other expenses	38	621.65	699.95
<b>Total Expenses</b>		<b>3,143.66</b>	<b>3,898.48</b>
<b>Profit before exceptional items and tax</b>		<b>(140.00)</b>	<b>(93.93)</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>(140.00)</b>	<b>(93.93)</b>
<b>Tax expense</b>			
Current tax	50	12.56	57.59
Income tax for earlier years	50	(9.31)	(2.29)
MAT credit entitlement		(115.76)	-
Deferred tax charge	50	(37.09)	(85.38)
		<b>(149.60)</b>	<b>(30.08)</b>
<b>Profit after tax</b>		<b>9.60</b>	<b>(63.85)</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
- Remeasurement of defined benefit plans	43	52.67	(34.15)
- Income tax relating to these items	50	(15.34)	9.94
<b>Other comprehensive income for the year</b>		<b>37.33</b>	<b>(24.21)</b>
<b>Total comprehensive income</b>		<b>46.93</b>	<b>(88.06)</b>
<b>Earnings per equity share (in Rs.):</b>	39		
Nominal value of Rs. 6 each (Previous year Rs. 6 each)			
-Basic earning per share		0.18	(0.34)
-Diluted earning per share		0.18	(0.34)

As Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No.: 082466

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

Place: New Delhi  
Date: 28th July 2020

Place: New Delhi  
Date: 28th July 2020

## Standalone Statement of Cash Flows for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>A Cash flow from operating activities</b>		
Profit before tax	(140.00)	(93.93)
Adjustments for:		
Depreciation and amortisation expense	81.84	81.06
Creation of Right to use assets		
(Profit)/loss on disposal of property, plant and equipment (net)	-	(0.94)
Interest income on Fixed deposit and Financials assets measured at amortised cost	52.38	87.14
Dividend income classified as investing cash flows	9.04	7.20
Impairment on financial instruments	29.80	17.45
ESOP reserve	38.50	-
Net (gain)/loss on fair value changes	35.44	283.76
Provision for employee benefits	52.22	56.06
Liabilities written back	(6.03)	(6.19)
Provisions written back	(7.11)	-
(Increase) in right to use assets	(237.98)	-
Increase/(decrease) in lease liability	274.20	-
Interest received on income tax refund	(19.12)	-
Miscellaneous income	(58.97)	(5.99)
Finance costs	67.29	67.63
<b>Operating profit before working capital changes</b>	<b>171.50</b>	<b>493.25</b>
<b>Movement in working capital</b>		
(Increase) /decrease in inventories	(17.75)	616.41
(Increase) /decrease in trade and other receivables	830.82	(483.62)
(Increase) /decrease in loan	(398.35)	(559.91)
(Increase)/decrease bank balance other than cash and cash equivalents	94.15	740.27
Decrease/(increase) in other financial assets	314.14	(303.97)
Decrease/(increase) in other non-financial assets	62.00	(50.29)
Increase/(decrease) in trade and other payables	(441.56)	(440.38)
Increase/(decrease) in other financial liability	(90.41)	(177.10)
Increase/(decrease) in provisions	(17.13)	(33.82)
Increase/(decrease) in other non-financial liability	(200.04)	190.92
<b>Cash generated from/ (used in) operations</b>	<b>307.37</b>	<b>(8.24)</b>
<b>Less: Income Tax Paid (net of refunds)</b>	<b>(68.38)</b>	<b>(245.95)</b>
<b>Net cash inflow from/ (used in) operating activities (A)</b>	<b>238.99</b>	<b>(254.19)</b>
<b>B Cash flows from investing activities</b>		
Payments for property, plant and equipment and intangible assets	-	(27.38)
Decrease / (Increase) in investments	47.98	53.99
Interest income	(52.38)	(87.14)
Dividend income	(9.04)	(7.20)
<b>Net cash inflow from/ (used in) investing activities (B)</b>	<b>(13.44)</b>	<b>(67.73)</b>

**Cash Flows Statement for the year ended March 31, 2020 Cont...**

(All amounts are Rupees in lacs unless otherwise stated)

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>C Cash flows from financing activities</b>		
Finance cost	(67.29)	(66.63)
Proceeds from borrowings (net)	(315.46)	(151.02)
<b>Net cash inflow from/ (used in) financing activities (C)</b>	<b>(382.75)</b>	<b>(217.65)</b>
<b>Net increase (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(157.20)</b>	<b>(539.57)</b>
Cash and cash equivalents at the beginning of the year	587.37	1,126.94
<b>Cash and cash equivalents at the end of the year</b>	<b>430.17</b>	<b>587.37</b>
<b>Notes to statement of cash flows</b>		
<b>(i) Components of cash and bank balances (refer note 3 and 4)</b>		
Cash and cash equivalents		
- Cash on hand	32.78	19.95
- Deposits with bank (less than 3 months)	49.00	259.53
- Balances with banks in current account	348.39	307.89
Other bank balances		
- Deposits with bank under lien	-	-
- Deposits with bank (more than 12 months)	482.98	577.12
<b>Cash and bank balances at end of the year</b>	<b>913.15</b>	<b>1,164.49</b>

- (ii) There are no reconciliation items between the opening and closing balances in the balance sheet for liabilities arising from financing activities.
- (iii) The above Cash Flow Statement has been prepared in accordance with the "Indirect Method" as set out in the Ind AS - 7 on "Cash Flow Statements" specified under Section 133 of the Companies Act, 2013, as applicable.
- (iv) The above statement of cash flows should be read in conjunction with the accompanying notes 1 to 54.

As Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No.: 082466

Place: New Delhi  
Date: 28th July 2020

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

Place: New Delhi  
Date: 28th July 2020

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

## Standalone Statement of Changes in Equity for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### A. Equity share capital

Balance as at April 1, 2018	1,553.10
Change in equity share capital during 2018-19	-
<b>Balance as at March 31, 2019</b>	<b>1,553.10</b>
Change in equity share capital during 2019-20	-
<b>Balance as at March 31, 2020</b>	<b>1,553.10</b>

### B. Other equity

Particulars	Attributable to owners of the company							
	Reserves & Surplus						Remeasurement of defined benefit obligation	Total
	Securities premium	Capital reserve	Amalgamation reserve	ESOP reserve	General reserve	Retained earnings		
Balance as at April 1, 2018	3,966.72	810.99	1,127.20	-	170.00	4,916.10	-	10,991.01
Impact of Ind AS adjustments (Refer Note 49)	-	-	-	-	-	(40.61)	-	(40.61)
Restated balance at beginning of reporting period	3,966.72	810.99	1,127.20	-	170.00	4,875.50	-	10,950.40
Profit for the year	-	-	-	-	-	(63.86)	-	(63.86)
Other comprehensive income	-	-	-	-	-	-	(24.21)	(24.21)
Total comprehensive income for the year	-	-	-	-	-	(63.86)	(24.21)	(88.06)
Balance as at March 31, 2019	3,966.72	810.99	1,127.20	-	170.00	4,811.64	(24.21)	10,862.34
Profit for the year	-	-	-	-	-	9.60	-	9.60
Other comprehensive income	-	-	-	-	-	-	37.33	37.33
Total comprehensive income for the year	-	-	-	-	-	9.60	37.33	46.93
Adjustments during the year	-	-	-	38.50	-	-	-	38.50
Balance as at March 31, 2020	3,966.72	810.99	1,127.20	38.50	170.00	4,821.24	13.12	10,947.77

As Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No.: 082466

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

Place: New Delhi  
Date: 28th July 2020

Place: New Delhi  
Date: 28th July 2020

## Notes to the standalone financial statements for the year ended March 31, 2020

### Reporting Entity

Almondz Global Securities Limited ('the Company') is a company domiciled in India, with its registered office situated at 3 Scindia House, II Floor, Janpath, New Delhi-110001. The Company was incorporated in India on June 28, 1994. The Company is involved in the business of providing professional advisory and consultancy services in the areas of equity and debt capital markets, private equity and M&A, infrastructure advisory, equity broking & wealth management, debt portfolio management services and distribution.

### 1. Basis of preparation

#### (i) Statement of compliance with Indian Accounting Standards:

These Ind AS financial statements ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies for all the periods presented in these financial statements.

The financial statements for the year ended March 31, 2020 are the first financial statements which has been prepared in accordance with Ind AS and other applicable guidelines issued by the Reserve Bank of India (RBI).

The financial statements up to and for the year ended March 31, 2019 were prepared in accordance with the accounting standards notified under Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) and other relevant provisions of the Act, and other applicable guidelines issued by the RBI which have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS.

As these are the Company's first financial statements prepared in accordance with Ind AS, the Company has applied, First-time Adoption Standard (Ind AS 101) of Indian Accounting Standards. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 49.

The financial statements for the year ended March 31, 2020 were authorised and approved for issue by the Board of Directors on July 28, 2020.

The significant accounting policies adopted for preparation and presentation of these financial statements are included in Note 2. These policies have been applied consistently, except for the changes in accounting policy for amendments to the standards that were issued effective for annual period beginning on or after April 1, 2019 relating to Ind AS 116 on Leases.

#### (ii) Financial and non-financial classification

All assets and liabilities have been classified and presented on the basis of liquidity as financial or non-financial as permitted by Division III of Schedule III to the Act.

#### (iii) Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated.

#### (iv) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value/Amortised Cost
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

#### (v) Use of estimates and judgements

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

#### Significant management judgements

**Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

**Business model assessment** - The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and accordingly prospective change to the classification of those assets are made.

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Classification of leases** – Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend

## Notes to the standalone financial statements for the year ended March 31, 2020

or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contract.

**Expected credit loss (ECL) –** The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). The Company makes significant judgements regarding the following while assessing expected credit loss:

- Determining criteria for significant increase in credit risk;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

**Provisions –** At each balance sheet date, based on the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

### Significant estimates

**Useful lives of depreciable/amortisable assets –** Management reviews its estimate of useful lives, residual values and method of depreciation of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

**Defined benefit obligation (DBO) –** Management's estimate of the DBO is based on several underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements –** Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

## 1.1 Summary of significant accounting policies

### (i) Cash and cash equivalents

Cash and cash equivalents consist of cash, bank balances in current and short term highly liquid investments that are

readily convertible to cash with original maturities of three months or less at the time of purchase.

### (ii) Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

### (iii) Property, plant and equipment

#### Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit and loss.

#### Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on the written-down method over the useful life of the assets as prescribed under Part 'C' of Schedule II of the Companies Act, 2013.

Asset class	Useful life
Building	60 years
Plant and machinery	15 years
Office equipment	5 years
Computer equipment	3 years
Furniture and fixtures	10 years
Vehicles	8-10 years

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.



## Notes to the standalone financial statements for the year ended March 31, 2020

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

### De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the statement of profit and loss, when the asset is de-recognised.

### Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost and related incidental expenses to acquire property, plant and equipment. Assets which are not ready for intended use are also shown under capital work-in-progress.

### Transition to Ind AS

The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2018.

## (iv) Intangible assets

### Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including license fees paid, import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

### Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

### Transition to Ind AS

The Company has elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2018.

## (v) Revenue from Operations

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflect the consideration which the company expects to receive in exchange for those product or services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes/duties and discounts.

The Company disaggregates revenue from contracts with customers by industry verticals, geography and nature of services.

Revenue includes the following:

### i) Brokerage fee income

Revenue from contract with customer is recognized point in time when performance obligation is satisfied (when the trade is executed i.e., trade date). These include brokerage fees which is charged per transaction executed on behalf of the clients.

### ii) Fees & Commission Income

This includes:

#### a) Income from investment banking activities and other fees.

Income from investment banking activities and other fees is recognized as and when such services are completed / performed and as per terms of agreement with the client (i.e. when the performance obligation is completed).

#### b) Income from depository operations.

Income from depository operations is accounted when the performance obligation is completed.

#### c) Income from wealth management services

Commission (net of taxes and other statutory charges) income from distribution of financial products is recognized based on mobilization and intimation received from clients/ intermediaries or over the period of service after deducting claw back as per the agreed terms.

### iii) Interest Income

Under Ind AS 109 interest income is recognized by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at FVTPL.

The EIR in case of a financial asset is computed

#### a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

#### b. By considering all the contractual terms of the financial instrument in estimating the cash flows.

#### c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognized in the statement of profit and loss with the corresponding adjustment to the carrying amount of the assets.

Interest income on credit impaired assets is recognized by applying the effective interest rate to the net amortized cost (net of provision) of the financial asset.

## iv) Dividend Income

Dividend income is recognised at the time when the right to receive is established by the reporting date

## Notes to the standalone financial statements for the year ended March 31, 2020

### v) Net gain on Fair value changes

Any differences between the fair values of financial assets (including investments, derivatives and stock in trade) classified as fair value through the profit or loss ("FVTPL") (refer Note 34), held by the Company on the balance sheet date is recognized as an unrealized gain / loss. In cases there is a net gain in the aggregate, the same is recognized in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of profit and loss.

However, net gain / loss on de-recognition of financial instruments classified as amortized cost is presented separately under the respective head in the statement of profit and loss.

### vi) Trading in shares & Securities:

Revenue on account of trading in shares is recognised on the basis of each trade executed at the stock exchange during the financial year.

In respect of non-delivery based transactions such as derivatives and intraday, the profit and loss is accounted for at the completion of each settlement, however in case of an open settlement the net result of transactions which are squared up on FIFO basis is recognised as profit/loss in the account.

### vii) Other Revenue

In respect of other heads of income, the Company follows the practice of recognising income on accrual basis.

### (vi) Expenses

Expenses are recognised on accrual basis and provisions are made for all known losses and liabilities. Expenses incurred on behalf of other companies, in India, for sharing personnel, common services and facilities like premises, telephones, etc. are allocated to them at cost and reduced from respective expenses.

Similarly, expenses allocation received from other companies is included within respective expense classifications.

### (vii) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method.

### (viii) Taxation

Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it recognised in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to

the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

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

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

### (ix) Employee benefits

#### Short-term employee benefits

Short-term employee benefits including salaries, short term compensated absences (such as a paid annual leave) where

## Notes to the standalone financial statements for the year ended March 31, 2020

the absences are expected to occur within twelve months after the end of the period in which the employees render the related service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non-monetary benefits for current employees are estimated and measured on an undiscounted basis.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

### Defined contribution plans

The Company has a defined contribution plans namely provident fund, pension fund and employees state insurance scheme. The contribution made by the Company in respect of these plans are charged to the Statement of Profit and Loss.

### Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Under the defined benefit plans, the amount that an employee will receive on retirement is defined by reference to the employee's length of service and last drawn salary. The legal obligation for any benefits remains with the Company, even if plan assets for funding the defined benefit plan have been set aside. The liability recognised in the statement of financial position for defined benefit plans is the present value of the Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

### Other long-term employee benefits

The Company also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plans. Liability in respect of compensated absences becoming due and expected to avail after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from experience and changes in actuarial assumptions are charged to Statement of Profit and Loss in the year in which such gains or losses are determined.

## (x) Leases

### Company as a lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset

- (ii) the Company has substantially all the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

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

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

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

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

### The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease.

For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

(Amounts in Indian rupees)

## Notes to the standalone financial statements for the year ended March 31, 2020

### (xi) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### (xii) Foreign currency

#### Transactions and balances

Foreign currency transactions are translated into the functional currency, by applying the exchange rates on the foreign currency amounts at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss in the year in which they arise.

#### Transition to Ind AS

The Company has elected to exercise the option for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP.

### (xiii) Impairment of assets

#### a) Impairment of non-financial assets

The company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset required, the company estimates the assets recoverable amount. An asset's recoverable is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets.

If such assets are considered to be impaired, the impairment to be recognized in the statement of Profit and loss is measured by the amount by which the carrying amount value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable

amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) has no impairment loss been recognized for the asset in prior years.

#### b) Impairment of financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The company applies a simplified approach in calculating Expected Credit Losses (ECLs) on trade receivables. Therefore, the company does not track changes in credit risk, but instead recognize a loss allowance based on lifetime ECLs at each reporting date. The company established a provision matrix that is based on its historical credit loss experience, adjusted for forward looking factors specific to the debtors and the economic environment.

For all other financial assets, expected credit loss are measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit and loss.

### (xiv) Financial instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

#### Non-derivative financial assets

##### Subsequent measurement

i. **Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on



## Notes to the standalone financial statements for the year ended March 31, 2020

acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

- ii. **Investments in equity instruments** – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

### De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are de-recognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also de-recognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

### De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### First loss default guarantee

First loss default guarantee contracts are contracts that require the Company to make specified payments to reimburse the bank and financial institution for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of an agreement. Such financial guarantees are given to banks and financial institutions, for whom the Company acts as 'Business Correspondent'.

These contracts are initially measured at fair value and subsequently measure at higher of:

- The amount of loss allowance (calculated as described in policy for impairment of financial assets)
- Maximum amount payable as on the reporting date to the respective bank/financial institution which is based on the amount of loans overdue for more than 75-90 days in respect to agreements with banks and financial institutions.

Further, the maximum liability is restricted to the cash outflow agreed in the agreement.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### (xv) Operating segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Company), whose operating results are regularly reviewed by the Company's management to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. Operating segments of the Company are reported in a manner consistent with the internal reporting provided to the company's management.

### (xvi) Share Based payment

The Employees Stock Option Scheme ("the Scheme") provides for grant of equity shares of the Company to whole-time directors and employees of the Company. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in Statement of Profit and Loss, with a corresponding adjustment to equity.

### (xvii) Stock-in-trade

A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognized at fair value.

### (xviii) Equity investment in subsidiaries

Investments representing equity interest in subsidiaries are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

### (xix) Government grants

Grants and subsidies from the government are recognised when there is reasonable assurance that:

- (i) the Company will comply with the conditions attached to them, and

## Notes to the standalone financial statements for the year ended March 31, 2020

(ii) the grant/subsidy will be received.

Grant or subsidy relates to revenue, it is recognised as income on a systematic basis in profit or loss over the periods necessary to match them with the related costs, which they are intended to compensate.

### 1.2 Changes to accounting policies

#### Ind AS 116 - Leases

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of Rs. 2.38 crores, and a

lease liability of Rs. 2.74 crores.

The following is the summary of practical expedients elected on initial application:

- a. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- b. Applied the exemption not to recognise ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- c. Excluded the initial direct costs from the measurement of the ROU asset at the date of initial application.
- d. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 10.85%.

### 2. Standards issued but not yet effective

There are no standards or amendments issued on or before March 31, 2020 and not yet effective, which may have any material impact on the financial statements of the Company.

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**Notes to the standalone financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

**3 Cash and cash equivalents**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Cash on hand	32.78	19.95	6.38
Balances with banks			
-Balance with banks in current accounts	348.39	307.89	8.00
-Term deposits with maturity of 3 months or less*	49.00	259.53	1,113.55
	<b>430.17</b>	<b>587.37</b>	<b>1,127.93</b>

\* Out of above. Term deposit of Rs.49.00 lac (of Rs.259.52 lac for PY) pledged with exchanges/authorities.

**4 Bank balances other than cash and cash equivalents**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Term deposits with remaining maturity more than 3 months*	482.98	577.12	1,315.44
Balances in unpaid dividend account	-	-	1.96
	<b>482.98</b>	<b>577.12</b>	<b>1,317.40</b>

\* Out of above. Term deposit of Rs.431.98 lac (of Rs.526.13 lac for PY) pledged with exchanges/authorities.

**5 Trade receivables**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Secured, considered good</b>			
Receivables	715.34	1,140.79	727.06
<b>Unsecured, considered good</b>			
Receivables	454.06	897.50	820.76
Interest accrued on			
-Fixed deposits	10.94	7.19	5.28
-Bonds and securities	6.04	1.52	27.73
Receivables Credit impaired	73.65	43.85	28.66
<b>Less: Allowance for impairment</b>	<b>(73.65)</b>	<b>(43.85)</b>	<b>(28.66)</b>
	<b>1,186.38</b>	<b>2,047.00</b>	<b>1,580.83</b>

**Footnotes:**

- (i) Trade receivable are non interest bearing and are normally received in normal operating cycle.
- (ii) Details of trade receivables from related parties are disclosed in Note 45.
- (iii) The Company's exposure to credit and risk and loss allowances related to trade receivables are disclosed in Note 46.

**6 Loans**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Unsecured</b>			
Loans to			
-Employees	3.80	10.69	18.14
-Related parties	985.31	580.07	12.71
<b>Less: Impairment loss allowance</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>989.11</b>	<b>590.76</b>	<b>30.85</b>
<b>Out of the above</b>			
Loans in India			
-Public sector	-	-	-
<b>Less: Impairment loss allowance</b>	<b>-</b>	<b>-</b>	<b>-</b>
-Others	989.11	590.76	30.85
<b>Less: Impairment loss allowance</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total in India</b>	<b>989.11</b>	<b>590.76</b>	<b>30.85</b>
Loans outside India	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 7 Investments

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>A. Investment in unquoted equity instruments of subsidiaries and associates (At cost)</b>			
Almondz Finanz Limited	3,000.00	3,000.00	3,000.00
North Square Projects Private Limited	2,002.50	2,002.50	2,002.50
Almondz Commodities Private Limited	225.00	225.00	225.00
Skiffle Healthcare Services Limited	744.90	744.90	744.90
Almondz Debt Advisor Limited	-	-	3.50
Almondz Global Infra-Consultant Limited	499.00	499.00	499.00
Almondz Wealth Advisors Limited	5.00	5.00	5.00
Almondz Insolvency Resolutions Private Limited	3.30	3.30	3.30
<b>Less: Provision for diminution in value of investment</b>	<b>(31.16)</b>	<b>(62.32)</b>	<b>(62.32)</b>
<b>Total - A</b>	<b>6,448.54</b>	<b>6,417.38</b>	<b>6,420.88</b>
<b>B. Investment in preference instruments of associates (At cost)</b>			
Almondz Insolvency Resolutions Private Limited	120.00	-	-
<b>Total - B</b>	<b>120.00</b>	<b>-</b>	<b>-</b>
<b>C. Investment in equity instruments (Quoted) (At fair value through profit or loss)</b>			
Indo Korea Exports Limited	38.96	38.96	38.96
Aditya Birla Capital Ltd	4.22	9.77	14.57
Aptech Limited	8.86	18.73	27.38
Dhanuka Agritech Ltd	-	10.70	24.51
IRB Invit Fund	12.80	33.35	41.03
Sadbhav Infrastructure Project Limited	2.56	26.37	48.44
Unitech Limited	27.49	18.49	93.41
Wockhardt Limited	-	54.56	89.46
Indiabulls Real Estate Limited	-	-	40.75
ISMT Limited	1.47	4.65	5.43
Kirloskar Pneumatic Co. Limited	7.96	17.28	-
Shaily Engineering Plastics Ltd.	38.61	144.26	3.67
Ritesh Polyster Limited	5.24	5.24	5.24
Ecoplast India Limited	0.20	0.20	0.20
Vantech Industries Limited	0.30	0.30	0.30
Asian Paints Limited	1.95	-	-
Care Rating Limited	3.27	-	-
Coal India Limited	7.70	-	-
GAIL (India) Limited	7.66	-	-
HDFC Ltd.	3.32	-	-
Indian Oil Corporation Limited	8.17	-	-
IRCTC	0.88	-	-
Reliance Industries Limited	2.10	-	-
<b>Less: Provision for diminution in value of investment</b>	<b>(44.70)</b>	<b>(44.70)</b>	<b>(44.70)</b>
<b>Total - C</b>	<b>139.02</b>	<b>338.16</b>	<b>388.65</b>

**Notes to the standalone financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

**7 Investments Cont...**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>D. Investments in Equity Instruments (Unquoted) (At cost)</b>			
Dijit Prognosys Private Limited	3.00	3.00	3.00
Network 1 Media Consultant Pvt. Ltd.	30.00	30.00	30.00
<b>Less:</b> Provision for diminution in value of investment	(33.00)	(33.00)	(33.00)
<b>Total - D</b>	-	-	-
<b>Investments in Equity Instruments (Unquoted) (At fair value through profit or loss)</b>			
New Age Blocks Private Limited	6.76	6.76	6.76
<b>Total - E</b>	<b>6.76</b>	<b>6.76</b>	<b>6.76</b>
<b>F. Other Investment</b>			
Investment in painting and sculptures	3.61	3.61	3.61
<b>Total - F</b>	<b>3.61</b>	<b>3.61</b>	<b>3.61</b>
<b>Total (A+B+C+D+E+F)</b>	<b>6,717.93</b>	<b>6,765.91</b>	<b>6,819.90</b>
<b>Out of the above</b>			
In India	6,717.93	6,765.91	6,819.90
Outside India	-	-	-

**8 Inventories**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>At fair value through profit or loss</b>			
Equity shares - quoted	11.26	47.61	242.46
<b>At fair value through profit or loss</b>			
Bonds - quoted	175.66	121.57	543.13
	<b>186.92</b>	<b>169.18</b>	<b>785.59</b>

**9 Other financial assets**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Security deposits			
-Rented premises	3.34	12.57	11.80
-Deposits with stock exchanges	224.70	350.30	364.50
-Others	284.16	262.02	172.02
<b>Less:</b> Provision for doubtful security deposits	-	-	-1.00
Interest accrued on loans to related parties	95.18	109.82	21.61
Capital Advances (refer to note-40B)	15.26	15.26	15.26
Other receivables	25.71	153.55	9.37
	<b>648.35</b>	<b>903.52</b>	<b>593.56</b>

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

The Company's exposure to credit risk is disclosed in Note 46.

### 10 Current tax assets (net)

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Income tax assets (refer note 50)	691.47	626.33	435.67
	<b>691.47</b>	<b>626.33</b>	<b>435.67</b>

### 11 Deferred tax assets (net)

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Deferred tax assets (refer note 50)	289.21	267.46	172.14
MAT credit entitlement	115.76	-	-
	<b>404.97</b>	<b>267.46</b>	<b>172.14</b>

### 12 Property, plant and equipment

Current year	Gross block (at cost)				Accumulated depreciation				Net block
Description	As at April 1, 2019	Additions during the year	Disposal/ Adjustment	As at March 31, 2020	As at April 1, 2019	For the year	Disposal/ Adjustment	As at March 31, 2020	As at March 31, 2020
Office buildings	29.89	-	-	29.89	0.60	0.60	-	1.20	28.69
Leasehold improvements	3.81	-	-	3.81	0.35	0.79	-	1.14	2.67
Furniture and fixtures	14.25	-	-	14.25	1.54	4.25	-	5.79	8.46
Computers and peripherals	23.92	-	-	23.92	4.70	7.31	-	12.02	11.90
Office equipment	24.96	-	-	24.96	4.95	4.64	-	9.59	15.38
Vehicles	59.08	-	-	59.08	12.85	6.99	-	19.84	39.24
<b>Total</b>	<b>155.91</b>	<b>-</b>	<b>-</b>	<b>155.91</b>	<b>25.00</b>	<b>24.58</b>	<b>-</b>	<b>49.57</b>	<b>106.34</b>

Previous year	Gross block (at cost)				Accumulated depreciation				Net block
Description	Deemed cost as at April 1, 2018	Additions during the year	Disposal/ Adjustment	As at March 31, 2019	As at April 1, 2018	For the year	Disposal/ Adjustment	As at March 31, 2019	As at March 31, 2019
Office buildings	29.89	-	-	29.89	-	0.60	-	0.60	29.29
Leasehold improvements	0.03	3.78	-	3.81	-	0.35	-	0.35	3.46
Furniture and fixtures	11.28	2.97	-	14.25	-	1.54	-	1.54	12.70
Computers and peripherals	13.16	10.76	-	23.92	-	4.70	-	4.70	19.21
Office equipment	20.13	5.22	0.39	24.96	-	4.95	-	4.95	20.01
Vehicles	60.15	-	1.08	59.08	-	12.85	-	12.85	46.23
<b>Total</b>	<b>134.65</b>	<b>22.72</b>	<b>1.46</b>	<b>155.91</b>	<b>-</b>	<b>25.00</b>	<b>-</b>	<b>25.00</b>	<b>130.91</b>

#### Footnotes:

- The Company has elected Ind AS 101 exemption and continue with the carrying value for all of its property, plant and equipment as its deemed cost as at the date of transition, for details refer note 49.
- The Company has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2020 and March 31, 2019.
- Please refer note 40 for capital commitments.
- There are no impairment losses recognised during the year.
- There are no exchange differences adjusted in Property, Plant & Equipment.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 13 Intangible assets

Current year					Accumulated depreciation				Net block
Description	As at April 1, 2019	Additions during the year	Disposal/ Adjustment	As at March 31, 2020	As at April 1, 2019	For the year	Disposal/ Adjustment	As at March 31, 2020	As at March 31, 2020
Computer software	28.80	-	-	28.80	3.07	7.26	-	10.33	18.47
<b>Total</b>	<b>28.80</b>	<b>-</b>	<b>-</b>	<b>28.80</b>	<b>3.07</b>	<b>7.26</b>	<b>-</b>	<b>10.33</b>	<b>18.47</b>

Previous year					Accumulated depreciation				Net block
Description	Deemed cost as at April 1, 2018	Additions during the year	Disposal/ Adjustment	As at March 31, 2019	As at April 1, 2018	For the year	Disposal/ Adjustment	As at March 31, 2019	As at March 31, 2019
Computer software	21.74	7.06	-	28.80	-	3.07	-	3.07	25.73
<b>Total</b>	<b>21.74</b>	<b>7.06</b>	<b>-</b>	<b>28.80</b>	<b>-</b>	<b>3.07</b>	<b>-</b>	<b>3.07</b>	<b>25.73</b>

#### Footnotes:

- There are no internally generated intangible assets.
- The Company has elected Ind AS 101 exemption and continue with the carrying value for its intangible assets as its deemed cost as at the date of transition, for details refer note 49.
- The Company has not carried out any revaluation of intangible assets for the year ended March 31, 2020 and March 31, 2019.
- There are no other restriction on title of intangible assets.
- There are no exchange differences adjusted in intangible assets.
- The company has not acquired intangible assets free of charge, or for nominal consideration, by way of a government grant.

### 14 Right-of-use assets

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Operating lease right-of-use assets (refer note 41)	237.98	-	-
	<b>237.98</b>	<b>-</b>	<b>-</b>

### 15 Investment property

#### A. Reconciliation of carrying amount

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Cost or deemed cost</b>			
Opening balance	2,884.02	2,937.02	2,937.02
Depreciation during the year	(50.00)	(53.00)	-
<b>Total carrying amount</b>	<b>2,834.02</b>	<b>2,884.02</b>	<b>2,937.02</b>

#### B. Amounts recognised to the Statement of profit and loss

	As at March 31, 2020	As at March 31, 2019
Rental income	196.14	145.64
<b>Profit from investment properties before depreciation</b>	<b>196.14</b>	<b>145.64</b>
Depreciation expense	(50.00)	(53.00)
<b>Profit from investment property</b>	<b>146.14</b>	<b>92.65</b>

#### C. Measurement of fair value

	As at March 31, 2020	As at March 31, 2019	As at March 1, 2018
Investment property	4,614.64	4,614.64	4,614.64
	<b>4,614.64</b>	<b>4,614.64</b>	<b>4,614.64</b>

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### D. Estimation of fair values

The Company obtains independent valuations for each of its investment property by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Fair market value is the amount expressed in terms of money that may be reasonably be expected to be exchanged between a willing buyer and a willing seller, with equity or both. The valuation by the valuer assumes that Company shall continue to operate and run the assets to have economic utility.

#### Valuation technique:

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Company is the price per square metre (sqm).

#### Fair value hierarchy:

The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

The valuation techniques and the inputs used in the fair value measurement categorised within Level 2 of the fair value hierarchy is as follows:

Valuation technique	Observable inputs
Market method	Guideline rate (Per sq. m.)

Investment property consists of commercial office spaces in Mumbai and Kolkata. During the year the company has revalued the investment property at fair value.

### 16 Other non-financial assets

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Balances with government authorities	90.74	65.05	5.17
Prepaid expenses	11.53	42.72	55.15
Prepaid lease rent	9.05	18.05	16.26
Advances for rendering services	32.36	58.58	62.30
Unbilled debtors	5.48	7.65	2.88
	<b>149.16</b>	<b>192.05</b>	<b>141.76</b>

### 17 Trade payables

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Trade payables			
- to micro and small enterprises (refer note 42)	-	-	-
- to others	210.68	161.00	208.64
	<b>210.68</b>	<b>161.00</b>	<b>208.64</b>

### 18 Other payables

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Due to clients			
- to micro and small enterprises (refer note 42)	-	-	-
- to others	702.50	1,193.73	1,586.47
	<b>702.50</b>	<b>1,193.73</b>	<b>1,586.47</b>



**Notes to the standalone financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

**19 Borrowings other than debt securities**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>In India</b>			
<b>Secured loans</b>			
From banks			
-Term loan	672.08	952.25	1,251.11
-Vehicle loan	-	-	3.16
-Working capital facilities	-	-	7.88
-Overdraft from banks	174.88	74.31	50.79
From others	-	35.21	-
<b>Unsecured loans</b>			
From related parties	-	100.65	0.50
<b>Total borrowings in India</b>	<b>846.96</b>	<b>1,162.42</b>	<b>1,313.44</b>
<b>Outside India</b>	-	-	-

**Footnotes:**

**(i) Details of term loans from banks**

Property loan from banks amounting to Rs. 672.08 lac (previous year Rs. 952.25 lac) is secured by way of equitable mortgage of property at Unit No. 501, Grande Palladium, Kalina, Santacruz East, Mumbai owned by the Company.

The loan is guaranteed by:

- Mr. Navjeet Singh Sobti, Managing Director of the Company, and
- Corporate guarantee by Avonmore Capital & Management Services Limited.

Term loan taken from bank carries and interest rate of MCLR for a tenure of 1 year.

The interest rate as at year end is 10.35% per annum (previous year 10.35%).

The loan is repayable in 37 equal monthly installments along with interest, with the last installment due on April 30, 2022.

**(ii) Details of overdraft from banks**

Overdraft limit of Rs.81 lacs is secured by way of pledged fixed deposits with IDBI Bank Limited, the rate of interest of which is 8.15% per annum.

Overdraft limit of Rs. 5 lacs is secured by way of pledged fixed deposits with Vijaya Bank, the rate of interest of which is 8.5% per annum.

Overdraft limit of Rs.1,250.00 lac is secured by way of bonds pledged with Axis Bank, the rate of interest of which is 10.05% per annum.

**20 Lease liabilities**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Lease liabilities (refer note 41)	274.20	-	-
	<b>274.20</b>	-	-

**21 Other financial liabilities**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Security deposits	45.22	28.08	3.47
Interest accrued on borrowings	5.27	19.90	18.01
Unpaid dividends	-	-	1.96
Expenses payable	135.17	217.69	129.39
Employee related payables	96.98	77.97	90.35
	<b>282.64</b>	<b>343.64</b>	<b>243.18</b>

**22 Provisions**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Provision for employee benefits (refer note 43)			
Provision for gratuity	73.56	94.75	49.35
Provision for compensated absences	14.09	17.59	6.60
	<b>87.65</b>	<b>112.34</b>	<b>55.95</b>

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 23 Other non-financial liabilities

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Rent equalisation reserve	-	20.90	11.76
Statutory dues payable	161.87	269.57	174.66
Advances to customer	15.65	84.17	-
Deferred income	1.23	4.15	1.44
	<b>178.75</b>	<b>378.79</b>	<b>187.86</b>

### 24 Equity share capital

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Authorised</b>			
5,00,00,000 equity shares of Rs. 6 each	3,000.00	3,000.00	3,000.00
	<b>3,000.00</b>	<b>3,000.00</b>	<b>3,000.00</b>
<b>Issued, subscribed and fully paid-up</b>			
2,58,84,967 equity shares of Rs. 6 each fully paid up	1,553.10	1,553.10	1,553.10
	<b>1,553.10</b>	<b>1,553.10</b>	<b>1,553.10</b>

#### a) Terms and rights attached to equity shares

##### Voting

Each equity holder has voting rights on a poll in proportion to his share in the paid up equity share capital. On show of hands, every member present in person and being holders of equity shares shall have one vote.

##### Dividends

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

During the year ended March 31, 2020, the company has recorded per share dividend of Rs. Nil (previous year Nil) to its equity holders.

##### Liquidation

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

#### b) Reconciliation of number of shares outstanding at the beginning and end of the year :

	Year ended March 31, 2020		Year ended March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
At the beginning of year	2,58,84,967	1,553.10	2,58,84,967	1,553.10
<b>Add:</b> Shares issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>2,58,84,967</b>	<b>1,553.10</b>	<b>2,58,84,967</b>	<b>1,553.10</b>

#### c) Shares held by holding company

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
Avonmore Capital & Management Services Limited	1,47,19,744	883.18	1,47,19,744	883.18

#### d) Details of shareholders holding more than 5% of the company

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	% Holding	No. of shares	% Holding
Avonmore Capital & Management Services Limited	1,47,19,744	56.87%	1,47,19,744	56.87%
Al Anwar Holdings SAOG	30,91,500	11.94%	30,91,500	11.94%

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

- e). There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

**f). Shares reserved for issue under Employee Stock Option Plan**

Particulars	No. of stock options	
	Year ended March 31, 2020	Year ended March 31, 2019
Series A	-	-
Series B	-	-
Series C	-	-
Series D	-	-
Series E	-	-
Series F	-	40,000
Series G	44,00,000	NA

- g). No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

### 25 Other Equity

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>a) Securities premium</b>			
Balance at beginning of the year	3,966.72	3,966.72	3,966.72
Additions during the year	-	-	-
<b>Balance at end of the year</b>	<b>3,966.72</b>	<b>3,966.72</b>	<b>3,966.72</b>
<b>b) Capital reserve</b>			
Balance at beginning of the year	810.99	810.99	810.99
Additions during the year	-	-	-
<b>Balance at end of the year</b>	<b>810.99</b>	<b>810.99</b>	<b>810.99</b>
<b>c) Amalgamation reserve</b>			
Balance at beginning of the year	1,127.20	1,127.20	1,127.20
Additions during the year	-	-	-
<b>Balance at end of the year</b>	<b>1,127.20</b>	<b>1,127.20</b>	<b>1,127.20</b>
<b>d) General reserve</b>			
Balance at beginning of the year	170.00	170.00	170.00
Additions during the year	-	-	-
<b>Balance at end of the year</b>	<b>170.00</b>	<b>170.00</b>	<b>170.00</b>
<b>e) Employee stock options outstanding</b>			
Balance at beginning of the year	-	-	-
Additions during the year	38.50	-	-
<b>Balance at end of the year</b>	<b>38.50</b>	-	-
<b>f) Retained earnings</b>			
Balance at beginning of the year	4,811.64	4,875.50	4,875.50
Add: Profit/(loss) for the year	9.60	(63.86)	-
<b>Balance at end of the year</b>	<b>4,821.24</b>	<b>4,811.64</b>	<b>4,875.50</b>
<b>g) Other comprehensive income</b>			
Balance at beginning of the year	(24.21)	-	-
Add: Other comprehensive income for the year	37.33	(24.21)	-
<b>Balance at end of the year</b>	<b>13.12</b>	<b>(24.21)</b>	-
<b>Total Other equity</b>	<b>10,947.77</b>	<b>10,862.34</b>	<b>10,950.40</b>

#### Nature and purpose of other reserves:

**a). Securities premium**

Securities premium is used to record the premium on issue of shares. It can only be utilised for limited purposes in accordance with the provisions of the Companies Act, 2013.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### b). Capital reserve

The capital reserve was generated on account of forfeiture of share warrants.

### c). Amalgamation reserve

The amalgamation reserve was generated on account of merger of Almondz Capital Markets Private Limited with Almondz Global Securities Limited in the year 2008.

### d). General reserve

General reserve includes amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law.

### e). Employee stock options outstanding

The Company has an equity-settled share-based payment plans for certain categories of employees of the Company. Refer Note 48 for further details on these plans.

### f). Retained earnings

Retained earnings represents the surplus in profit and loss account and appropriations.

### g). Other comprehensive income

The company recognises change on account of remeasurement of the net defined benefit liability as part of other comprehensive income with separate disclosure, which comprises of:

- actuarial gains and losses;
- return on plan assets, excluding amounts included in net interest on the net defined benefit liability; and
- any change in the effect of the asset ceiling excluding amounts included in net interest on the net defined benefit liability.

## 26 Interest income

	Year ended March 31, 2020	Year ended March 31, 2019
Interest income on		
-loans	69.02	61.90
-fixed deposits with stock exchanges	33.57	63.40
-fixed deposits with banks	18.82	23.75
	<b>121.41</b>	<b>149.05</b>

## 27 Dividend income

	Year ended March 31, 2020	Year ended March 31, 2019
Dividend income	9.04	7.20
	<b>9.04</b>	<b>7.20</b>

## 28 Fees and commission income

	Year ended March 31, 2020	Year ended March 31, 2019
Advisory and consulting activities	1,727.17	2,372.23
Broking activities	652.10	990.24
	<b>2,379.27</b>	<b>3,362.47</b>

## 29 Net gain on fair value changes

	Year ended March 31, 2020	Year ended March 31, 2019
On financial instruments designated at fair value through profit or loss	17.80	7.48
	<b>17.80</b>	<b>7.48</b>

## 30 Other operating income

	Year ended March 31, 2020	Year ended March 31, 2019
On trading portfolio		
-Shares*	(82.82)	(121.92)
-Securities/bonds	150.37	161.72
Delayed payment charges	90.05	79.79
	<b>157.60</b>	<b>119.59</b>

\* including loss of Derivatives of CY Rs.60.36 lac & PY Rs.152.31 lac.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 31 Other income

	Year ended March 31, 2020	Year ended March 31, 2019
Liabilities written back	6.03	6.19
Leave encashment Provisions written back	7.11	-
Provision for diminution in investment written back	31.16	-
Rent received	196.14	145.64
Profit on sale of fixed assets	-	0.94
Interest received on income tax refund	19.13	-
Miscellaneous income	58.97	5.99
	<b>318.54</b>	<b>158.76</b>

#### Footnote:

#### Information required as per Ind AS 115

- (i) The Company operates from one geographical segment i.e. in India and accordingly, information related to disaggregation of revenue as per geographical markets is not given.

### 32 Finance costs

	Year ended March 31, 2020	Year ended March 31, 2019
Interest expenses	60.40	65.66
Other borrowing costs	6.89	0.97
	<b>67.29</b>	<b>66.63</b>

### 33 Fees and commission expense

	Year ended March 31, 2020	Year ended March 31, 2019
Brokerage and commission	257.31	270.46
Professional charges	1,149.83	1,103.64
SEBI and stock exchange fee and charges	6.82	9.35
	<b>1,413.96</b>	<b>1,383.45</b>

### 34 Net loss on fair value changes

	Year ended March 31, 2020	Year ended March 31, 2019
On financial instruments designated at fair value through profit or loss	53.24	291.25
	<b>53.24</b>	<b>291.25</b>

### 35 Impairment on financial instruments

	Year ended March 31, 2020	Year ended March 31, 2019
On trade receivables	29.80	17.45
	<b>29.80</b>	<b>17.45</b>

### 36 Employee benefit expenses

	Year ended March 31, 2020	Year ended March 31, 2019
Salaries, wages and bonus	716.66	1,267.60
Contribution to provident and other funds	20.90	33.82
Gratuity and leave encashment	31.31	22.25
Staff welfare expense	29.35	35.02
	<b>798.22</b>	<b>1,358.69</b>

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 37 Depreciation and amortisation expense

	Year ended March 31, 2020	Year ended March 31, 2019
Depreciation on tangible assets (refer note 12)	24.58	25.00
Depreciation on investment property (refer note 15)	50.00	53.00
Amortisation of intangible assets (refer note 13)	7.26	3.06
Amortisation of right-of-use assets (refer note 41)	77.66	-
	<b>159.50</b>	<b>81.06</b>

### 38 Other expenses

	Year ended March 31, 2020	Year ended March 31, 2019
Rent	9.79	130.77
Communication	41.56	56.43
Balances written off	9.15	11.17
Bad debts written off	24.55	-
Legal and professional expenses	124.31	188.44
Electricity and water expenses	58.93	63.48
Travelling and conveyance	22.61	41.91
Repairs and maintenance on		
-Office maintenance	45.26	29.14
-Computer maintenance	16.31	9.77
-Vehicle repair and maintenance	15.90	22.33
Business promotion	5.59	11.28
Printing and stationery	5.74	8.14
Auditor's remuneration (refer footnote)	7.69	7.25
Rates and taxes	32.35	28.65
Membership fee and subscription	8.81	8.75
Bank charges	43.00	51.14
Charity and donations	0.66	0.15
Loss on error trades	-	0.16
Net loss on sale of investments	124.98	21.67
Insurance charges	4.13	1.07
Miscellaneous expenses	20.33	8.25
	<b>621.65</b>	<b>699.95</b>

#### Footnote:

	Year ended March 31, 2020	Year ended March 31, 2019
(i) Payment of remuneration to auditors (excluding GST)		
Statutory audit	7.25	7.25
Other matters	0.66	0.64
	<b>7.91</b>	<b>7.89</b>

### 39 Earnings per share

	Year ended March 31, 2020	Year ended March 31, 2019
<b>(a) Basic earnings per share</b>		
From continuing operations attributable to the equity holders of the company	0.18	(0.34)
<b>(b) Diluted earnings per share</b>		
From continuing operations attributable to the equity holders of the company	0.18	(0.34)
<b>(c) Reconciliations of earnings used in calculating earnings per share</b>		
<b>Basic earnings per share</b>		
Profit from continuing operation attributable to the equity share holders	46.93	(88.06)
<b>Profit attributable to the equity holders of the company used in calculating basic earnings per share</b>		
<b>Diluted earnings per share</b>		
Profit from continuing operation attributable to the equity share holders	46.93	(88.06)
<b>Profit attributable to the equity holders of the company used in calculating diluted earnings per share</b>		



## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

	No. of shares	No. of shares
	Year ended March 31, 2020	Year ended March 31, 2019
<b>(d) Weighted average number of shares used as the denominator</b>		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	2,58,84,967	2,58,84,967
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	2,67,16,435	2,58,84,967
<b>(e) Information concerning the classification of securities</b>		
<b>Options:</b> Options granted to employees are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share.	8,31,468	-

### 40 Contingent liabilities, contingent assets and commitments

#### A Contingent liabilities

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Suit filed by clients on the Company for recovery on account of unauthorised trades of stock exchanges/deficiency in services. These matters are pending before various dispute resolution authorities.	-	1.53	1.53
Suit filed by previous employees on the Company for recovery of their dues from the Company. These matters are pending before various courts.	-	1.86	1.86
Show cause notice for Service Tax Demand in relation to the financial year ended March 31, 2007 till the financial year ended March 31, 2008. Appeal filed with Service Tax Tribunal R.K. Puram, New Delhi. Hearing awaited.	64.44	64.44	64.44
Show cause notice for Service Tax Demand in relation to the financial year ended March 31, 2006 till the financial year ended March 31, 2009. Reply filed with Assistant Commissioner of Service Tax, M G Road, New Delhi. Hearing awaited.	0.05	0.05	0.05
Corporate guarantee issued for Almondz Commodities Private Limited, a wholly owned subsidiary of the Company.	-	-	500.00
Corporate guarantee issued for Almondz Global-Infra Consultancy Limited, a wholly owned subsidiary of the Company for Vijaya Bank.	67.18	799.34	1,134.38
Corporate guarantee issued for Almondz Global-Infra Consultancy Limited, a wholly owned subsidiary of the Company for Axis Bank.	7.16	-	300.00
Corporate guarantee issued for Almondz Global-Infra Consultancy Limited, a wholly owned subsidiary of the Company for Union Bank.	97.73	-	-
Corporate guarantee issued for Skiffle Healthcare Services Limited, a wholly owned subsidiary of the Company.	66.15	78.34	248.08
Bank guarantee as on date	1,478.21	1,305.00	1,718.00
<b>Total</b>	<b>1,780.92</b>	<b>2,250.56</b>	<b>3,968.33</b>

#### B Commitments

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Estimated amount of contracts remaining to be extracted on capital account and not provided for (net of advances)	61.06	61.06	61.06
<b>Total</b>	<b>61.06</b>	<b>61.06</b>	<b>61.06</b>

#### C Contingent assets

The Company does not have any contingent assets as at March 31, 2020, March 31, 2019 and April 1, 2018.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 41 Leases

The company has applied Ind AS 116 with the date of initial application of April 1, 2019. As a result, the Company has changed its accounting policy for lease contracts as per Ind AS 116.

The Company is lessee under various operating leases for five properties in various places over India.

The lease terms of these premises range from 1 to 9 years and accordingly are long-term leases. These lease agreements have varying terms and are usually renewable on mutually agreeable terms.

Disclosure in respect of such operating leases is as given below:

Lease liabilities	
The movement in lease liabilities during the year ended March 31, 2020 is as follows :	<b>As at March 31, 2020</b>
Balance as at April 1, 2019	336.54
Finance cost accrued during the period	33.42
Payment of lease liabilities	(95.76)
<b>Balance as at March 31, 2020</b>	<b>274.20</b>

The details of the contractual maturities of lease liabilities as at March 31, 2020 on undiscounted basis are as follows:

	<b>As at March 31, 2020</b>
Not later than one year	61.86
Later than one year but not later than five years	255.46
Later than five years	55.80
	<b>373.12</b>

### Right-of-use (ROU) assets

The changes in the carrying value of ROU assets for the year ended March 31, 2020 are as follows :	<b>As at March 31, 2020</b>
Balance as at April 1, 2019	315.64
Amortisation of ROU assets	(77.66)
<b>Balance as at March 31, 2020</b>	<b>237.98</b>

### B. Leases as a lessor

Lease receipts are recognised in the Statement of profit and loss during the year amounting to Rs. 1,96,14,058 (March 31, 2019 Rs. 1,45,64,286).

### 42 Disclosures relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	<b>As at April 1, 2018</b>
	<b>Amount in Rs.</b>	<b>Amount in Rs.</b>	<b>Amount in Rs.</b>
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in:			
-Principal amount due to micro and small enterprises	-	-	-
-Interest due on above	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting period.	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
	Amount in Rs.	Amount in Rs.	Amount in Rs.
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the Interest specified under the MSMED Act, 2006.	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.	-	-	-

### 43 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

#### A. Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and EDLI, which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

	March 31, 2020	March 31, 2019	April 1, 2018
	Amount in Rs.	Amount in Rs.	Amount in Rs.
Contribution to provident fund (Refer note 36)	20.91	33.82	34.63

#### B. Defined benefit plan:

##### Gratuity

The Company operates a post-employment defined benefit plan for Gratuity. This plan entitles an employee to receive half month's salary for each year of completed service at the time of retirement/exit.

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognize each period of service as giving rise to additional employee benefit entitlement and measures each unit separately to build up the final obligation.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2020. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

#### A. The following table set out the status of the defined benefit obligation

	March 31, 2020	March 31, 2019	April 1, 2018
<b>Net defined benefit liability</b>			
Liability for Gratuity	73.56	96.67	29.24
<b>Total employee benefit liabilities</b>	<b>73.56</b>	<b>96.67</b>	<b>29.24</b>
Non-current	45.48	54.62	8.31
Current	28.07	42.05	20.93

#### B. Reconciliation of the net defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

	March 31, 2020			March 31, 2019		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance at the beginning of the year	228.91	132.24	96.67	183.51	153.72	29.79
<b>Included in profit or loss</b>						
Current service cost	24.70	-	24.70	22.12	-	22.12
Past service cost	-	-	-	-	-	-
Interest cost (income)	16.54	9.93	6.61	13.90	10.51	3.39
	<b>41.24</b>	<b>9.93</b>	<b>31.31</b>	<b>36.02</b>	<b>10.51</b>	<b>25.51</b>
<b>Included in OCI</b>						
Remeasurements loss (gain)						
– Actuarial loss (gain) arising from:						
- financial assumptions	8.49	-	8.49	0.69	-	0.69
- demographic assumptions	-	-	-	0.06	-	0.06
- experience adjustment	(56.61)	-	(56.61)	30.31	-	30.31
Return on plan assets excluding interest income	-	4.54	(4.54)	-	(3.09)	3.09
	<b>(48.12)</b>	<b>4.54</b>	<b>(52.67)</b>	<b>31.06</b>	<b>(3.09)</b>	<b>34.15</b>
<b>Other</b>						
Contributions paid by the employer	-	1.75	(1.75)	-	10.78	(10.78)
Benefits paid	-	-	-	(21.69)	(39.68)	18.00
	<b>-</b>	<b>1.75</b>	<b>(1.75)</b>	<b>(21.69)</b>	<b>(28.91)</b>	<b>7.22</b>
Balance at the end of the year	<b>222.02</b>	<b>148.47</b>	<b>73.56</b>	<b>228.91</b>	<b>132.24</b>	<b>96.67</b>

### C. Plan assets

The plan assets of the Company are managed by Tata AIA Life Insurance through a trust managed by the Company in terms of an insurance policy taken to fund obligations of the Company with respect to its gratuity plan.

Plan assets comprises of the following:

	March 31, 2020	% of Plan assets	March 31, 2019	% of Plan assets
Funds managed by insurer	112.27	100%	132.24	100%

On an annual basis, an asset-liability matching study is done by the Company whereby the Company contributes the net increase in the actuarial liability to the plan manager in order to manage the liability risk.

### D. Actuarial assumptions

#### a) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. Valuation assumptions are as follows which have been selected by the company.

	March 31, 2020	March 31, 2019	April 1, 2018
Discount rate	6.61%	7.51%	7.55%
Expected rate of future salary increase	7.50%	7.50%	7.50%
Expected rate of return on assets	6.61%	7.51%	7.55%

The discount rate has been assumed at 'March 31, 2020: 6.61% (31 March 2019: 7.51% ; April 1, 2018: 7.55%) which is determined by reference to market yield at the balance sheet date on government securities. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### b) Demographic assumptions

	March 31, 2020	March 31, 2019	April 1, 2018
i) Retirement age (years)	60	60	60
ii) Mortality rates inclusive of provision for disability			IALM (2012-14)
iii) Withdrawal rate (%)	11.00%	11.00%	11.00%

### E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at March 31, 2020		As at March 31, 2019	
	Increase	Decrease	Increase	Decrease
Discount rate (1.00% movement)	(9.39)	10.78	(103.75)	16.01
Future salary growth (1.00% movement)	6.81	(5.95)	12.05	(11.20)
Withdrawal rate (1.00% movement)	(0.71)	1.05	(1.35)	1.46

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Sensitivities due to mortality and withdrawals are not material and hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

### Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

B) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

### F. Expected maturity analysis of the defined benefit plans in future years

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Duration of defined benefit obligation</b>		
Less than 1 year	25.43	43.03
Between 1-2 years	30.88	27.67
Between 2-5 years	55.79	79.63
Between 5-10 years	85.05	104.51
Over 10 years	82.92	111.24
<b>Total</b>	<b>280.06</b>	<b>366.09</b>

Expected contributions to post-employment benefit plans for the year ending March 31, 2021 is Rs. 4,52,940.

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 9.12 years (March 31, 2019: 9.17 years).

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 44 Operating segments

#### A Basis of segmentation

Segment information is presented in respect of the Company's key operating segments. The operating segments are based on the Company's management and internal reporting structure. The chief operating decision maker identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The 'Board of Directors' have been identified as the Chief Operating Decision Maker (CODM), since they are responsible for all major decision with respect to the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.

The Board of Directors examines the Company's performance both from a product and geographic perspective and have identified the following reportable segments of its business:

The following summary describes the operations in each of the Company's reportable segments:

Reportable segments	Operations
Debt and equity market operations	It comprises dealing/trading in shares and bonds which involves exposure to market risk.
Corporate finance/ advisory fees	It comprises merchant banking, underwriting commission, corporate and loan syndication fees and arranger of debts/bonds, services in relation to infrastructure projects mainly in the nature of services etc. There are mainly in the nature of services involving no or negligible risk.
Wealth Advisory / Broking activities	It comprises stock and share broking on stock exchanges and other related ancilliary services, broking and commission of mutual funds, equity initial public offerings, capital gain bonds, fixed deposits of government undertakings and RBI taxable bonds etc. These are mainly in the nature of services involving no or negligible risk.

#### B Information about reportable segments

Segment assets, segment liabilities and Segment profit and loss are measured in the same way as in the financial statements.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any, is determined on an arm's length basis.

#### For the year ended March 31, 2020

	Reportable segment			
	Debt and equity market operations	Corporate finance and advisory fee	Wealth/ broking activities	Total
- Segment revenue	64.69	1,677.44	943.00	2,685.13
- Inter segment revenue	-	-	-	-
<b>Revenue from external customers</b>	64.69	1,677.44	943.00	2,685.13
<b>Segment profit before tax</b>	(293.49)	132.21	17.34	(143.95)
<b>Segment assets</b>	381.42	813.61	1,706.00	2,901.03
<b>Segment liabilities</b>	96.00	276.00	970.00	1,342.00

#### For the year ended March 31, 2019

	Reportable segment			
	Debt and equity market operations	Corporate finance and advisory fee	Wealth/ broking activities	Total
- Segment revenue	47.33	2,383.47	1,215.00	3,645.79
- Inter segment revenue	-	-	-	-
<b>Revenue from external customers</b>	47.33	2,383.47	1,215.00	3,645.79
<b>Segment profit before tax</b>	(508.34)	560.06	7.42	59.14
<b>Segment assets</b>	528.87	1,455.43	2,640.00	4,624.30
<b>Segment liabilities</b>	10.00	462.00	1,620.00	2,092.00



## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### C Reconciliations of information on reportable segments

#### i). Revenues

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Total revenue for reportable segments</b>		
Debt and equity market operations	64.69	47.33
Corporate finance and advisory fee	1,677.44	2,383.47
Wealth/broking activities	943.00	1,215.00
<b>Unallocable</b>		
Inter-segment eliminations	-	-
<b>Total revenue</b>	<b>2,685.13</b>	<b>3,645.79</b>

#### ii) Total comprehensive income

	For the year ended March 31, 2020	For the year ended March 31, 2019
Total profit before tax for reportable segments	(143.95)	59.14
Elimination of inter-segment profits	-	-
Unallocated expense (Net of Income)	3.95	(153.07)
<b>Profit before tax</b>	<b>(140.00)</b>	<b>(93.93)</b>
Share of net profit of associates accounted for using the equity method	-	-
Tax expense	(149.60)	(30.08)
<b>Profit after tax</b>	<b>9.60</b>	<b>(63.86)</b>
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of defined benefit plans	52.67	(34.15)
Income tax relating to these items	(15.34)	9.94
<b>Other comprehensive income for the year</b>	<b>37.33</b>	<b>(24.21)</b>
<b>Total comprehensive income for the year</b>	<b>46.93</b>	<b>(88.06)</b>

#### iii) Assets

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Total assets for reportable segments</b>		
Debt and equity market operations	381.42	528.87
Corporate finance and advisory fee	813.61	1,455.43
Wealth/broking activities	1,706.00	2,640.00
Unallocable	12,183.22	11,143.06
<b>Total assets</b>	<b>15,084.25</b>	<b>15,767.36</b>

#### iv) Liabilities

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Total liabilities for reportable segments</b>		
Debt and equity market operations	96.00	10.00
Corporate finance and advisory fee	276.00	462.00
Wealth/broking activities	970.00	1,620.00
Unallocable	1,241.38	1,259.92
	<b>2,583.38</b>	<b>3,351.92</b>

### D Geographic information

The Company operates from one geographical segment i.e. in India and accordingly there are no reportable geographical segments.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

- E** The Board of Directors, at its meeting held March 31, 2015 decided to dispose off the Company's retail distribution division to its subsidiary, Almondz Wealth Advisors Limited.  
The said division is yet to be disposed off.

### 45 Related party disclosures

In accordance with the requirements of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are:

#### (a) List of related parties

Relationship	Name of related party
<b>Holding company</b>	Avenmore Capital and Management Services Limited (ACMS)
<b>Entities over which the Company exercises control</b>	Almondz Finanz Limited (AFL) Almondz Commodities Private Limited (ACPL) Almondz Wealth Advisors Limited (AWAL) Skiffle Health Services Limited (SHSL) North Square Projects Private Limited (NSPPL) Almondz Global Infra-Consultant Limited (AGICL)
<b>Associates</b>	Almondz Insolvency Resolution Private Limited (AIRPL)
<b>Enterprises in which key management personnel and their relatives are able to exercise control or significant influence</b>	Rinku Sobti Fashions Private Limited (RSFPL) Radha Madhav Centre for Social and Cultural Development
<b>Key Management Personnel</b>	Mr. Navjeet Singh Sobti (Executive Vice Chairman and Managing Director) Mr. Jagdeep Singh (Whole-time director) Mr. Rajeev Kumar (Chief Financial Officer)
<b>Relatives of Key Management Personnel</b>	Mrs. Gurpreet N.S. Sobti Navjeet Singh Sobti (HUF) Mrs. Parmeet Kaur

#### (b) Details of related party transactions are as below:

For the year ended March 31, 2019

(i) Transactions with holding, subsidiaries, enterprise in respect of which the Company is an associate and enterprises in which key managerial personnel or their relatives exercise significant influence.

Particulars	ACMS	AFL	ACPL	AWAL	SHSL	AGICL	RSFPL	NORTH
<b>Income</b>								
Sale of bonds	-	86.83	-	-	-	-	-	-
Professional Fee	-	-	-	-	-	-	-	-
Interest received	-	17.79	-	3.45	5.54	42.69	-	3.00
Rent received	-	-	-	-	-	-	-	-
Recovery of expenses	-	-	-	-	-	601.46	-	-
Brokerage received	0.18	0.13	-	-	-	-	-	-
Delayed payment charges	0.01	-	-	-	-	-	-	-
Depository charges	0.11	0.05	-	-	-	-	-	-
<b>Expenditure</b>	-	-	-	-	-	-	-	-
Purchase of bonds	-	79.78	-	-	-	-	-	-
Interest paid	1.81	4.04	-	-	-	-	-	-
Professional Charged Paid	-	-	-	-	-	980.85	-	-
Rent Paid	-	-	-	-	-	-	-	-
Brokerage Paid	-	-	-	-	-	-	-	-

**Notes to the standalone financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

Particulars	ACMS	AFL	ACPL	AWAL	SHSL	AGICL	ADAL	NORTH	AIRPL
<b>Assets/Liabilities</b>									
Loan granted	-	511.80	-	86.55	33.36	1,161.00	-	27.55	-
Loan granted – repayment received	-	387.03	-	73.74	153.05	794.75	-	34.45	-
Loan Taken	225.26	162.25	-	-	-	-	-	-	-
Loan Taken - repayment	225.91	262.25	-	-	-	-	-	-	-
Interest receivable	-	16.53	-	3.45	5.36	41.62	-	2.78	-
Interest receivable – repayment received	-	37.71	-	0.08	10.00	8.59	-	0.22	-
Interest payable	1.63	3.63	-	-	-	-	-	-	-
Interest payable - repayment	18.94	0.96	-	-	-	-	-	-	-
Purchase of Investment	-	-	-	-	-	-	-	-	-
Reimbursable expenditure incurred	0.23	31.74	5.10	6.09	4.55	36.34	-	1.58	-
Reimbursable expenditure repaid	0.23	31.74	4.83	0.91	1.41	15.93	-	1.31	-
<b>Closing balances</b>	-	-	-	-	-	-	-	-	-
Non-current investments	-	3,000.00	225.00	5.00	744.90	499.00	-	1,992.50	123.30
Trade receivables	-	-	-	-	-	-	-	-	-
(Loan Given)	-	243.18	-	40.81	3.86	667.36	-	30.10	-
(Loan Taken)	-	-	-	-	-	-	-	-	-
(Advances Given)	-	-	0.27	5.18	3.14	20.41	-	0.27	-
(Interest Receivable on Loan Given)	-	16.53	-	6.48	17.97	41.62	-	12.04	-
(Interest Payable on Loan Given)	1.63	3.63	-	-	-	-	-	-	-
Trade payables	3.82	-	-	-	-	21.98	-	-	-

**(ii) Transactions with key managerial personnel and enterprises in which key managerial personnel or their relatives exercise significant influence**

Particulars	Navjeet Singh Sobti	Navjeet Singh Sobti (HUF)	Jagdeep Singh	Govind Prasad Agrawal	Gurpreet N.S. Sobti	Ajay Pratap	Parmeet Kaur	Radha Madhav Centre for Social & Cultural Development
<b>Income</b>								
Brokerage received	-	-	0.72	-	-	-	0.54	-
Delayed payment charges	-	-	-	-	-	-	0.37	-
Depository charges	0.01	-	0.04	-	0.00	-	0.02	-
<b>Expenditure</b>								
Rent Paid	-	-	-	-	36.00	-	-	-
Donation Paid	-	-	-	-	-	-	-	-
Expenditure on CSR activities	-	-	-	-	-	-	-	-
Managerial Remuneration	22.57	-	45.00	-	-	22.56	-	-
<b>Assets/Liabilities</b>	-	-	-	-	-	-	-	-
<b>Closing Balance</b>	-	-	-	-	-	-	-	-

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

For the year ended March 31, 2019

- (i) Transactions with holding, subsidiaries, enterprises in respect of which the Company is an associate and enterprises in which key management personnel or their relatives exercise significant influence

Particulars	ACMS	AFL	ACPL	AWAL	SHSL	AGICL	RSFPL	NSPPL
<b>Income</b>								
Interest received	-	40.65	-	2.71	10.91	8.81	-	1.53
Recovery of expenses	-	-	-	-	-	679.17	-	-
Brokerage received	0.79	1.05	-	-	-	-	-	-
Delayed payment charges	0.01	0.16	-	-	-	-	-	-
Depository charges	0.04	0.07	-	-	-	-	-	-
<b>Expenses</b>								
Purchase of bonds	-	-	-	-	-	-	21.86	-
Interest paid	21.05	3.50	-	-	-	-	-	-
Professional charges paid	-	-	-	-	-	11.02	-	-

Particulars	ACMS	AFL	ACPL	AWAL	SHSL	AGICL	ADAL	NSPPL	AIRPL
<b>Assets/Liabilities</b>									
Loan granted	-	1,158.80	-	172.60	191.60	801.00	-	38.00	-
Loan granted- repayment received	-	1,040.39	-	144.60	68.75	503.30	-	9.30	-
Loan taken	-	856.90	500.00	-	-	-	-	-	-
Loan taken - repayment received	-	856.75	400.00	-	-	-	-	-	-
Interest receivable	-	37.71	-	2.63	10.38	8.59	-	1.37	-
Interest receivable - repayment received	-	-	-	-	-	1.50	-	-	-
Interest payable	18.94	3.15	-	-	-	-	-	-	-
Interest payable- repayment	13.63	17.23	-	-	-	-	-	-	-
Reimbursable expenses incurred	4.21	65.78	1.49	38.43	2.02	3.55	0.01	0.40	2.77
Reimbursable expenses repaid	4.18	65.78	1.49	46.13	2.02	3.55	0.01	0.40	2.85

<b>Closing balances</b>									
Non-current investments	-	3,000.00	225.00	5.00	744.90	499.00	-	1,992.50	3.30
Loans given	-	118.41	-	-	-	-	-	-	-
Loans taken	0.65	1,000.00	-	28.00	123.55	301.11	-	37.00	-
Interest receivable on loan given	-	37.71	-	-	-	-	-	-	-
Interest payable on loan taken	18.94	0.96	-	3.11	22.61	8.59	-	9.26	-
Trade payables	0.01	-	-	-	-	-	-	-	-

- (ii) Transactions with key management personnel and enterprises in which key management personnel or their relatives exercise significant influence

Particulars	Navjeet Singh Sobti	Navjeet Singh Sobti (HUF)	Jagdeep Singh	Govind Prasad Agrawal	Gurpreet N.S. Sobti	Ajay Pratap	Parmeet Kaur	Radha Madhav Centre for Social & Cultural Deevlopment
<b>Income</b>								
Brokerage received	0.15	-	0.11	0.01	0.14	-	0.15	-
Depository charges	0.01	0.01	-	-	0.01	-	-	-
<b>Expenses</b>								
Rent paid	-	-	-	-	36.00	-	-	-
Managerial remuneration	37.96	-	60.40	-	-	22.63	-	-

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### Terms and conditions of transactions with the related parties

i) The terms and conditions of the transactions with key management personnel were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

ii) All outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash. None of the balances are secured.

### 46 Fair value measurement and financial instruments

#### a) Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

#### i) As at April 1, 2018

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
Cash and cash equivalents	-	-	1,127.92	<b>1,127.92</b>	-	-	-
Bank balances other than above	-	-	1,317.40	<b>1,317.40</b>	-	-	-
Receivables							
Trade receivables	-	-	1,580.83	<b>1,580.83</b>	-	-	-
Other receivables	-	-	-	-	-	-	-
Loans	-	-	30.85	<b>30.85</b>	-	-	-
Investments	395.40	-	6,424.50	<b>6,819.90</b>	388.65	6.76	-
Inventories	785.59	-	-	<b>785.59</b>	785.59	-	-
Other financial assets	-	-	593.56	<b>593.56</b>	-	-	-
<b>Total</b>	<b>1,180.99</b>	<b>-</b>	<b>11,075.06</b>	<b>12,256.05</b>			
<b>Financial liabilities</b>							
Payables							
Trade payables	-	-	208.64	<b>208.64</b>	-	-	-
Other payables	-	-	1,586.47	<b>1,586.47</b>	-	-	-
Borrowings other than debt securities	-	-	1,313.44	<b>1,313.44</b>	-	-	-
Other financial liabilities	-	-	243.18	<b>243.18</b>	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3,351.73</b>	<b>3,351.73</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### ii) As at March 31, 2019

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
Cash and cash equivalents	-	-	587.36	<b>587.36</b>	-	-	-
Bank balances other than above	-	-	577.13	<b>577.13</b>	-	-	-
Receivables							
Trade receivables	-	-	2,047.00	<b>2,047.00</b>	-	-	-
Other receivables	-	-	-	-	-	-	-
Loans	-	-	590.76	<b>590.76</b>	-	-	-
Investments	344.92	-	6,420.99	<b>6,765.91</b>	338.16	6.76	-
Inventories	169.18	-	-	<b>169.18</b>	169.18	-	-
Other financial assets	-	-	903.52	<b>903.52</b>	-	-	-
<b>Total</b>	<b>514.10</b>	<b>-</b>	<b>11,126.76</b>	<b>11,640.86</b>			
<b>Financial liabilities</b>							
<b>Non-current</b>							
Payables							
Trade payables	-	-	161.00	<b>161.00</b>	-	-	-
Other payables	-	-	1,193.73	<b>1,193.73</b>	-	-	-
Borrowings other than debt securities	-	-	1,162.42	<b>1,162.42</b>	-	-	-
Other financial liabilities	-	-	343.64	<b>343.64</b>	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,860.79</b>	<b>2,860.79</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### iii) As at March 31, 2020

Particulars	Carrying value				Fair value measurement using		
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>							
Cash and cash equivalents	-	-	430.16	<b>430.16</b>	-	-	-
Bank balances other than above	-	-	482.98	<b>482.98</b>	-	-	-
Receivables							
Trade receivables	-	-	1,186.38	<b>1,186.38</b>	-	-	-
Other receivables	-	-	-	<b>-</b>	-	-	-
Loans	-	-	989.11	<b>989.11</b>	-	-	-
Investments	145.78	-	6,572.15	<b>6,717.93</b>	139.02	6.76	-
Inventories	186.92	-	-	<b>186.92</b>	186.92	-	-
Other financial assets	-	-	648.35	<b>648.35</b>	-	-	-
<b>Total</b>	<b>332.70</b>	<b>-</b>	<b>10,309.13</b>	<b>10,641.83</b>			
<b>Financial liabilities</b>							
<b>Non-current</b>							
Payables							
Trade payables			210.68	<b>210.68</b>	-	-	-
Other payables			702.50	<b>702.50</b>	-	-	-
Borrowings other than debt securities	-		846.96	<b>846.96</b>	-	-	-
Other financial liabilities	-		282.64	<b>282.64</b>	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,042.78</b>	<b>2,042.78</b>			

**Level 1:** It includes financial instruments measured using quoted prices.

**Level 2:** 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.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

The Company's borrowings have been contracted at floating rates of interest. Accordingly, the carrying value of such borrowings (including interest accrued but not due) which approximates fair value.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of financial assets and security deposits is similar to the carrying value as there is no significant differences between carrying value and fair value.

The fair value for security deposits were calculated based on discounted cash flows using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

### Valuation processes

The Management performs the valuations of financial assets and liabilities required for financial reporting purposes on a periodic basis, including level 3 fair values.

### b) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk

### Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company has policies covering specific areas, such as interest rate risk, foreign currency risk, other price risk, credit risk, liquidity risk, and the use of derivative and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis.



## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### b) Financial risk management (continued)

#### (i) Credit risk

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Trade receivables	1,186.38	2,047.00	1,580.83
Cash and cash equivalents	430.16	587.36	1,127.92
Bank balances other than cash and cash equivalents	482.98	577.13	1,317.40
Investments	6,717.93	6,765.91	6,819.90
Inventories	186.92	169.18	785.59
Loans	989.11	590.76	30.85
Other financial assets	648.35	903.52	593.56

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The Company's credit risk is primarily to the amount due from customer and investments. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Company does monitor the economic environment in which it operates. The Company manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Company grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the company estimates amounts based on the business environment in which the Company operates, and management considers that the trade receivables are in default (credit impaired) when counterparty seems partly or fully doubtful to pay its obligations.

When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognised in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

Trade receivables as at year end primarily relate to revenue generated from rendering of services.

Trade receivables are generally realised within the credit period.

This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors. Further, the Company does not anticipate any material credit risk of any of its other receivables.

Movement in the allowance for impairment in respect of trade receivables:

Particulars		For the year ended March 31, 2020	For the year ended March 31, 2019
Balance at the beginning		43.85	28.66
Impairment loss recognised / (reversed)		29.80	15.19
Balance at the end		<b>73.65</b>	<b>43.85</b>

#### (ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that its liquidity position, including total cash (including bank deposits under lien and excluding interest accrued but not due) of Rs. 913.99 lac as at March 31, 2020 (March 31, 2019: Rs. 1164.19 lac April 1, 2018: Rs. 2445.32 lac) and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### b) Financial risk management (continued)

The Company's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Company's liquidity position on the basis of expected cash flows.

#### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

As at March 31, 2020	Carrying amount	Contractual cash flows		
		Less than one year	More than one year	Total
Borrowings	846.96	490.23	356.73	846.96
Security refundable	45.22	-	45.22	45.22
Interest accrued on borrowings	5.27	5.27	-	5.27
Trade payables	210.68	210.68	-	210.68
Other payables	702.50	702.50	-	702.50
Expenses payable	135.17	135.17	-	135.17
Employee related payables	96.98	96.98	-	96.98
<b>Total</b>	<b>2,042.78</b>	<b>1,640.82</b>	<b>401.95</b>	<b>2,042.78</b>

As at March 31, 2019	Carrying amount	Contractual cash flows		
		Less than one year	More than one year	Total
Borrowings	1,162.42	529.35	633.07	1,162.42
Security refundable	28.08	-	28.08	28.08
Interest accrued on borrowings	19.90	19.90	-	19.90
Trade payables	161.00	161.00	-	161.00
Other payables	1,193.73	1,193.73	-	1,193.73
Expenses payable	217.69	217.69	-	217.69
Employee related payables	77.97	77.97	-	77.97
<b>Total</b>	<b>2,860.79</b>	<b>2,199.64</b>	<b>661.15</b>	<b>2,860.79</b>

As at April 1, 2018	Carrying amount	Contractual cash flows		
		Less than one year	More than one year	Total
Borrowings	1,313.44	341.78	971.66	1,313.44
Security refundable	3.47	-	3.47	3.47
Interest accrued on borrowings	18.01	18.01	-	18.01
Trade payables	208.64	208.64	-	208.64
Other payables	1,586.47	1,586.47	-	1,586.47
Expenses payable	129.39	129.39	-	129.39
Employee related payables	90.35	90.35	-	90.35
<b>Total</b>	<b>3,349.77</b>	<b>2,374.64</b>	<b>975.13</b>	<b>3,349.77</b>

The above amounts reflects the contractual undiscounted cash flows which may differ from the carrying value of the liabilities at the reporting date.

### iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, the Company mainly has exposure to one type of market risk namely: interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

#### Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

#### Exposure to interest rate risk

The Company's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. Since the Company has no variable borrowing rates in the current year, the Company is not exposed to interest rate risk.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 47 Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Company may return capital to shareholders, raise new debt or issue new shares.

The Company monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Borrowings	846.96	1,162.42	1,313.44
Less: Cash and cash equivalents	(430.16)	(587.36)	(1,127.92)
<b>Adjusted net debt (A)</b>	<b>416.80</b>	<b>575.06</b>	<b>185.52</b>
<b>Total equity (B)</b>	<b>12,500.87</b>	<b>12,415.44</b>	<b>12,503.50</b>
<b>Adjusted net debt to adjusted equity ratio (A/B)</b>	<b>3.33%</b>	<b>4.63%</b>	<b>1.48%</b>

### 48 Share-based payment

The Board of Directors at its meeting held January 3, 2008, approved an issue of stock options up to a maximum of 5% of the then issued equity capital of the Company aggregating to 4,500,000 equity shares of the face value of Rs. 6 each in a manner provided in the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 subject to the approval of the shareholders. The shareholders of the Company vide their special resolution passed through postal ballot on March 4, 2008 approved the issue of equity shares of the Company. The scheme was further amended by the Board of Directors on March 5, 2010 and subsequently by the shareholders of the Company on April 13, 2010 to increase the number of options from 45,00,000 options to 1,50,00,000 options, convertible into equal number of equity shares.

The compensation committee in its meeting held on 26th August 2019 has allotted 44,00,000 options under series "G" to eligible employees of the company/its subsidiary company. However, options granted under series A to F are exercised or lapsed.

A compensation committee comprising independent members of the Board of Directors administers the scheme.

The activity in the scheme during the year ended March 31, 2020 and March 31, 2019 is set out below:

#### ESOPs to directors of the Company

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Options outstanding at beginning of the period	-	-	-
Add: New options granted during the period	5,00,000	-	-
Less: Options exercised	-	-	-
Less: Options lapsed	-	-	-
<b>Options outstanding at end of the period</b>	<b>5,00,000</b>	<b>-</b>	<b>-</b>
Options exercisable at end of the period	5,00,000	-	-

#### ESOPs to persons other than directors of the Company

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Options outstanding at beginning of the period	40,000	1,53,335	3,44,668
Add: New options granted during the period	39,00,000	-	-
Less: Options exercised	-	-	-
Less: Options lapsed	(40,000)	(1,13,335)	(1,91,333)
<b>Options outstanding at end of the period</b>	<b>39,00,000</b>	<b>40,000</b>	<b>1,53,335</b>
Options exercisable at end of the period	39,00,000	40,000	1,53,335

The weighted average share price of options exercised under the scheme during the year ended March 31, 2012 was Rs. 26.25.

No options were exercised during the year ended March 31, 2020.

No option were exercised during last 3 years

No options were exercised during the year ended March 31, 2020.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

**Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:**

Employees entitled	No. of options	Vesting conditions	Weighted contractual life of options (in years)
10	44,00,000	Vesting options would be subject to continued employment with company for two years from date of grant of options	3.5

The Company approved the following grants to select senior level executives of the Company in accordance with the stock option scheme.

Grant date	Exercise price	Options granted	Options vested and exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding
2nd Sep 2019	10.00	44,00,000	-	44,00,000	-	-	44,00,000
<b>Total</b>		44,00,000	-	44,00,000	-	-	44,00,000

### Fair value of options granted:

The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Company.

Grant date	No. of options granted	Weighted average fair value (in Rs.)
2nd Sep 2019	44,00,000	4.50

### Range of exercise prices and weighted average remaining contractual life

Particulars	No. of options granted	Range of exercise prices (in Rs.)	Weighted average exercise price (in Rs.)	Weighted average remaining contractual life (in years)
Outstanding at beginning of the year	40,000	26.25	26.25	-
Granted during the year	44,00,000	10.00	10.00	3.50
Cancelled during the year	-			
Expired during the year	40,000	26.25	26.25	-
Exercised during the year	-			
Outstanding at end of the year	44,00,000	10.00	10.00	3.50
Exercisable at end of the year	-			

The weighted average market price of equity shares for options exercised during the year is Rs Nil (previous year Nil).

### Key assumptions used in Black Scholes Model for calculating fair value as on the date of respective grants

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Dividend yield (%)	-	N.A	N.A
Expected volatility (%)	0.56	N.A	N.A
Risk-free interest rate (%)	0.06	N.A	N.A
Weighted average share price (in Rs.)	N.A	N.A	N.A
Exercise price (in Rs.)	10.00	N.A	N.A
Carrying amount of liability-included in employee benefit obligations	38.50	N.A	N.A

### Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### Share based payment expenses/(Income)

	Year ended March 31, 2020	Year ended March 31, 2019
Employee option plan	38.50	-
<b>Total employee share-based payment expense/(Income)</b>	<b>38.50</b>	<b>-</b>

### 49 First-time Adoption of Ind AS

The company has prepared its first Standalone Financial Statements in accordance with Ind AS for the year ended March 31, 2020. For periods up to and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with Indian GAAP, including accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). The effective date for Company's Ind AS Opening Balance Sheet is April 1, 2018 (the date of transition to Ind AS).

The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended March 31, 2020, the comparative information presented in these financial statements for the year ended March 31, 2019 and in the preparation of an opening Ind AS Balance Sheet at April 1, 2018 (the Company's date of transition). According to Ind AS 101, the first Ind AS Financial Statements must use recognition and measurement principles that are based on standards and interpretations that are effective at March 31, 2020, the date of first-time preparation of Financial Statements according to Ind AS. These accounting principles and measurement principles must be applied retrospectively to the date of transition to Ind AS and for all periods presented within the first Ind AS Financial Statements.

Any resulting differences between carrying amounts of assets and liabilities according to Ind AS 101 as of April 1, 2018 compared with those presented in the Indian GAAP Balance Sheet as of March 31, 2018, were recognized in equity under retained earnings within the Ind AS Balance Sheet.

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

#### A) Exemption and exceptions availed

In the Ind AS Opening Balance Sheet as at April 1, 2018, the carrying amounts of assets and liabilities from the Indian GAAP as at 31 March 2018 are generally recognized and measured according to Ind AS in effect as on March 31, 2020. For certain individual cases, however, Ind AS 101 provides for optional exemptions and mandatory exceptions to the general principles of retrospective application of Ind AS. The Company has used the following exemptions and exceptions in preparing its Ind AS Opening Balance Sheet:

#### A.1 Ind AS optional exemptions

##### A.1.1 Deemed Cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after taking necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties. Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

#### A.2 Ind AS mandatory exceptions

##### A.2.1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2018 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for Impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

##### A.2.2 Classification and measurement of financial assets

Ind AS 101 requires the company to assess classification of financial assets on the basis of facts and circumstances existing as at the date of transition. Further, the standard permits measurement of financial assets accounted on amortised cost basis on fact and circumstances existing as at the date of transition, if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets on the basis of facts and circumstances existing as at the date of transition. Measurement of financial assets has been done retrospectively except where the same is impracticable.

##### A.2.3 Derecognition of financial assets and liabilities

As per Ind AS 101 an entity should apply derecognition requirements in Ind AS 109 prospectively for transaction occurring on or after the date of transition to Ind AS.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### B) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

Particulars	Note	April 1, 2018			March 31, 2019		
		Previous GAAP*	Adjustments	Ind AS	Previous GAAP*	Adjustments	Ind AS
<b>Assets</b>							
<b>Financial assets</b>							
Cash and cash equivalents		1,127.92	-	1,127.92	587.36	-	587.36
Bank balances other than above		1,317.40	-	1,317.40	577.13	-	577.13
Receivables							
Trade receivables	e	1,551.81	29.03	1,580.84	2,059.73	(12.73)	2,047.00
Other receivables		24.63	(24.63)	-	317.42	(317.42)	-
Loans	c	32.53	(1.68)	30.85	592.38	(1.62)	590.76
Investments	f	6,900.40	(80.50)	6,819.90	7,101.26	(335.35)	6,765.91
Inventories	a	750.98	34.61	785.59	168.85	0.33	169.18
Other financial assets	b	684.26	(90.70)	593.56	829.10	74.42	903.52
<b>Total financial assets</b>		<b>12,389.93</b>	<b>(133.87)</b>	<b>12,256.06</b>	<b>12,233.23</b>	<b>(592.37)</b>	<b>11,640.86</b>
<b>Non-financial assets</b>							
Current tax assets (net)		435.67	-	435.67	626.33	-	626.33
Deferred tax assets (net)	i	159.80	12.34	172.14	155.49	111.97	267.46
Property, plant and equipment	j	134.65	-	134.65	130.91	-	130.91
Investment properties	o	2,937.02	-	2,937.02	2,884.02		2,884.02
Other intangible assets		21.74	-	21.74	25.73	-	25.73
Other non-financial assets	b	62.10	79.66	141.76	57.35	134.70	192.05
<b>Total non-financial assets</b>		<b>3,750.98</b>	<b>92.00</b>	<b>3,842.98</b>	<b>3,879.84</b>	<b>246.67</b>	<b>4,126.50</b>
<b>Total Assets</b>		<b>16,140.91</b>	<b>(41.87)</b>	<b>16,099.04</b>	<b>16,113.07</b>	<b>(345.70)</b>	<b>15,767.36</b>

Particulars	Note	April 1, 2018			March 31, 2019		
		Previous GAAP*	Adjustments	Ind AS	Previous GAAP*	Adjustments	Ind AS
<b>Liabilities and Equity</b>							
<b>Financial liabilities</b>							
Payables							
Trade payables		208.64	-	208.64	161.00	-	161.00
Other payables		1,586.47	-	1,586.47	1,342.34	-148.61	1,193.73
Borrowings other than debt securities	g	1,314.78	(1.34)	1,313.44	1,175.65	-13.23	1,162.42
Other financial liabilities	b & h	244.53	(1.37)	243.17	432.14	(88.50)	343.64
<b>Total financial liabilities</b>		<b>3,354.43</b>	<b>(2.70)</b>	<b>3,351.73</b>	<b>3,111.13</b>	<b>(250.34)</b>	<b>2,860.79</b>
<b>Non-financial liabilities</b>							
Provisions		55.95	-	55.95	112.34	-	112.34
Other non-financial liabilities	b	186.42	1.44	187.86	225.41	153.38	378.79
<b>Total non-financial liabilities</b>		<b>242.37</b>	<b>1.44</b>	<b>243.81</b>	<b>337.75</b>	<b>153.38</b>	<b>491.13</b>
<b>Equity</b>							
Equity share capital		1,553.10	-	1,553.10	1,553.10	-	1,553.10
Other equity	a to o	10,991.01	(40.61)	10,950.40	11,111.09	(248.75)	10,862.34
<b>Total equity</b>		<b>12,544.11</b>	<b>(40.61)</b>	<b>12,503.50</b>	<b>12,664.19</b>	<b>(248.75)</b>	<b>12,415.44</b>
<b>Total liabilities and equity</b>		<b>16,140.91</b>	<b>(41.87)</b>	<b>16,099.04</b>	<b>16,113.07</b>	<b>(345.71)</b>	<b>15,767.36</b>



## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### C) Reconciliation of total profit and loss for the year ended March 31, 2019

Particulars	Note	Previous GAAP*	Adjustments	Ind AS
<b>Income</b>				
Revenue from operations	b & f	3,790.63	(144.84)	3,645.79
Other income		158.76	-	158.76
<b>Total Income</b>		<b>3,949.39</b>	<b>(144.84)</b>	<b>3,804.55</b>
<b>Expenses</b>				
Finance costs	b & g	65.30	1.33	66.63
Fees and commission expense		1,383.45	-	1,383.45
Net loss on fair value changes	f	152.32	138.93	291.25
Impairment on financial instruments	e	-	17.45	17.45
Employee benefits expenses	d	1,391.86	(33.17)	1,358.69
Depreciation and amortisation	n	82.84	(1.78)	81.06
Other expenses	b	693.78	6.17	699.95
<b>Total Expenses</b>		<b>3,769.54</b>	<b>128.94</b>	<b>3,898.48</b>
<b>Profit before exceptional items and tax</b>		<b>179.84</b>	<b>(273.77)</b>	<b>(93.93)</b>
Exceptional items	h	0.16	(0.16)	-
<b>Profit before tax</b>		<b>179.68</b>	<b>(273.61)</b>	<b>(93.93)</b>
<b>Current tax</b>				
Current year		57.59	-	57.59
Earlier years		(2.29)	-	(2.29)
Deferred tax	i	4.31	(89.68)	(85.37)
<b>Total tax expense</b>		<b>59.60</b>	<b>(89.68)</b>	<b>(30.08)</b>
<b>Profit for the year</b>		<b>120.08</b>	<b>(183.93)</b>	<b>(63.86)</b>
<b>Other comprehensive income</b>				
<b>Items that will not be reclassified to profit or loss</b>				
Remeasurement of defined benefit plans	d	-	(34.15)	(34.15)
Income tax relating to remeasurement of defined benefit plans	i	-	9.94	9.94
<b>Total other comprehensive income for the year</b>	l	-	<b>(24.21)</b>	<b>(24.21)</b>
<b>Total comprehensive income for the year</b>		<b>120.08</b>	<b>(208.14)</b>	<b>(88.06)</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

### D) Reconciliation of total equity as at March 31, 2019 and April 1, 2018

Particulars	Note	March 31, 2019	April 1, 2018
Total equity as per previous GAAP		12,664.19	12,544.11
<b>Adjustments:</b>			
<b>Opening Ind AS adjustments</b>		(40.61)	
Amortisation of interest free loan to employees	c	0.06	(1.68)
Amortisation of SD receivable/payable	b	(0.42)	(0.80)
Fair value of investment	f	(256.63)	(80.50)
Fair value of inventory	a	(34.29)	34.61
Expected credit loss	e	(17.45)	(3.99)
Amortisation of processing fees	g	(0.97)	(0.44)
Rectification of depreciation on painting and sculpture	n	1.78	-
Rectification of prior period expense	h	0.16	(0.16)
Tax impact of above adjustments	i	99.62	12.35
<b>Total adjustments</b>		<b>(248.75)</b>	<b>(40.61)</b>
<b>Total equity as per Ind AS</b>		<b>12,415.44</b>	<b>12,503.50</b>

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### E) Reconciliation of total comprehensive income for the year ended March 31, 2019

	Note	March 31, 2019
Profit after tax as per previous GAAP		120.08
<b>Adjustments:</b>		
Amortisation of interest free loan to employees	c	0.06
Amortisation of SD receivable/payable	b	(0.42 )
Fair value of investment	f	(256.63)
Fair value of Inventory	a	(34.29)
Actuarial loss on defined benefit plans (net of tax)	d	24.21
Expected credit loss	e	(17.45)
Amortisation of processing fees	g	(0.97)
Rectification of depreciation on painting and sculpture	n	1.78
Rectification of prior period expense	h	0.16
Tax impact of above adjustments	i	99.62
<b>Total adjustments</b>		<b>(183.93)</b>
<b>Profit after tax as per Ind AS</b>		<b>(63.85)</b>
<b>Other comprehensive income (net of tax):</b>		
Actuarial loss on defined benefit plans (net of tax)	d	(24.21)
<b>Total comprehensive income as per Ind AS</b>		<b>(88.06)</b>

### Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2019

	Notes	Previous GAAP	Adjustments	Ind AS
Net cash flow from operating activities	m	(495.82)	241.65	(254.17)
Net cash flow from investing activities	m	(20.41)	(47.33)	(67.74)
Net cash flow from financing activities	m	(275.85)	58.20	(217.65)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(792.08)</b>	<b>252.52</b>	<b>(539.56)</b>
Cash and cash equivalents as at April 1, 2018		1,127.92	-	1,127.92
<b>Cash and cash equivalents as at March 31, 2019</b>		<b>335.84</b>	<b>252.52</b>	<b>588.36</b>

#### Notes to first-time adoption:

##### (a) Inventory

Under previous GAAP, Inventory does not include shares, debentures and other financial instruments held as stock-in-trade. Hence, as per Ind AS 32 Inventory comprising of financial instruments should be measured at fair value. Therefore in compliance with Ind AS, Inventory as on the date of transition being April 1, 2018 has been remeasured at fair value with corresponding impact on retained earnings.

##### (b) Security Deposits

Under previous GAAP, interest free security deposits (that are refundable in cash on completion of the term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly the Company has fair valued these security deposits using the Effective Interest Rate (EIR). The difference between the fair value and transaction value at the time of initial recognition has been recognised as prepaid rent/deferred income as the case may be. In the subsequent years, the fair value of security deposits have been increased/decreased by recognition of corresponding interest income/expenses applying the EIR and prepaid rent/deferred income has been amortised/recognised over the period of security deposits.

##### (c) Interest Free Loan/Loan given on concessional rate of interest

Under previous GAAP, interest free loan (that are repaid by the employees as per the terms of respective loan agreements) are recorded at their transaction value. Under Ind AS, such loans being financial assets are required to be recognised at fair value. Accordingly the Company has fair valued these loans using Effective Interest Rate (EIR). The difference between the fair value and transaction value at the time of initial recognition has been charged to statement of profit & loss/ opening reserves, as the case may be. In the subsequent years, the fair value of such assets have been increased by recognition of corresponding interest income applying the EIR.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### (d) Re-measurement of employee benefits :

Both under Indian GAAP and Ind-AS, the company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to the statement of profit or loss. However, Under Ind-AS, remeasurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are recognised in Other Comprehensive Income.

### (e) Trade receivables :

Under the previous GAAP, provision for doubtful debts are recognised when loss event indicators are visible. However, as per Ind AS 109, the Company is required to apply expected credit loss model for recognising the allowance for doubtful debts. Expected credit losses are defined as the difference between the contractual cash flow due to the Company and cash flow that the Company expect to receive. As a result, the allowances for doubtful debts are recognised in the books of account with a corresponding decrease in retained earnings/trade receivables.

### (f) Investment in equity shares

Under Indian GAAP, Investment in equity shares of other than subsidiary are recorded at cost. However, under Ind AS 32, investment in equity shares which meet the definition of financial assets are classified as financial assets at fair value through profit and loss. Therefore, such financial assets have been fair valued as on April 1, 2018, being the transition date. The profit/(loss) on transition date due to fair valuation has been adjusted against the retained earnings. In the subsequent years, the fair value of investments have been increased/decreased by recognition of corresponding financial income/expenses in the statement of assets & liabilities.

### (g) Borrowings

Under Indian GAAP, transaction costs incurred towards borrowings were charged to profit and loss as and when incurred. Under Ind AS 109, transaction costs incurred towards borrowings are required to be deducted from the carrying amount of borrowings on initial recognition. These costs are recognised in the profit and loss over the tenure of the borrowings as part of the interest expense by applying the effective interest rate method. Accordingly, the borrowings as on transition date has been reduced by transaction cost with corresponding adjustment in the retained earnings.

### (h) Prior period income/expense

Under Indian GAAP, any income or expense pertaining to any period which has not been recognised in profit and loss account for that year was allowed to be recognised as prior period error in next year. Under Ind AS prior period errors are not allowed to be recognised. Hence in compliance with the requirement of Ind AS, the figures of year ending as on March 31, 2019 has been re-stated by reversing the prior period income/expense for that year and recognising the same in the year, in which it was incurred by corresponding increase/decrease in opening reserves.

### (i) Deferred taxes

The above changes increased (decreased) the deferred tax asset as follows based on a tax rate of 27.55% and 27.82% in financial year 2017-18 & 2018-19 respectively:

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 "Income Taxes" requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

The above changes (decreased) the deferred tax asset as follows:

Particulars	Note	April 1, 2018	March 31, 2019
Impact of change in temporary differences between carrying amount and tax base of assets	b, c, d, e, f, g, h, j, o	181.70	267.59
Impact of change in temporary differences between carrying amount and tax base of liability	a & b	(9.56)	(0.14)
<b>Total</b>		<b>172.14</b>	<b>267.46</b>

### (j) Property, plant and equipment and Intangible Assets

Under Previous GAAP cost of property, plant and equipment is recorded at historical cost, however under Ind AS, the Company has opted for deemed cost exemption at date of transition. Hence at the date of transition to Ind AS, property, plant and equipment has been measured at the carrying value as per previous GAAP.

### (k) Other equity:

Retained earnings as at April 1, 2018 has been adjusted consequent to the above Ind AS transition adjustments.

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### (l) Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Items that have been reclassified from statement of profit and loss to other comprehensive income includes remeasurement of defined benefit plans (net of tax). Hence, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

### (m) Statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

### (n) Investment in paintings and sculpture

Under previous GAAP, the Company had been treating investments in painting and sculpture as intangible assets. Recognising this as a GAAP error, the Company has in its transition to Ind AS reversed the depreciation on painting and sculpture and reclassified the same as investments in paintings and sculpture.

### (o) Depreciation on Investment property

In the previous years, the Company had been showing its investment properties as items of PPE. Under Ind AS, the Company has reclassified the investment properties and as at April 1, 2018.

## 50 Income taxes

### A. Amounts recognised in profit or loss

Current tax expense	March 31, 2020	March 31, 2019
Current year	12.55	57.59
Adjustment for prior years	(125.07)	(2.29)
	<b>(112.52)</b>	<b>55.29</b>
<b>Deferred tax expense</b>		
Change in recognised temporary differences	(37.09)	(85.37)
	<b>(37.09)</b>	<b>(85.37)</b>
<b>Total tax expense</b>	<b>(149.60)</b>	<b>(30.08)</b>

### B. Amounts recognised in Other Comprehensive Income

	March 31, 2020			March 31, 2019		
	Before tax	Tax (Expense)/ Income	Net of tax	Before tax	Tax (Expense)/ Income	Net of tax
Remeasurements of defined benefit liability	52.67	(15.34)	37.33	(34.15)	9.94	(24.21)
	<b>52.67</b>	<b>(15.34)</b>	<b>37.33</b>	<b>(34.15)</b>	<b>9.94</b>	<b>(24.21)</b>

### C. Reconciliation of effective tax rate

	March 31, 2020		March 31, 2019	
	Rate	Amount	Rate	Amount
<b>Profit before tax</b>	26.00%	(140.00)	27.82%	(93.93)
Tax using the Company's domestic tax rate <b>(A)</b>		(36.41)		(26.13)
Tax effect of:				
Non-taxable income		39.64		81.42
Deferred Tax		(37.09)		(85.37)
MAT credit entitlement		(115.76)		-
<b>Total (B)</b>		<b>(113.20)</b>		<b>(3.95)</b>
<b>(A)+(B)</b>		<b>(149.61)</b>		<b>(30.08)</b>

**Notes to the standalone financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

**D. Movement in deferred tax balances**

	<b>As at March 31, 2019</b>	<b>Recognized in P&amp;L</b>	<b>Recognized in OCI</b>	<b>As at March 31, 2020</b>
<b>Deferred Tax Assets</b>				
Employee benefits	31.70	6.42	(15.34)	22.79
Property, plant and equipment and intangibles	69.74	(1.98)	-	67.75
Investment property	14.62	25.68	-	40.30
Trade receivables	12.20	6.95	-	19.15
Investments	132.74	(2.94)	-	129.80
Security deposit	0.39	(0.39)	-	-
Leases	-	9.42	-	9.42
MAT credit entitlement	-	115.76	-	115.76
Borrowings	0.39	(0.39)	-	-
Other non-current liabilities	5.81	(5.81)	-	-
<b>Sub- Total (a)</b>	<b>267.59</b>	<b>152.71</b>	<b>(15.34)</b>	<b>404.97</b>
<b>Deferred Tax Liabilities</b>				
Security deposit	(0.05)	0.05	-	-
Inventory	(0.09)	0.09	-	-
<b>Sub- Total (b)</b>	<b>(0.14)</b>	<b>0.14</b>	<b>-</b>	<b>-</b>
<b>Net Deferred Tax Asset (a)-(b)</b>	<b>267.46</b>	<b>152.85</b>	<b>(15.34)</b>	<b>404.97</b>

	<b>As at April 1, 2018</b>	<b>Recognized in P&amp;L</b>	<b>Recognized in OCI</b>	<b>As at March 31, 2019</b>
<b>Deferred Tax Assets</b>				
Employee benefits	15.88	5.88	9.94	31.70
Property, plant and equipment and intangibles	78.92	(9.18)	-	69.74
Investment property	14.33	0.29	-	14.62
Trade receivables	7.90	4.30	-	12.20
Investments	60.76	71.99	-	132.74
Security deposit	0.52	(0.13)	-	0.39
Borrowings	0.12	0.27	-	0.39
Other financial liabilities	0.05	(0.05)	-	-
Other non-financial liabilities	3.22	2.58	-	5.81
<b>Sub- Total (a)</b>	<b>181.70</b>	<b>75.95</b>	<b>9.94</b>	<b>267.59</b>
<b>Deferred Tax Liabilities</b>				
Security deposit	(0.02)	(0.03)	-	(0.05)
Inventory	(9.54)	9.45	-	(0.09)
<b>Sub- Total (b)</b>	<b>(9.56)</b>	<b>9.42</b>	<b>-</b>	<b>(0.14)</b>
<b>Net Deferred Tax Asset (a)-(b)</b>	<b>172.14</b>	<b>85.37</b>	<b>9.94</b>	<b>267.46</b>

## Notes to the standalone financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

- 51** There are no borrowing costs that have been capitalised during the year ended March 31, 2020 and March 31, 2019.
- 52** There have been no events after the reporting date that require adjustment/disclosure in these financial statements.
- 53** COVID-19 outbreak was declared a pandemic by the World Health Organization on 11 March, 2020. The Indian Government on 24 March, 2020, announced a 21- day complete lockdown across the country, to contain the spread of the virus. The lockdown has since been extended with gradual relaxations. Stock Broking services, being part of Capital Market operations have been declared as essential services and accordingly, the Company faced no business interruption on account of the lockdown. There has been no material change in the controls or processes followed in the closing of the financial statements of the Company.
- As at 31 March, 2020, based on facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties, which affect its liquidity position; and its ability to continue as a going concern. The ongoing COVID-19 situation may result in some changes in the overall economic and market conditions, which may in turn have an impact on the operations of the Company.
- 54** Previous year's figures have been regrouped / reclassified as per the current year's presentation for the purpose of comparability.

As Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No.: 082466

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

Place: New Delhi  
Date: 28th July 2020

Place: New Delhi  
Date: 28th July 2020



## INDEPENDENT AUDITOR'S REPORT

**To the Members of**

**ALMONDZ GLOBAL SECURITIES LIMITED**

**Report on the Consolidated Financial Statements**

### Opinion

We have audited the Consolidated financial statements of **ALMONDZ GLOBAL SECURITIES LIMITED** (hereinafter referred to as "the holding company"), its subsidiaries (the holding company and its subsidiaries together referred to as "the group") and its associates, which comprising of the consolidated balance sheet as at 31st March 2020, and the consolidated statement of Profit and Loss (Including Other Comprehensive Income), the consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associate the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs of the Group and its associate, as at 31 March 2020, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the consolidated 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 consolidated 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 consolidated 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 Ind AS financial statements.

Key Audit Matters	How our audit addressed the key audit matter
<b>1. Transition to Ind AS accounting framework (as described in note 2 of the Ind AS financial statements)</b>	
In accordance with the roadmap for implementation of Indian Accounting Standards (Ind AS) for non-banking financial companies, as announced by the Ministry of Corporate Affairs, the Company has adopted Ind AS from April 1, 2019 with an effective date of April 1, 2018 for such transition. For periods up to and including the year ended March 31, 2019, the Company had prepared and presented its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "previous GAAP"). In order to give effect of the transition to Ind AS, these financial statements for the year ended March 31, 2020, together with the comparative financial information for the previous year ended March 31, 2019 and the transition date balance sheet as at April 1, 2018 have been prepared under Ind AS.	Read the Ind AS impact assessment performed by the management and the resultant changes made to the accounting policies considering the requirements of the new framework.
The transition has involved significant changes in the Company's financial reporting policies and processes, including generation of reliable and supportable financial information. Further, the management has exercised significant judgment for giving an appropriate effect of the first-time adoption principles of Ind AS 101, as at transition date and to determine the impact of the new accounting framework on certain accounting and disclosure requirements prescribed under relevant accounting standards, to the extent applicable.	Assessed the judgment exercised by the management in applying the first-time adoption principles of Ind AS 101 especially in respect of fair valuation of assets and liabilities existing as at transition date.
In view of the material impact and complexities and significant judgment involved in implementing Ind AS, we have focused on this area in our audit.	Read changes made to accounting policies in light of the requirements of the new framework.
	We understood the financial statement closure process and the additional controls established by the Company for transition to Ind AS.
	Assessed the judgment applied by the Company in determining its business model for classification of financial assets.
	Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS.
	Assessed disclosures made by the management for compliance with IND AS.

### Other Information

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

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the auditor otherwise appears to be materially misstated.

When we read such other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant applicable requirements of the standard on auditing for auditor's responsibility in relation to other information in documents containing audited Ind AS financial statements. We have nothing to report in this regard.

### Management's Responsibility and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group and its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, Or has no realistic alternative but to do so.

That respective Board of Directors of the companies included in the Group and its associates are also responsible for overseeing the financial reporting process of the Group and its associates.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS 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 Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to Ind AS financial statements 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors,

to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

As required by Section 143(3) of the Act, based on our audit and the other financial information of subsidiaries and the associate, we report, to the extent applicable, that:

- (a) We have relied upon 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 of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the Ind AS financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Accounting Standards) Amendment Rules, 2016;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate, none of the directors of the Group's companies or its associates incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies and

associate, refer to our separate Report in "Annexure-A" this report;

- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associate, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Holding Company, its subsidiaries and its associates to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its consolidated Ind AS financial statements - Refer Note 48 to the consolidated Ind AS financial statements;
  - ii. The Group, and its associates did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2020
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries or its associates during the year ended March 31, 2020.

**For Mohan Gupta & Company**  
**Chartered Accountants**

Firm's Registration Number:- 0006519N

**CA Mohan Gupta**  
Partner

Membership Number: 082466  
UDIN: 20082466AAAAAR5563

Place: New Delhi  
Date: 28.07.2020

## Annexure - A to the Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of ALMONDZ GLOBAL SECURITIES LIMITED as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of ALMONDZ GLOBAL SECURITIES LIMITED (hereinafter referred to as the "holding company") and its subsidiary companies, as of that date.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements 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 Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 with references to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

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

**For Mohan Gupta & Company**  
**Chartered Accountants**

Firm's Registration Number:- 0006519N

**CA Mohan Gupta**

Partner

Membership Number- 082466

UDIN: 20082466AAAAAR5563

Place: New Delhi

Date: 28.07.2020



**Consolidated Balance Sheet as at 31 March 2020**

(All amounts are Rupees in lacs unless otherwise stated)

	Note	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Assets</b>				
<b>Financial assets</b>				
Cash and cash equivalents	3	1,820.88	1,168.36	1,818.53
Bank balances other than above	4	1,064.17	1,159.90	1,859.00
Receivables				
Trade receivables	5	2,543.99	3,517.83	2,402.00
Other receivables	6	65.31	111.12	28.05
Inventories - financial assets	7	186.92	169.18	1,321.18
Loans	8	2,421.02	2,985.51	2,625.08
Investments	9	149.39	548.53	599.01
Investment in associates accounted by using equity method	55	2,458.59	2,046.57	1,714.64
Other financial assets	10	856.20	929.51	810.15
		<b>11,566.47</b>	<b>12,636.51</b>	<b>13,177.64</b>
<b>Non-financial assets</b>				
Inventories	11	11.96	10.86	11.37
Income tax assets (net)	12	1,179.15	906.14	665.80
Deferred tax assets (net)	13	506.13	323.22	247.15
Property, plant and equipment	14	682.85	761.77	718.62
Investment property	15	3,289.19	3,417.89	3,235.96
Capital work in-progress	16	-	2.54	-
Goodwill	17	28.74	28.74	28.74
Other intangible assets	18	48.89	63.34	45.03
Right-of-use assets	19	695.54	-	-
Other non-financial assets	20	816.98	780.68	589.00
		<b>7,259.43</b>	<b>6,295.18</b>	<b>5,541.67</b>
<b>Total Assets</b>		<b>18,825.90</b>	<b>18,931.69</b>	<b>18,719.31</b>
<b>Liabilities and Equity</b>				
<b>Liabilities</b>				
<b>Financial liabilities</b>				
Payables				
Trade payables	21	422.63	229.54	370.20
Other payables	22	735.34	1,465.10	1,139.33
Borrowings other than debt securities	23	1,381.25	2,021.47	3,114.09
Lease liabilities	24	792.36	-	-
Other financial liabilities	25	599.57	775.06	487.26
		<b>3,931.15</b>	<b>4,491.17</b>	<b>5,110.88</b>
<b>Non-financial liabilities</b>				
Income tax liabilities	26	3.17	-	-
Deferred tax liabilities	27	14.32	12.78	8.09
Provisions	28	226.65	211.55	139.36
Other non-financial liabilities	29	300.68	408.25	299.91
		<b>544.82</b>	<b>632.58</b>	<b>447.36</b>
<b>Equity</b>				
Equity share capital	30	1,553.10	1,553.10	1,553.10
Other equity	31	12,796.83	12,254.84	11,608.81
Non-controlling interest	55	-	-	(0.84)
		<b>14,349.93</b>	<b>13,807.94</b>	<b>13,161.07</b>
<b>Total Liabilities and Equity</b>		<b>18,825.90</b>	<b>18,931.69</b>	<b>18,719.31</b>

Summary of significant accounting policies  
The accompanying notes form an integral part of these financial statements.

1 & 2

Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm Registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No. 082466

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

Place: New Delhi  
Date: 28th July 2020

Place: New Delhi  
Date: 28th July 2020

## Consolidated Statement of Profit and Loss for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

	Note	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Income</b>			
<b>Revenue from operations</b>			
Interest income	32	449.21	672.29
Dividend income	33	9.04	7.38
Fees and commission income	34	5,401.74	6,593.83
Net gain on fair value changes	35	18.91	9.58
Other operating income	36	178.01	168.07
		<b>6,056.91</b>	<b>7,451.15</b>
<b>Other income</b>	37	385.41	379.55
		<b>385.41</b>	<b>379.55</b>
<b>Total Income</b>		<b>6,442.32</b>	<b>7,830.70</b>
<b>Expenses</b>			
Finance costs	38	245.53	253.90
Fees and commission expense	39	1,894.28	1,800.38
Net loss on fair value changes	40	53.24	291.25
Impairment on financial instruments	41	54.99	110.22
Purchases of stock in-trade	42	9.57	16.97
Changes in inventory held as stock in-trade	43	(0.69)	(2.11)
Employee benefits expenses	44	2,602.35	3,053.21
Depreciation and amortisation	45	333.51	167.80
Other expenses	46	1,297.29	1,747.76
<b>Total Expenses</b>		<b>6,490.07</b>	<b>7,439.38</b>
<b>Profit before share of net profits of investments accounted for using equity method and tax</b>		<b>(47.75)</b>	<b>391.32</b>
Share of net profit of associates accounted for using equity method	55	290.27	331.95
<b>Profit before tax</b>		<b>242.52</b>	<b>723.27</b>
<b>Tax expense</b>			
Current tax	58	68.57	156.90
Income tax for earlier years	58	(52.79)	(4.82)
MAT credit (entitlement)	58	(136.94)	-
Deferred tax charge	58	(68.89)	(69.77)
		<b>(190.05)</b>	<b>82.31</b>
<b>Profit after tax</b>		<b>432.57</b>	<b>640.96</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurement of defined benefit plans	43	99.12	(7.16)
Income tax relating to these items	58	(28.20)	2.81
<b>Other comprehensive income for the year</b>		<b>70.92</b>	<b>(4.35)</b>
<b>Total comprehensive income</b>		<b>503.49</b>	<b>636.61</b>
<b>Profit attributable to:</b>			
Equity holders of the holding company		432.57	640.96
Non-controlling interest		-	-
		<b>432.57</b>	<b>640.96</b>
<b>Other comprehensive income attributable to:</b>			
Equity holders of the holding company		70.92	(4.35)
Non-controlling interest		-	-
		<b>70.92</b>	<b>(4.35)</b>
<b>Total comprehensive income attributable to:</b>			
Equity holders of the holding company		503.49	636.61
Non-controlling interest		-	-
		<b>503.49</b>	<b>636.61</b>
<b>Earnings per equity share (in Rs.):</b>	47		
Nominal value of Rs. 6 each (Previous year Rs. 6 each)			
Basic earning per share		1.95	2.46
Diluted earning per share		1.88	2.46

Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm Registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No. 082466

Place: New Delhi  
Date: 28th July 2020

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

Place: New Delhi  
Date: 28th July 2020

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J



## Consolidated Statement of Cash Flows for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

		For the year ended March 31, 2020	For the year ended March 31, 2019
<b>A</b>	<b>Cash flow from operating activities</b>		
	Profit before tax	242.52	723.27
	Adjustments for:		
	Depreciation and amortisation of property, plant and equipment and intangibles	113.80	106.64
	Depreciation on investment property	58.59	61.16
	(Profit) on disposal of property, plant and equipment (net)	(9.97)	(0.94)
	Impairment on financial instruments	54.99	110.22
	Employee stock option reserve	38.50	-
	Net (gain) on fair value changes	(53.24)	(291.25)
	Items of other comprehensive income	70.92	(4.35)
	Liabilities written back	(10.24)	(23.64)
	Provisions written back	(30.55)	(184.20)
	Interest received on income tax refund	(28.81)	(4.84)
	Finance cost	153.09	253.90
	Impact of Lease Liability/Right to use asset (including related Interest & Amortisation Cost)	96.83	-
	Other consolidation adjustments	-	9.42
	<b>Operating profit before working capital changes</b>	<b>696.43</b>	<b>755.39</b>
	<b>Movement in working capital</b>		
	(Increase)/decrease in inventories	(18.83)	1,152.51
	(Increase)/decrease in trade and other receivables	964.66	(1,309.13)
	(Increase)/decrease in loan	564.49	(360.43)
	(Increase) bank balance other than cash and cash equivalents	95.72	699.10
	Decrease/(increase) in other financial assets	73.30	(119.36)
	(Increase) in other non-financial assets	(36.29)	(191.68)
	Increase/(decrease) in trade and other payables	(495.89)	392.96
	Increase/(decrease) in other financial liability	(35.64)	287.80
	Increase in provisions	15.10	72.19
	Increase in other non-financial liability	(107.57)	108.34
	<b>Cash generated from/ (used in) operations</b>	<b>1,715.48</b>	<b>1,487.69</b>
	<b>Less: Income tax paid (net of refunds)</b>	<b>(261.16)</b>	<b>(394.04)</b>
	<b>Net cash inflow from/ (used in) operating activities (A)</b>	<b>1,454.32</b>	<b>1,093.65</b>
<b>B</b>	<b>Cash flows from investing activities</b>		
	(Payments for) property, plant and equipment, intangible assets & CWIP	(7.93)	(169.69)
	Proceeds from/(payments for) investment property	70.10	(243.08)
	Interest income	28.81	4.84
	Investments made	40.38	9.78
	Movement in non-controlling interest	-	0.84
	<b>Net cash inflow from/ (used in) investing activities (B)</b>	<b>131.36</b>	<b>(397.31)</b>

## Consolidated Statement of Cash Flows for the year ended March 31, 2020 *Cont...*

*(All amounts are Rupees in lacs unless otherwise stated)*

		For the year ended March 31, 2020	For the year ended March 31, 2019
<b>C</b>	<b>Cash flows from financing activities</b>		
	(Payments for)/proceeds from borrowings	(640.22)	(1,092.61)
	Interest Paid (Net)	(292.94)	(253.90)
	<b>Net cash inflow from/ (used in) financing activities (C)</b>	<b>(933.16)</b>	<b>(1,346.51)</b>
	<b>Net increase (decrease) in cash and cash equivalents (A+B+C)</b>	<b>652.52</b>	<b>(650.17)</b>
	Cash and cash equivalents at the beginning of the year	1,168.36	1,818.53
	<b>Cash and cash equivalents at the end of the year</b>	<b>1,820.88</b>	<b>1,168.36</b>
	<b>Notes to statement of cash flows:</b>		
(i)	<b>Components of cash and bank balances (refer note 3 and 4)</b>		
	Cash and cash equivalents		
	- Cash on hand	151.49	194.72
	- Deposits with bank (less than 3 months)	5.00	263.28
	- Balances with banks in current account	1,664.39	710.36
		<b>1,820.88</b>	<b>1,168.36</b>

- (ii) There are no reconciliation items between the opening and closing balances in the balance sheet for liabilities arising from financing activities.
- (iii) The above Cash Flow Statement has been prepared in accordance with the "Indirect Method" as set out in the Ind AS - 7 on "Cash Flow Statements" specified under Section 133 of the Companies Act, 2013, as applicable.
- (iv) The above statement of cash flows should be read in conjunction with the accompanying notes 1 to 64.

Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm Registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No. 082466

Place: New Delhi  
Date: 28th July 2020

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

Place: New Delhi  
Date: 28th July 2020

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

## Consolidated Statement of Changes in Equity for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### A. Equity share capital

Balance as at April 1, 2018	1,553.10
Change in equity share capital	-
<b>Balance as at March 31, 2019</b>	<b>1,553.10</b>
Change in equity share capital	-
<b>Balance as at March 31, 2020</b>	<b>1,553.10</b>

### B. Other equity

Particulars	Attributable to equity holders of the holding company								Total	Attributable to non-controlling interests
	Reserves and surplus							Items of other comprehensive income		
	Securities premium	Capital reserve	Amalgamation reserve	ESOP reserve	Special reserve	General reserve	Retained earnings	Remeasurement of defined benefit obligation		
<b>Balance as at April 1, 2018</b>	3,966.72	810.99	1,127.20	-	184.23	170.00	5,373.80	-	11,632.94	(0.84)
Impact of Ind AS adjustments (Refer Note 57)	-	-	-	-	-	-	(29.35)	-	(29.35)	0.00
<b>Restated balance at beginning of reporting period</b>	<b>3,966.72</b>	<b>810.99</b>	<b>1,127.20</b>	<b>-</b>	<b>184.23</b>	<b>170.00</b>	<b>5,344.45</b>	<b>-</b>	<b>11,603.59</b>	<b>(0.84)</b>
Profit for the year	-	-	-	-	-	-	640.96	-	640.96	-
Other comprehensive income	-	-	-	-	-	-	-	(4.35)	(4.35)	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>640.96</b>	<b>(4.35)</b>	<b>636.61</b>	<b>-</b>
Transferred from retained earnings	-	-	-	-	67.85	-	(67.85)	-	-	-
Adjustments during the year	-	-	-	-	-	-	9.42	-	9.42	0.84
<b>Balance as at March 31, 2019</b>	<b>3,966.72</b>	<b>810.99</b>	<b>1,127.20</b>	<b>-</b>	<b>252.07</b>	<b>170.00</b>	<b>5,926.98</b>	<b>(4.35)</b>	<b>12,249.61</b>	<b>-</b>
Profit for the year	-	-	-	-	-	-	432.57	-	432.57	-
Other comprehensive income	-	-	-	-	-	-	-	70.92	70.92	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>432.57</b>	<b>70.92</b>	<b>503.49</b>	<b>-</b>
Transferred from retained earnings	-	-	-	-	27.66	-	(27.66)	-	-	-
Adjustments during the year	-	-	-	38.50	-	-	-	-	38.50	-
<b>Balance as at March 31, 2020</b>	<b>3,966.72</b>	<b>810.99</b>	<b>1,127.20</b>	<b>38.50</b>	<b>279.73</b>	<b>170.00</b>	<b>6,331.89</b>	<b>66.57</b>	<b>12,791.60</b>	<b>-</b>

Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm Registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No. 082466

Place: New Delhi  
Date: 28th July 2020

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate Affairs  
Membership No.: F8480

Place: New Delhi  
Date: 28th July 2020

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

## Notes to the consolidated financial statements for the year ended March 31, 2020

### Reporting Entity

The Almondz Global Group is involved in the business of providing professional advisory and consultancy services in the areas of equity and debt capital markets, private equity and M&A, infrastructure advisory, equity broking and wealth management, debt portfolio management services and distribution, providing commodity trading platform at MCX and NCDEX to retail and corporate sectors, providing technical and consultancy services in the areas of management, engineering, industrial, technical and financial for infrastructure sectors, receiving brokerage and commission by providing services in the above mentioned sectors, real estate services, health care activities, providing diagnostic and treatment services across all spectrums of eye disorders.

The company along with its subsidiaries its associates have been collectively hereinafter referred to as "the Group".

### 1. Basis of preparation

#### (i) Statement of compliance with Indian Accounting Standards:

These consolidated Ind AS financial statements ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Group has uniformly applied the accounting policies for all the periods presented in these financial statements.

The consolidated financial statements for the year ended March 31, 2020 are the first financial statements which has been prepared in accordance with Ind AS and other applicable guidelines issued by the Reserve Bank of India (RBI).

The consolidated financial statements up to and for the year ended March 31, 2019 were prepared in accordance with the accounting standards notified under Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP) and other relevant provisions of the Act, and other applicable guidelines issued by the RBI which have been adjusted for the differences in the accounting principles adopted by the Group on transition to Ind AS.

The consolidated financial statements for the year ended March 31, 2020 were authorised and approved for issue by the Board of Directors on July 28, 2020.

The significant accounting policies adopted for preparation and presentation of these financial statements are included in Note 2. These policies have been applied consistently, except for the changes in accounting policy for amendments to the standards that were issued effective for annual period beginning on or after April 1, 2019 relating to Ind AS 116 on Leases.

#### (ii) Principles of consolidation

The consolidated financial statements related to Almondz Global Securities Limited hereinafter referred to as the "Company" and its subsidiaries and its associates together hereinafter referred to as the "Group" comprises the following:

Name of the Company	Date of Incorporation	Country of Incorporation	% of voting power held as at		
			March 31, 2020	March 31, 2019	April 1, 2018
<b>Subsidiaries</b>					
Almondz Finanz Limited (AFL)	12 May 2006	India	100%*	100%*	100%*
Almondz Commodities Private Limited (ACPL)	17 August 2005	India	100%*	100%*	100%*
Almondz Wealth Advisors Limited (AWAL)	25 September 2008	India	100%*	100%*	100%*
Skiffle Healthcare Services Limited (SHSL)	14 December 2012	India	100%*	100%*	100%
Almondz Global Infra- Consultant Limited (AGICL)	12 December 2013	India	100%*	100%*	100%*
North Square Projects Private Limited (NSPPL)	06 August 2012	India	100%*	100%*	100%*
Almondz Debt Advisors Limited (ADAL)	16 December 2011	India	-	-	70%*
<b>Associates</b>					
Almondz Insolvency Resolutions Services Private Limited	04 October 2017	India	33.33%	33.33%	33.33%
Premier Alcobev Private Limited	25 May 2007	India	50%*	50%*	50%*

\* including shares of beneficial interest through other persons.

The consolidated financial statements incorporate the financial statements of the Parent company and all its subsidiaries (from the date control is gained, being the entities that it controls). Control is evidenced where the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those return through its power over the investee. The financial statements of the subsidiaries are prepared for the same reporting year as the parent company.

Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the parent company

The financial statements of subsidiaries acquired or disposed-off during the year are included in the consolidated financial statements from the effective date of acquisition or up to the effective date of disposal, as appropriate. Intra group balances and transactions, and any unrealised income and expenses arising from intra group transactions are eliminated in preparing the consolidated financial statements.

#### (iii) Financial and non-financial classification

All assets and liabilities have been classified and presented on the basis of liquidity as financial or non-financial as permitted by Division III of Schedule III to the Act.

## Notes to the consolidated financial statements for the year ended March 31, 2020

### (iv) Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lacs, unless otherwise indicated.

### (v) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

### (vi) Use of estimates and judgements

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

#### **Significant management judgements**

**Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

**Business model assessment** - The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and accordingly prospective change to the classification of those assets are made.

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Classification of leases** – Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate

the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contract.

**Expected credit loss (ECL)** – The measurement of expected credit loss allowance for financial assets measured at amortised cost requires use of complex models and significant assumptions about future economic conditions and credit behaviour (e.g. likelihood of customers defaulting and resulting losses). The Group makes significant judgements regarding the following while assessing expected credit loss:

- Determining criteria for significant increase in credit risk;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/ market and the associated ECL; and
- Establishing groups of similar financial assets for the purposes of measuring ECL.

**Provisions** – At each balance sheet date, based on the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

#### **Significant estimates**

**Useful lives of depreciable/amortisable assets** – Management reviews its estimate of useful lives, residual values and method of depreciation of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

**Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on several underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

## 2.1 Summary of significant accounting policies

### (i) Stock-in-trade

A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial

## Notes to the consolidated financial statements for the year ended March 31, 2020

instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognised at fair value.

Goods are valued at lower of cost or net realisable value. Cost comprises of all cost of purchase, cost of conversion and other cost incurred in bringing them to their respective present location and condition. Cost is determined using FIFO method of inventory valuation.

Consumables are valued at lower of cost or net realisable value.

### (ii) Cash and cash equivalents

Cash and cash equivalents consist of cash, bank balances in current and short term highly liquid investments that are readily convertible to cash with original maturities of three months or less at the time of purchase.

### (iii) Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

### (iv) Property, plant and equipment

#### Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit and loss.

#### Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses.

Depreciation on property, plant and equipment is provided on the written-down value method over the useful life of the assets as prescribed under Part 'C' of Schedule II of the Companies Act, 2013.

Asset class	Useful life
Building	60 years
Plant and machinery	5-15 years
Office equipment	5 years
Computer equipment	3 years
Furniture and fixtures	10 years
Vehicles	8-10 years

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

#### De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the statement of profit and loss, when the asset is de-recognised.

#### Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost and related incidental expenses to acquire property, plant and equipment. Assets which are not ready for intended use are also shown under capital work-in-progress.

#### Transition to Ind AS

The Group has elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2018.

### (v) Intangible assets

#### Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including license fees paid, import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

#### Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.



## **Notes to the consolidated financial statements for the year ended March 31, 2020**

### **Transition to Ind AS**

The Group has elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2018.

### **(vi) Revenue from operations**

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflect the consideration which the Group expects to receive in exchange for those product or services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any taxes/duties and discounts.

The Group disaggregates revenue from contracts with customers by industry verticals and nature of services .

Revenue from related parties is recognised based on transaction price which is at arm's length.

### **Advisory and consultancy services**

Fee is booked on the completion of task/project as per the terms of agreement. However, where the percentage of completion is significant enough to ascertain the outcome reliably, revenue is recognised to the extent it can be accurately measured.

### **Wealth/broking activities**

Income from broking on distribution operations is recognised on the closure of the issue of mutual funds, bonds, fixed deposits and other money market instruments. Income from stock broking operations is accrued on completion of transaction at the stock exchanges for commission from broking operations.

In the case of trading in bonds, the profit/ loss from the transaction is recognised on the closure of the deal and consequent delivery of the bond.

Income from investment banking activities and other fees is recognised as and when such services are completed / performed and as per terms of agreement with the client (i.e. when the performance obligation is completed).

Income from depository operations is accounted when the performance obligation is completed.

Commission (net of taxes and other statutory charges) income from distribution of financial products is recognised based on mobilisation and intimation received from clients/ intermediaries or over the period of service after deducting claw back as per the agreed terms.

Brokerage and other revenue from operations are recognised net of GST wherever applicable.

### **Trading in shares and securities**

Revenue on account of trading in shares is recognised on the basis of each trade executed at the stock exchange during the financial year.

In respect of non-delivery based transactions such as derivatives and intraday, the profit and loss is accounted for at the completion of each settlement, however in case of an open settlement the net result of transactions which are squared up on FIFO basis is recognised as profit/loss in the account.

### **Eye services**

Revenue from eyecare services is recognised in the profit and loss over the period of service in proportion to the stage of completion of the services at reporting date.

Fee is recorded at invoice value, net of discounts and taxes if any.

Revenue from related parties is recognised based on transaction price which is at arm's length.

### **Professional fees**

Revenue from brokerage and other revenues from operation are recognised upon transfer of control of promised service to customer in an amount that reflect the consideration which the Group expects to receive in exchange for those services at the fair value of the consideration received or receivable, which is generally the transaction price, net of any discounts.

### **Revenue from commission**

Revenue in respect of commissions received is recognised in profit and loss over the period of contract in proportion to the stage of completion of the services at the reporting date. The stage of completion is assessed as per the terms of the agreement. Fee is recorded at invoice value, net of discounts and taxes, if any.

### **Interest income**

Under Ind AS 109 interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at FVTPL.

The EIR in case of a financial asset is computed:

- a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.
- b. By considering all the contractual terms of the financial instrument in estimating the cash flows.
- c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in the Statement of profit and loss with the corresponding adjustment to the carrying amount of the assets.

Interest income on credit impaired assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

### **Net gain on fair value changes**

Any differences between the fair values of financial assets (including investments, derivatives and stock in trade) classified as fair value through the profit or loss ("FVTPL") (refer Note 35), held by the Group on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of profit and loss.

## Notes to the consolidated financial statements for the year ended March 31, 2020

However, net gain / loss on de-recognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of profit and loss.

### Dividend

Revenue is recognised when the Group's right to receive payment is established by the balance sheet date.

### Other revenue

In respect of other heads of income, the Group follows the practice of recognising income on accrual basis.

### (vii) Expenses

Expenses are recognised on accrual basis and provisions are made for all known losses and liabilities. Expenses incurred on behalf of other companies, in India, for sharing personnel, common services and facilities like premises, telephones, etc. are allocated to them at cost and reduced from respective expenses.

Similarly, expenses allocation received from other companies is included within respective expense classifications.

### (viii) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use, are capitalised. Borrowing costs consists of interest and other cost that the Group incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method.

### (ix) Taxation

Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it recognised in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

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

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and

shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

### (x) Employee benefits

#### Short-term employee benefits

Short-term employee benefits including salaries, short term compensated absences (such as a paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non-monetary benefits for current employees are estimated and measured on an undiscounted basis.

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

#### Defined contribution plans

The Group has a defined contribution plans namely provident fund, pension fund and employees state insurance scheme. The contribution made by the Group in respect of these plans are charged to the Statement of Profit and Loss.

#### Defined benefit plans

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Under the defined benefit plans, the amount that an employee

## **Notes to the consolidated financial statements for the year ended March 31, 2020**

will receive on retirement is defined by reference to the employee's length of service and last drawn salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been set aside. The liability recognised in the statement of financial position for defined benefit plans is the present value of the Defined Benefit Obligation (DBO) at the reporting date less the fair value of plan assets. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability/asset are included in other comprehensive income.

### **Other long-term employee benefits**

The Group also provides the benefit of compensated absences to its employees which are in the nature of long-term employee benefit plans. Liability in respect of compensated absences becoming due and expected to avail after one year from the Balance Sheet date is estimated in the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from experience and changes in actuarial assumptions are charged to Statement of Profit and Loss in the year in which such gains or losses are determined.

## **(xi) Leases**

### **Group as a lessee**

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all the economic benefits from use of the asset through the period of the lease and
- (iii) the Group has the right to direct the use of the asset.

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

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

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

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term

and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

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

### **Group as a lessor**

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease.

For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

## **(xii) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## **(xiii) Foreign currency**

### **Transactions and balances**

Foreign currency transactions are translated into the functional currency, by applying the exchange rates on the foreign currency amounts at the date of the transaction. Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

## Notes to the consolidated financial statements for the year ended March 31, 2020

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss in the year in which they arise.

### Transition to Ind AS

The Group has elected to exercise the option for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP.

### (xiv) Impairment of assets

#### a) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset required, the Group estimates the assets recoverable amount. An asset's recoverable is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets.

If such assets are considered to be impaired, the impairment to be recognised in the Statement of profit and loss is measured by the amount by which the carrying amount value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) has no impairment loss been recognised for the asset in prior years.

#### b) Impairment of financial assets

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. The Group applies a simplified approach in calculating Expected Credit Losses (ECLs) on trade receivables. Therefore, the Group does not track changes in credit risk, but instead recognise a loss allowance based on lifetime ECLs at each reporting date. The Group established a provision matrix that is based on its historical credit loss experience, adjusted for forward looking factors specific to the debtors and the economic environment.

For all other financial assets, expected credit loss are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of profit and loss.

### (xv) Financial instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

#### Non-derivative financial assets

##### Subsequent measurement

i. **Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii. **Investments in equity instruments** – Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Group makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Group transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

#### De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are de-recognised (i.e. removed from the Group's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Group has not retained control, it shall also de-recognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

#### De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms



## Notes to the consolidated financial statements for the year ended March 31, 2020

of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### First loss default guarantee

First loss default guarantee contracts are contracts that require the Group to make specified payments to reimburse the bank and financial institution for a loss it incurs because a specified debtor fails to make payments when due, in accordance with the terms of an agreement. Such financial guarantees are given to banks and financial institutions, for whom the Group acts as 'Business Correspondent'.

These contracts are initially measured at fair value and subsequently measure at higher of:

- The amount of loss allowance (calculated as described in policy for impairment of financial assets)
- Maximum amount payable as on the reporting date to the respective bank/financial institution which is based on the amount of loans overdue for more than 75-90 days in respect to agreements with banks and financial institutions.

Further, the maximum liability is restricted to the cash outflow agreed in the agreement.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### (xvi) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group), whose operating results are regularly reviewed by the Group's chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. Operating segments of the Group are reported in a manner consistent with the internal reporting provided to the CODM.

### (xvii) Share based payment

The Employees Stock Option Scheme ("the Scheme") provides for grant of equity shares of the parent company to whole-time directors and employees of the parent company. The fair value of options granted under Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in other equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in Statement of Profit and Loss, with a corresponding adjustment to equity.

### (xviii) Equity investment in subsidiaries

Investments representing equity interest in subsidiaries are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

### (xix) Government grants

Grants and subsidies from the government are recognised when there is reasonable assurance that:

- the Group will comply with the conditions attached to them, and
- the grant/subsidy will be received.

Grant or subsidy relates to revenue, it is recognised as income on a systematic basis in profit or loss over the periods necessary to match them with the related costs, which they are intended to compensate.

## 2.2 Changes to accounting policies

### Ind AS 116 - Leases

Effective April 1, 2019, the Group adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Group's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of Rs. 6.96 crores, and a lease liability of Rs. 7.92 crores. Ind AS 116 has resulted in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognise ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial direct costs from the measurement of the ROU asset at the date of initial application.
- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 10.85%.

## 2.3 Standards issued but not yet effective

There are no standards or amendments issued on or before March 31, 2020 and not yet effective, which may have any material impact on the financial statements of the Group.

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 3 Cash and cash equivalents

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Cash on hand	151.49	194.72	62.09
Balances with banks			
-Balance with banks in current accounts	1,664.39	710.36	1,708.79
- Cheques on hand	-	-	24.65
-Term deposits with maturity of 3 months or less	5.00	263.28	23.00
	<b>1,820.88</b>	<b>1,168.36</b>	<b>1,818.53</b>

### 4 Bank balances other than cash and cash equivalents

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Term deposits with remaining maturity more than 3 months upto 12 months	584.81	51.05	285.10
Term deposits with remaining maturity more than 12 months	430.36	423.03	564.94
Term deposits under lien	49.00	685.82	1,007.00
Balances in unpaid dividend account	-	-	1.96
	<b>1,064.17</b>	<b>1,159.90</b>	<b>1,859.00</b>

### 5 Trade receivables

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Secured, considered good</b>			
Receivables	715.35	1,140.79	727.07
<b>Unsecured, considered good</b>			
Receivables	1,456.65	1,960.88	1,429.16
Interest accrued on			
-Fixed deposits	78.81	44.71	28.60
-Bonds and securities	6.03	1.52	27.73
-Loans	287.15	369.93	189.44
Credit impaired	194.28	139.29	31.33
<b>Less: Allowance for impairment</b>	<b>(194.28)</b>	<b>(139.29)</b>	<b>(31.33)</b>
	<b>2,543.99</b>	<b>3,517.83</b>	<b>2,402.00</b>

#### Footnotes:

- (i) Trade receivable are non-interest bearing and are normally received in the normal operating cycle.
- (ii) Details of trade receivables from related parties are disclosed in Note 52.
- (iii) The Group's exposure to credit and risk and loss allowances related to trade receivables are disclosed in Note 52.

### 6 Other receivables

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
From related parties (refer note 52)	9.13	88.12	-
From others	56.18	23.00	28.05
	<b>65.31</b>	<b>111.12</b>	<b>28.05</b>

### 7 Inventories - financial assets

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>At fair value through profit or loss</b>			
Equity shares - quoted	11.26	47.61	778.05
Bonds	175.66	121.57	543.13
	<b>186.92</b>	<b>169.18</b>	<b>1,321.18</b>



**Notes to the consolidated financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

**8 Loans**

	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	<b>As at April 1, 2018</b>
<b>Unsecured</b>			
Loans to			
-Staff	16.14	16.74	18.91
-Related parties (refer note 52)	-	-	266.62
-Others	2,404.88	2,968.77	2,517.92
<b>Less: Impairment loss allowance</b>	-	-	(178.37)
	<b>2,421.02</b>	<b>2,985.51</b>	<b>2,625.08</b>
<b>Out of the above</b>			
Loans in India			
-Public sector	-	-	-
-Others	2,421.02	2,985.51	2,803.45
<b>Less: Impairment loss allowance</b>	-	-	(178.37)
<b>Total in India</b>	<b>2,421.02</b>	<b>2,985.51</b>	<b>2,625.08</b>
Loans outside India	-	-	-

**9 Investments**

	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	<b>As at April 1, 2018</b>
<b>Investment in equity instruments (Quoted) (At fair value through Profit or loss)</b>			
Indo Korea Exports Limited	38.96	38.96	38.96
Aditya Birla Capital Limited	4.22	9.77	14.59
Aptech Limited	8.86	18.73	27.38
Dhanuka Agritech Limited	-	10.70	24.51
IRB Invit Fund	12.80	33.35	41.03
Sadbhav Infrastructure Project Limited	2.56	26.37	48.44
Unitech Limited	27.49	18.49	93.41
Wockhardt Limited	-	54.56	89.46
Indiabulls Real Estate Limited	-	-	40.75
ISMT Limited	1.47	4.65	5.43
Kirloskar Pneumatic Company. Limited	7.96	17.28	-
Shaily Engineering Plastics Limited	38.61	144.26	3.67
Ritesh Polyester Limited	5.24	5.24	5.24
Ecoplast India Limited	0.20	0.20	0.20
Vantech Industries Limited	0.30	0.30	0.30
Asain Paints Limited	1.95	-	-
Care Rating Limited	3.27	-	-
Coal India Limited	7.70	-	-
GAIL (India) Limited	7.66	-	-
HDFC Limited	3.32	-	-
Indian Oil Corporation Limited	8.17	-	-
Indian Railway Catering and Tourism Corporation	0.88	-	-
Reliance Industries Limited	2.10	-	-
	183.72	382.86	433.34
Less: Provision for diminution in value of investment	(44.70)	(44.70)	(44.70)
<b>Total - A</b>	<b>139.02</b>	<b>338.16</b>	<b>388.64</b>

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## Notes to the consolidated financial statements for the year ended March 31, 2020

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(All amounts are Rupees in lacs unless otherwise stated)

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Investments in Equity Instruments (Unquoted) (At fair value)</b>			
Dijit Prognosys Private Limited	3.00	3.00	3.00
Network 1 Media Consultant Pvt. Ltd.	30.00	30.00	30.00
New Age Blocks Private Limited	6.76	6.76	6.76
Shriram New Horizons Limited	-	200.00	200.00
Less: Provision for diminution in value of investment	(33.00)	(33.00)	(33.00)
<b>Total - B</b>	<b>6.76</b>	<b>206.76</b>	<b>206.76</b>
<b>Other Investment</b>			
Investment in painting and sculptures	3.61	3.61	3.61
<b>Total - C</b>	<b>3.61</b>	<b>3.61</b>	<b>3.61</b>
	<b>149.39</b>	<b>548.53</b>	<b>599.01</b>
<b>Out of the above</b>			
In India	149.39	548.53	599.01
Outside India	-	-	-

### 10 Other financial assets

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Security deposits			
-Rented premises	7.27	18.43	20.47
-Deposits with stock exchanges	240.70	366.30	384.00
-Others	608.24	544.78	406.67
<b>Less: Provision for doubtful security deposits</b>	<b>-</b>	<b>-</b>	<b>-1.00</b>
	<b>856.20</b>	<b>929.51</b>	<b>810.15</b>

The Group's exposure to credit risk is disclosed in Note 52.

### 11 Inventories

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>At cost</b>			
Consumables	2.47	2.06	4.67
<b>At cost or NRV whichever is lower</b>			
Spectacles held as stock in-trade	9.49	8.80	6.69
	<b>11.96</b>	<b>10.86</b>	<b>11.37</b>

### 12 Income tax assets

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Income tax assets	1,179.15	906.14	665.80
	<b>1,179.15</b>	<b>906.14</b>	<b>665.80</b>

### 13 Deferred tax assets

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Deferred tax assets (refer note 58)	390.37	322.42	246.35
MAT credit entitlement	115.76	0.80	0.80
	<b>506.13</b>	<b>323.22</b>	<b>247.15</b>

**Notes to the consolidated financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

**14 Property, plant and equipment**

**Current year**

Description	Gross block (at cost)				Accumulated depreciation				Net block
	As at April 1, 2019	Additions during the year	Disposal/ Adjustment	As at March 31, 2020	As at April 1, 2019	For the year	Disposal/ Adjustment	As at March 31, 2020	As at March 31, 2020
Furniture and fixtures	30.15	0.26	-	30.41	3.46	6.30	-	9.76	20.65
Computers and peripherals	80.50	1.42	-	81.92	24.84	25.30	-	50.14	31.78
Office equipment	52.82	1.65	-	54.47	8.50	12.37	-	20.87	33.60
Vehicle	69.22	-	-	69.22	2.56	10.56	-	13.12	56.10
Leasehold improvements	96.67	3.17	-	99.84	9.48	11.09	-	20.57	79.27
Plant and Machinery	421.67	7.50	-	429.17	29.13	30.64	-	59.77	369.40
Office buildings	29.89	-	-	29.89	0.60	0.60	-	1.20	28.69
Land	59.44	-	(3.92)	63.36	-	-	-	-	63.36
<b>Total</b>	<b>840.36</b>	<b>14.00</b>	<b>(3.92)</b>	<b>858.28</b>	<b>78.57</b>	<b>96.86</b>	<b>-</b>	<b>175.43</b>	<b>682.85</b>

**Previous year**

Description	Gross block (at cost)				Accumulated depreciation				Net block
	Deemed cost as at April 1, 2018	Additions during the year	Disposal/ Adjustment	As at March 31, 2019	As at April 1, 2018	For the year	Disposal/ Adjustment	As at March 31, 2019	As at March 31, 2019
Furniture and fixtures	25.26	4.89	-	30.15	-	3.46	-	3.46	26.69
Computers and peripherals	47.84	32.65	-	80.49	-	24.84	-	24.84	55.65
Office equipment	42.74	13.98	3.90	52.82	-	11.75	3.25	8.50	44.32
Vehicle	84.31	-	15.09	69.22	-	16.57	14.01	2.56	66.66
Leasehold improvements	62.22	34.45	-	96.67	-	9.48	-	9.48	87.19
Plant and Machinery	366.91	54.75	-	421.66	-	29.13	-	29.13	392.53
Office buildings	29.89	-	-	29.89	-	0.60	-	0.60	29.29
Land	59.44	-	-	59.44	-	-	-	-	59.44
<b>Total</b>	<b>718.61</b>	<b>140.72</b>	<b>18.99</b>	<b>840.34</b>	<b>-</b>	<b>95.83</b>	<b>17.26</b>	<b>78.57</b>	<b>761.77</b>

**Footnotes:**

(i) The Group has elected Ind AS 101 exemption and continue with the carrying value for all of its property, plant and equipment as its deemed cost as at the date of transition, for details refer note 57.

(ii) The Group has not carried out any revaluation of property, plant and equipment for the year ended March 31, 2020 and March 31, 2019.

(iii) Please refer note 48 for capital commitments.

(iv) There are no impairment losses recognised during the year.

(v) There are no exchange differences adjusted in Property, Plant & Equipment.

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 15 Investment property

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>A. Reconciliation of carrying amount</b>			
<b>Cost or deemed cost</b>			
Opening balance	3,479.05	3,235.96	3,235.96
Additions/(deletions) during the year	(70.10)	243.09	-
	<b>3,408.95</b>	<b>3,479.05</b>	<b>3,235.96</b>
<b>Accumulated depreciation</b>			
Opening balance	61.16	-	-
Depreciation during the year	58.60	61.16	-
	<b>119.76</b>	<b>61.16</b>	<b>-</b>
<b>Total carrying amount</b>	<b>3,289.19</b>	<b>3,417.89</b>	<b>3,235.96</b>

### B. Amounts recognised the the Statement of profit and loss

	As at March 31, 2020	As at March 31, 2019
Rental income	214.78	159.25
<b>Profit from investment properties before depreciation</b>	<b>214.78</b>	<b>159.25</b>
Depreciation expense	(58.60)	(61.16)
<b>Profit from investment property</b>	<b>156.19</b>	<b>98.09</b>

### C. Measurement of fair value

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Investment property	5,434.07	5,434.07	5,434.07
	<b>5,434.07</b>	<b>5,434.07</b>	<b>5,434.07</b>

### D. Estimation of fair values

The Group obtains independent valuations for each of its investment property by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

Fair market value is the amount expressed in terms of money that may be reasonably be expected to be exchanged between a willing buyer and a willing seller, with equity or both. The valuation by the valuer assumes that Group shall continue to operate and run the assets to have economic utility.

#### Valuation technique:

Under the market comparable method (or market comparable approach), a property's fair value is estimated based on comparable transactions. The market comparable approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. The unit of comparison applied by the Group is the price per square metre (sqm).

#### Fair value hierarchy:

The fair value measurement for the investment property has been categorised as a Level 2 fair value based on the inputs to the valuation technique used.

The valuation techniques and the inputs used in the fair value measurement categorised within Level 2 of the fair value hierarchy is as follows:

Valuation technique	Obesrvable inputs
Market method	Guideline rate (Per sq. m.)

Investment property consists of commercial office spaces and residential flats in various places over India. During the year the Group has revalued the investment property at fair value.

### 16 Capital work in-progress

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Capital work in-progress	-	2.54	-
	<b>-</b>	<b>2.54</b>	<b>-</b>

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 17 Goodwill

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Goodwill on consolidation	28.74	28.74	28.74
	<b>28.74</b>	<b>28.74</b>	<b>28.74</b>

### 18 Other intangible assets

#### Current year

Description	Gross block (at cost)				Accumulated amortisation				Net block
	As at April 1, 2019	Additions during the year	Disposal/ Adjustment	As at March 31, 2020	As at April 1, 2019	For the year	Disposal/ Adjustment	As at March 31, 2020	As at March 31, 2020
Computer software	72.95	2.51	-	75.46	10.70	16.86	-	27.56	47.89
Website design	0.97	-	-	0.97	0.09	0.10	-	0.19	0.78
Trade mark in process	0.22	-	-	0.22	-	-	-	-	0.22
<b>Total</b>	<b>74.14</b>	<b>2.51</b>	<b>-</b>	<b>76.65</b>	<b>10.80</b>	<b>16.96</b>	<b>-</b>	<b>27.75</b>	<b>48.89</b>

#### Previous year

Description	Gross block (at cost)				Accumulated amortisation				Net block
	Deemed cost as at April 1, 2018	Additions during the year	Disposal/ Adjustment	As at March 31, 2019	As at April 1, 2018	For the year	Disposal/ Adjustment	As at March 31, 2019	As at March 31, 2019
Computer software	43.84	29.11	-	72.95	-	10.70	-	10.70	62.24
Website design	0.97	-	-	0.97	-	0.09	-	0.09	0.88
Trade mark in process	0.22	-	-	0.22	-	-	-	-	0.22
<b>Total</b>	<b>45.04</b>	<b>29.11</b>	<b>-</b>	<b>74.14</b>	<b>-</b>	<b>10.80</b>	<b>-</b>	<b>10.80</b>	<b>63.34</b>

#### Footnotes:

- (i) There are no internally generated intangible assets.
- (ii) The Group has elected Ind AS 101 exemption and continue with the carrying value for its intangible assets as its deemed cost as at the date of transition, for details refer note 57.
- (iii) The Group has not carried out any revaluation of intangible assets for the year ended March 31, 2020 and March 31, 2019.
- (iv) There are no other restriction on title of intangible assets.
- (v) There are no exchange differences adjusted in intangible assets.
- (vi) The Group has not acquired intangible assets free of charge, or for nominal consideration, by way of a government grant.

### 19 Right-of-use assets

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Right-of-use assets (refer note 49)	695.54	-	-
	<b>695.54</b>	<b>-</b>	<b>-</b>

### 20 Other non-financial assets

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Balances with government authorities	137.21	67.83	44.93
Capital Advance against Property	127.65	127.65	127.65
Prepaid expenses	62.08	122.18	116.76
Prepaid lease rent	12.01	23.51	23.46
Advances for rendering services	132.51	179.29	196.50
Unbilled Revenue	29.59	38.26	30.15
Service work in progress	260.86	221.96	49.55
Contract assets	55.07	-	-
	<b>816.98</b>	<b>780.68</b>	<b>589.00</b>

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 21 Trade payables

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Trade payables			
- to micro and small enterprises (refer note 50)	-	-	-
- to others	422.63	229.54	370.20
	<b>422.63</b>	<b>229.54</b>	<b>370.20</b>

### 22 Other payables

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Due to clients	735.34	1,465.10	1,139.33
	<b>735.34</b>	<b>1,465.10</b>	<b>1,139.33</b>

### 23 Borrowings other than debt securities

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>In India</b>			
<b>Secured loans</b>			
From banks			
-Term loan (refer footnote i)	795.74	1,044.12	1,396.00
-Vehicle loan (refer footnote ii)	3.09	5.49	10.84
-Overdrafts (refer footnote iii)	277.51	113.72	58.67
From others (refer footnote iv)	7.16	91.99	39.08
<b>Unsecured loans</b>			
From related parties (refer footnote v)	297.75	541.15	1,109.50
From others	-	225.00	500.00
<b>Total borrowings in India</b>	<b>1,381.25</b>	<b>2,021.47</b>	<b>3,114.09</b>

#### Footnotes:

#### (i) Term loan from banks

Term loan taken by AGSL amounting to Rs. 672 Lac is secured by way of equitable mortgage of property at Unit No. 501, Grande Palladium, Kalina, Santacruz East, Mumbai owned by the Group.

The loan is guaranteed by:

- Mr. Navjeet Singh Sobti, Managing Director of the Group, and
- Corporate guarantee by Avonmore Capital & Management Services Limited.

The loan carries an interest rate of MCLR for a tenure of 1 year.

The interest rate as at year end is 10.35% per annum

The loan is repayable in 37 equal monthly installments along with interest, with the last installment due on April 30, 2022.

Term loan taken by AGICL amounting to Rs. 57.50 lacs is repayable in 48 equated monthly installments starting from April 2018 and secured against hypothecation of equipment purchased and collateral security of property No. S-416, Fourth Floor, South Block, Manipal Centre, Dickenson Road, Bangalore-562042 in the name of holding group Almondz Global Securities Limited. The interest rate is 13.25% per annum.

Term loan taken by Skiffle amounting to Rs. 52.38 lacs is payable with in 44 months from the reporting date and interest rate is 10.55% P.A.. The loans are secured by way of hypothecation of the plant & machinery.

#### (ii) Vehicle loan from banks

Vehicle loans from banks are secured against the hypothecation of concerned vehicles.

Loans are repayable in 36 equal monthly installments along with the interest and carries fixed interest rate from 10.00% to 9.51% per annum.

#### (iii) Overdraft from banks

The overdraft limit of Rs.81 lacs is secured by way of pledged fixed deposits with IDBI Bank Limited, the rate of interest of which is 8.15% per annum.

The overdraft limit of Rs. 5 lacs is secured by way of pledged fixed deposits with Vijaya Bank, the rate of interest of which is 8.5% per annum.

The overdraft limit of Rs. 1250 lac is secured by way of bonds pledged with Axis Bank, the rate of interest of which is 10.05% per annum.

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**Notes to the consolidated financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

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**(iv) Secured loan from others**

Loan from Diamler Financial Services India Private Limited to AGICL is repayable in 47 equated monthly installments from May 2017 and hypothecated against vehicle purchased. The last installment is due on March 3, 2021. The interest rate is 10.0195% per annum.

**(v) Unsecured loans from related parties**

Loans are repayable on demand along with the interest and carries an interest rate of 15% per annum.

**24 Lease liabilities**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Lease liabilities (refer note 49)	792.36	-	-
	<b>792.36</b>	-	-

**25 Other financial liabilities**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Security deposits	93.31	73.96	7.42
Interest accrued on borrowings	5.87	145.71	39.19
Book overdraft	-	84.05	-
Unpaid dividends	-	-	1.96
Expenses payable	218.57	262.43	241.08
Payable for property, plant and equipment	0.54	2.55	2.59
Employee related payables	281.28	206.36	195.02
	<b>599.57</b>	<b>775.06</b>	<b>487.26</b>

**26 Income tax liabilities**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Income tax liabilities	3.17	-	-
	<b>3.17</b>	-	-

**27 Deferred tax liabilities**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Deferred tax liabilities (refer note 58)	14.32	12.78	8.09
	<b>14.32</b>	<b>12.78</b>	<b>8.09</b>

**28 Provisions**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Provision for employee benefits</b>			
Gratuity (refer note 51)	190.92	171.54	118.95
Compensated absences	27.94	31.53	14.48
<b>Other provisions</b>			
Contingent provision for standard assets	7.79	8.48	5.93
	<b>226.65</b>	<b>211.55</b>	<b>139.36</b>

**29 Other non-financial liabilities**

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Lease equalisation reserve	0.77	45.29	23.29
Statutory dues payable	298.68	358.81	275.18
Deferred income	1.23	4.15	1.44
	<b>300.68</b>	<b>408.25</b>	<b>299.91</b>

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 30 Equity share capital

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Authorised</b> 5,00,00,000 equity shares of Rs. 6 each	3,000.00	3,000.00	3,000.00
	<b>3,000.00</b>	<b>3,000.00</b>	<b>3,000.00</b>
<b>Issued, subscribed and fully paid-up</b> 2,58,84,967 equity shares of Rs. 6 each fully paid up	1,553.10	1,553.10	1,553.10
	<b>1,553.10</b>	<b>1,553.10</b>	<b>1,553.10</b>

#### a) Terms and rights attached to equity shares

##### Voting

Each equity holder has voting rights on a poll in proportion to his share in the paid up equity share capital.

On show of hands, every member present in person and being holders of equity shares shall have one vote.

##### Dividends

The Group declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting except in the case where interim dividend is distributed.

During the year ended March 31, 2020, the Group has recorded per share dividend of Rs. Nil (previous year Nil) to its equity holders.

##### Liquidation

In the event of liquidation of the Group, the holders of equity shares shall be entitled to receive all of the remaining assets of the Group, after distribution of all preferential amounts, if any. Such distribution amounts will be in proportion to the number of equity shares held by the shareholders.

#### b) Reconciliation of number of shares outstanding at the beginning and end of the year :

	Year ended March 31, 2020		Year ended March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
At the beginning of year	2,58,84,967	1553.10	2,58,84,967	1553.10
<b>Add:</b> Shares issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>2,58,84,967</b>	<b>1553.10</b>	<b>2,58,84,967</b>	<b>1553.10</b>

#### c) Shares held by holding company

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
Avonmore Capital & Management Services Limited	1,47,19,744	883.18	1,47,19,744	883.18

#### d) Details of shareholders holding more than 5% of the company

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	% Holding	No. of shares	% Holding
Avonmore Capital & Management Services Limited	1,47,19,744	57%	1,47,19,744	57%
Al Anwar Holdings SAOG	30,91,500	12%	30,91,500	12%

#### e) There were no shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

#### f) Shares reserved for issue under Employee Stock Option Plan

Particulars	No. of stock options	
	Year ended March 31, 2020	Year ended March 31, 2019
Series A	-	-
Series B	-	-
Series C	-	-
Series D	-	-
Series E	-	-
Series F	-	40,000
Series G	44,00,000	-

#### g) No class of shares have been bought back by the Company during the period of five years immediately preceding the reporting date.

**Notes to the consolidated financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

**31 Other Equity**

	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	<b>As at April 1, 2018</b>
<b>a) Securities premium</b>			
Balance at beginning of the year	3,966.72	3,966.72	3,966.72
Additions during the year	-	-	-
<b>Balance at end of the year</b>	<b>3,966.72</b>	<b>3,966.72</b>	<b>3,966.72</b>
<b>b) Capital reserve</b>			
Balance at beginning of the year	810.98	810.98	810.98
Additions during the year	-	-	-
<b>Balance at end of the year</b>	<b>810.98</b>	<b>810.98</b>	<b>810.98</b>
<b>c) Amalgamation reserve</b>			
Balance at beginning of the year	1,127.20	1,127.20	1,127.20
Additions during the year	-	-	-
<b>Balance at end of the year</b>	<b>1,127.20</b>	<b>1,127.20</b>	<b>1,127.20</b>
<b>d) Employee stock option reserve</b>			
Balance at beginning of the year	-	-	-
Additions during the year	38.50	-	-
<b>Balance at end of the year</b>	<b>38.50</b>	<b>-</b>	<b>-</b>
<b>e) General reserve</b>			
Balance at beginning of the year	170.00	170.00	170.00
Additions during the year	-	-	-
<b>Balance at end of the year</b>	<b>170.00</b>	<b>170.00</b>	<b>170.00</b>
<b>f) Retained earnings</b>			
Balance at beginning of the year	5,932.21	5,349.68	5,344.45
Profit/(loss) for the year	432.57	640.96	-
Transferred to special reserve	(27.66 )	(67.85)	-
Other consolidation adjustments	-	9.42	5.23
<b>Balance at end of the year</b>	<b>6,337.13</b>	<b>5,932.21</b>	<b>5,349.68</b>
<b>g) Other comprehensive income</b>			
Balance at beginning of the year	(4.35)	-	-
Add: Other comprehensive income for the year	70.92	(4.35)	-
<b>Balance at end of the year</b>	<b>66.57</b>	<b>(4.35)</b>	<b>-</b>
<b>h) Special reserve</b>			
Balance at beginning of the year	252.07	184.23	184.23
Transferred from retained earnings	27.66	67.85	-
<b>Balance at end of the year</b>	<b>279.73</b>	<b>252.08</b>	<b>184.23</b>
<b>Total Other equity</b>	<b>12,796.83</b>	<b>12,254.84</b>	<b>11,608.81</b>

**Nature and purpose of other reserves:**

**a) Securities premium**

Securities premium is used to record the premium on issue of shares. It can only be utilised for limited purposes in accordance with the provisions of the Companies Act, 2013.

**b) Capital reserve**

The capital reserve was generated on account of forfeiture of share warrants.

**c) Amalgamation reserve**

The amalgamation reserve was generated on account of merger of Almondz Capital Markets Private Limited with Almondz Global Securities Limited in the year 2008.

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### d) Employee stock option reserve

The Group has an equity-settled share-based payment plans for certain categories of employees of the Group. Refer Note 54 for further details on these plans.

### e) General reserve

General reserve includes amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law.

### f) Retained earnings

Retained earnings represents the surplus in profit and loss account and appropriations.

### g) Other comprehensive income

The Group recognises change on account of remeasurement of the net defined benefit liability as part of other comprehensive income with separate disclosure, which comprises of:

- actuarial gains and losses;
- return on plan assets, excluding amounts included in net interest on the net defined benefit liability; and
- any change in the effect of the asset ceiling excluding amounts included in net interest on the net defined benefit liability.

### h) Special reserve

Special reserve is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

## 32 Interest income

	Year ended March 31, 2020	Year ended March 31, 2019
Interest income on		
-loans	303.86	539.41
-Bank deposits	145.35	132.88
	<b>449.21</b>	<b>672.29</b>

## 33 Dividend income

	Year ended March 31, 2020	Year ended March 31, 2019
Dividend income	9.04	7.38
	<b>9.04</b>	<b>7.38</b>

## 34 Fees and commission income

	Year ended March 31, 2020	Year ended March 31, 2019
Advisory and consulting activities	4,420.13	5,173.56
Broking activities	981.61	1,420.27
	<b>5,401.74</b>	<b>6,593.83</b>

## 35 Net gain on fair value changes

	Year ended March 31, 2020	Year ended March 31, 2019
On financial instruments designated at fair value through profit or loss	18.91	9.58
	<b>18.91</b>	<b>9.58</b>

## 36 Other operating income

	Year ended March 31, 2020	Year ended March 31, 2019
On trading portfolio		
-Shares	(22.59)	39.36
-Securities/bonds	142.71	166.31
-Derivatives	(60.36)	(152.32)
Delayed payment charges	90.07	79.72
Sale of spectacles	28.18	35.00
	<b>178.01</b>	<b>168.07</b>

**Notes to the consolidated financial statements for the year ended March 31, 2020**

*(All amounts are Rupees in lacs unless otherwise stated)*

**37 Other income**

	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Liabilities written back	10.24	23.64
Provisions written back	30.55	184.20
Rent from investment property	214.78	159.25
Provision for diminution in investment written back	31.16	-
Profit on sale of fixed assets	9.97	0.94
Interest received on income tax refund	28.81	4.84
Miscellaneous income	59.90	6.67
	<b>385.41</b>	<b>379.55</b>

**38 Finance costs**

	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Interest expenses	209.14	251.52
Other borrowing costs	36.39	2.38
	<b>245.53</b>	<b>253.90</b>

**39 Fees and commission expense**

	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Brokerage and commission	415.58	447.43
Professional charges	1,470.60	1,342.98
SEBI and stock exchange fee and charges	8.10	9.97
	<b>1,894.28</b>	<b>1,800.38</b>

**40 Net loss on fair value changes**

	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
On trading portfolio		
On financial instruments designated at fair value through profit or loss	53.24	291.25
	<b>53.24</b>	<b>291.25</b>

**41 Impairment on financial instruments**

	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
On trade receivables (refer note 52)	54.99	110.22
	<b>54.99</b>	<b>110.22</b>

**42 Purchase of stock in-trade**

	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Purchase of spectacles	9.57	16.97
	<b>9.57</b>	<b>16.97</b>

**43 Changes in inventory held as stock in-trade**

	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Inventory at beginning of the year	8.80	6.69
<b>Less:</b> Inventory at the end of the year	(9.49)	(8.80)
	<b>(0.69)</b>	<b>(2.11)</b>

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 44 Employee benefit expenses

	Year ended March 31, 2020	Year ended March 31, 2019
Salaries, wages and bonus	2,338.09	2,843.78
Contribution to provident and other funds (refer note 51)	64.81	81.02
Gratuity and leave encashment (refer note 51)	142.76	67.21
Staff welfare expense	56.69	61.20
	<b>2,602.35</b>	<b>3,053.21</b>

### 45 Depreciation and amortisation expenses

	Year ended March 31, 2020	Year ended March 31, 2019
Depreciation on tangible assets (refer note 14)	96.84	95.84
Depreciation on investment property (refer note 15)	58.59	61.16
Amortisation of intangible assets (refer note 18)	16.96	10.80
Amortisation of right-of-use assets (refer note 49)	161.12	-
	<b>333.51</b>	<b>167.80</b>

### 46 Other expenses

	Year ended March 31, 2020	Year ended March 31, 2019
Rent	61.49	302.11
Communication	60.74	76.15
Consumables	22.26	33.05
Balances written off	-	-
- Advances written off	16.55	12.52
- Bad debts written off	37.12	4.08
- Unrecoverable loan written off	-	32.53
- Unrecoverable interest written off	23.58	100.05
Legal and professional expenses (refer footnote)	284.13	401.63
Car lease charges	4.80	4.80
Provision for non-performing assets	-	2.55
Demat charges	0.12	0.23
Electricity and water expenses	97.57	81.35
Travelling and conveyance	179.31	257.43
Repairs and maintenance on		
- Buildings	6.00	9.86
- Office maintenance	60.72	15.61
- Computer maintenance	20.39	48.35
- Machinery	1.97	1.25
- Vehicle repair and maintenance	24.10	29.02
Advertisement expenses	4.26	6.64
Business promotion	25.20	39.10
Printing and stationery	37.99	37.08
Rates and taxes	38.96	40.17
Membership fee and subscription	13.61	11.14
Bank charges	72.90	90.84
Charity and donations	0.69	0.70
Loss on error trades	-	0.16
Net loss on sale of investments	124.98	21.67
Insurance charges	26.96	18.93
Site expenses	8.58	43.64
Tender expenses	7.01	7.08
Miscellaneous expenses	35.30	18.04
	<b>1,297.29</b>	<b>1,747.76</b>

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**Notes to the consolidated financial statements for the year ended March 31, 2020**

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(All amounts are Rupees in lacs unless otherwise stated)

**Footnote:**

<b>(i) Payment of remuneration to auditors (excluding GST)</b>	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Statutory audit	10.61	10.51
Tax audit and Other Matters	0.71	1.82
	<b>11.32</b>	<b>12.33</b>

**47 Earnings per share**

	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
<b>(a) Basic earnings per share</b>		
From continuing operations attributable to the equity holders of the holding company	1.95	2.46
<b>(b) Diluted earnings per share</b>		
From continuing operations attributable to the equity holders of the holding company	1.88	2.46
<b>(c) Reconciliations of earnings used in calculating earnings per share</b>		
<b>Basic earnings per share</b>		
Profit from continuing operation attributable to the equity share holders of the holding company	503.49	636.61
<b>Profit attributable to the equity holders of the holding company used in calculating basic earnings per share</b>	<b>503.49</b>	<b>636.61</b>
<b>Diluted earnings per share</b>		
Profit from continuing operation attributable to the equity share holders of the holding company	503.49	636.61
<b>Profit attributable to the equity holders of the holding company used in calculating diluted earnings per share</b>	<b>503.49</b>	<b>636.61</b>

<b>(d) Weighted average number of shares used as the denominator</b>	<b>No. of shares</b>	<b>No. of shares</b>
	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	2,58,84,967	2,58,84,967
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	2,67,16,435	2,58,84,967

**(e) Information concerning the classification of securities**

**Options:** Options granted to employees are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share.

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 48 Contingent liabilities, contingent assets and commitments

#### A Contingent liabilities

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Income tax demand disputed by the Group	-	8.94	8.94
Suit filed by clients on the Group for recovery on account of unauthorised trades of stock exchanges/deficiency in services (These matters are pending before various dispute resolution authorities.)	-	1.53	1.53
Suit filed by previous employees on the Group for recovery of their dues from the Group (These matters are pending before various courts.)	-	1.86	1.86
Show cause notice for Service Tax Demand in relation to the financial year ended March 31, 2007 till the financial year ended March 31, 2008. (Appeal filed with Service Tax Tribunal R.K. Puram, New Delhi. Hearing awaited.)	64.44	64.44	64.44
Show cause notice for Service Tax Demand in relation to the financial year ended March 31, 2006 till the financial year ended March 31, 2009 (Reply filed with Assistant Commissioner of Service Tax, M G Road, New Delhi. Hearing awaited.)	0.05	0.05	0.05
Corporate guarantee issued for Almondz Commodities Private Limited	-	-	500.00
Corporate guarantee issued for Almondz Global-Infra Consultancy Limited to Vijaya Bank	67.18	799.34	0.01
Corporate guarantee issued for Almondz Global-Infra Consultancy Limited to Axis Bank	7.16	-	300.00
Corporate guarantee issued for Skiffle Healthcare Services Limited.	66.15	78.34	248.08
Bank guarantee as on date (net of fixed deposits)	2,044.87	2,027.27	2,328.69
Collateral given to Oriental Bank of Commerce by North Square Projects Private Limited for the loan taken by Premier Alcobev Private Limited	593.88	574.61	557.92
<b>Total</b>	<b>2,843.73</b>	<b>3,556.38</b>	<b>4,011.52</b>

#### B Commitments

	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Basic price of Down Payment @ Rs. 10,000 per square feet	199.92	199.92	199.92
Electric Connection Charges @ Rs. 150 per square feet	3.00	3.00	3.00
IFMS (Maintenance Security) @ Rs. 200 per square feet	4.00	4.00	4.00
Contingency Deposit @ Rs. 5 per square feet	0.10	0.10	0.10
Less: Advance against property	(127.65)	(127.65)	(127.65)
	<b>79.37</b>	<b>79.37</b>	<b>79.37</b>
Estimated amount of contracts remaining to be extracted on capital account and not provided for (net of advances)	61.06	64.06	64.06
<b>Total</b>	<b>140.43</b>	<b>140.43</b>	<b>140.43</b>

#### C Contingent assets

The Group does not have any contingent assets as at March 31, 2020 (March 31, 2019: Nil, April 1, 2018: Nil).

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 49 Leases

The Group has applied Ind AS 116 with the date of initial application of April 1, 2019. As a result, the group has changed its accounting policy for lease contracts as per Ind AS 116.

The Group is lessee under various operating leases for various properties in various places over India.

The lease terms of these premises range from 1 to 9 years and accordingly are long-term leases. These lease agreements have varying terms and are usually renewable on mutually agreeable terms.

Disclosure in respect of such operating leases is as given below:

#### Lease liabilities

The movement in lease liabilities during the year ended March 31, 2020 is as follows:

	As at March 31, 2020
Balance as at April 1, 2019	901.18
Finance cost accrued during the period	92.44
Payment of lease liabilities	(201.26)
<b>Balance as at March 31, 2020</b>	<b>792.36</b>

The details of the contractual maturities of lease liabilities as at March 31, 2020 on discounted basis are as follows:

	As at March 31, 2020
Not later than one year	95.98
Later than one year but not later than five years	371.07
Later than five years	325.31
	<b>792.36</b>

#### Right-of-use (ROU) assets

The changes in the carrying value of ROU assets for the year ended March 31, 2020 are as follows:

	As at March 31, 2020
Balance as at April 1, 2019	856.66
Amortisation of ROU assets	(161.12)
<b>Balance as at March 31, 2020</b>	<b>695.54</b>

#### Leases as a lessor

Lease receipts (Net) are recognised in the Statement of profit and loss during the year amounting to Rs. 2,14,77,958 (March 31, 2019 Rs. 1,59,25,286).

### 50 Disclosures relating to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

	As at March 31, 2020 Amount in Rs.	As at March 31, 2019 Amount in Rs.	As at April 1, 2018 Amount in Rs.
The principal amount and the interest due thereon remaining unpaid to any MSME supplier as at the end of each accounting year included in:			
-Principal amount due to micro and small enterprises	-	-	-
-Interest due on above	-	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting period.	-	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the Interest specified under the MSMED Act, 2006.	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible under section 23 of the MSMED Act 2006.	-	-	-

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 51 Operating segments

#### A Basis of segmentation

Segment information is presented in respect of the Group's key operating segments. The operating segments are based on the Group's management and internal reporting structure. The chief operating decision maker identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly. All operating segments' operating results are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The 'Board of Directors' have been identified as the Chief Operating Decision Maker (CODM), since they are responsible for all major decision with respect to the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any facility.

The Board of Directors examines the Group's performance from a product perspective and have identified the following reportable segments of its business:

The following summary describes the operations in each of the Group's reportable segments:

Reportable segments	Operations
Debt and equity market operations	It comprises dealing/trading in shares and bonds which involves exposure to market risk.
Consultancy and advisory fees	It comprises merchant banking, underwriting commission, corporate and loan syndication fees and arranger of debts/bonds, etc. It comprises advisory services in relation to infrastructure projects mainly in the nature of services involving no or negligible risk. There are mainly in the nature of services involving no or negligible risk.
Wealth Advisory / Broking activities	It comprises stock and share broking on stock exchanges and other related ancillary services, broking and commission of mutual funds, equity initial public offerings, capital gain bonds, fixed deposits of government undertakings and RBI taxable bonds etc. These are mainly in the nature of services involving no or negligible risk.
Finance activities	It comprises granting of loans.
Healthcare services	It comprises establishing, administering and running eye-care hospitals.

#### B Information about reportable segments

Segment assets, segment liabilities and Segment profit and loss are measured in the same way as in the financial statements.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's Board of Directors. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing, if any, is determined on an arm's length basis.

For the year ended March 31, 2020

	Reportable segment						Total
	Debt and equity market operations	Consultancy and advisory fees	Wealth Advisory / Broking activities	Finance activities	Healthcare services	Others	
- Segment revenue	(27.00)	4,136.00	1,158.00	449.00	332.00	9.00	6,057.00
- Inter segment revenue	-	-	-	-	-	-	-
<b>Revenue from external customers</b>	(27.00)	4,136.00	1,158.00	449.00	332.00	9.00	6,057.00
<b>Segment profit before tax</b>	(305.00)	126.00	27.00	102.00	(8.00)	6.00	(52.00)
<b>Segment assets</b>	381.00	3,555.00	2,068.00	4,556.00	673.00	2,052.00	13,285.00
<b>Segment liabilities</b>	96.00	1,655.00	1,022.00	158.00	311.00	19.00	3,261.00

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**Notes to the consolidated financial statements for the year ended March 31, 2020**

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(All amounts are Rupees in lacs unless otherwise stated)

**For the year ended March 31, 2019**

	Reportable segment						Total
	Debt and equity market operations	Consultancy and advisory fees	Wealth Advisory / Broking activities	Finance activities	Healthcare services	Others	
- Segment revenue	46.00	5,007.00	1,356.00	851.00	364.00	6.00	7,630.00
- Inter segment revenue	-	-	-	-	-	-	-
<b>Revenue from external customers</b>	46.00	5,007.00	1,356.00	851.00	364.00	6.00	7,630.00
<b>Segment profit before tax</b>	(510.00)	666.00	15.00	362.00	4.00	7.00	544.00
<b>Segment assets</b>	529.00	3,683.00	2,894.00	4,431.00	633.00	2,038.00	14,208.00
<b>Segment liabilities</b>	10.00	1,872.00	1,631.00	167.00	138.00	19.00	3,837.00

**C Reconciliations of information on reportable segments**

**i) Revenues**

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Total revenue for reportable segments</b>		
Debt and equity market operations	(27.00)	46.00
Consultancy and advisory fees	4,136.00	5,007.00
Wealth Advisory / Broking activities	1,158.00	1,356.00
Finance activities	449.00	851.00
Healthcare services	332.00	364.00
Others	9.00	6.00
Unallocable	-	-
Inter-segment eliminations	-	-
<b>Total revenue</b>	<b>6,057.00</b>	<b>7,630.00</b>

**ii) Total comprehensive income**

	For the year ended March 31, 2020	For the year ended March 31, 2019
Total profit before tax for reportable segments	(52.00)	544.00
Elimination of inter-segment profits	-	-
Other income	-	-
Unallocated (expenses)/ Income :	12.26	(122.69)
Finance cost	(8.00)	(30.00)
Other expenses	-	-
<b>Profit before tax</b>	<b>(47.74)</b>	<b>391.31</b>
Share of net profit of associates accounted for using the equity method	290.27	331.95
Tax expense	(190.04)	82.30
<b>Profit after tax</b>	<b>432.57</b>	<b>640.96</b>
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of defined benefit plans	99.12	(7.16)
Income tax relating to these items	(28.20)	2.82
<b>Other comprehensive income for the year</b>	<b>70.92</b>	<b>(4.35)</b>
<b>Total comprehensive income for the year</b>	<b>503.49</b>	<b>636.61</b>

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## Notes to the consolidated financial statements for the year ended March 31, 2020

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(All amounts are Rupees in lacs unless otherwise stated)

### iii) Assets

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Total assets for reportable segments</b>		
Debt and equity market operations	381.00	529.00
Consultancy and advisory fees	3,555.00	3,683.00
Wealth Advisory / Broking activities	2,068.00	2,894.00
Finance activities	4,556.00	4,431.00
Healthcare services	673.00	633.00
Others	2,052.00	2,038.00
Unallocable	4,637.00	4,786.00
Inter-segment eliminations	-	-
	<b>17,922.00</b>	<b>18,994.00</b>

### iv) Liabilities

	For the year ended March 31, 2020	For the year ended March 31, 2019
<b>Total liabilities for reportable segments</b>		
Debt and equity market operations	96.00	10.00
Consultancy and advisory fees	1,655.00	1,872.00
Wealth Advisory / Broking activities	1,022.00	1,631.00
Finance activities	158.00	167.00
Healthcare services	311.00	138.00
Others	19.00	19.00
Unallocable	1,240.00	1,333.00
Intersegment eliminations	-	-
	<b>4,501.00</b>	<b>5,170.00</b>

### D Geographic information

The Group operates from one geographical segment i.e. in India and accordingly there are no reportable geographical segments.

- E** The Board of Directors, at its meeting held March 31, 2015 decided to dispose off the Group's retail distribution division to its subsidiary, Almondz Wealth Advisors Limited.  
The said division is yet to be disposed off.

### 52 Fair value measurement and financial instruments

#### a) Financial instruments – by category and fair values hierarchy

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

#### i) As at April 1, 2018

Particulars	Carrying value			Fair value measurement using		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>						
Cash and cash equivalents	-	1,818.53	<b>1,818.53</b>	-	-	-
Bank balances other than above	-	1,859.00	<b>1,859.00</b>	-	-	-
Receivables						
Trade receivables	-	2,402.00	<b>2,402.00</b>	-	-	-
Other receivables	-	28.05	<b>28.05</b>	-	-	-
Inventories - financial assets	1,321.18	-	<b>1,321.18</b>	1,321.18	-	-
Loans		2,625.08	<b>2,625.08</b>	-	-	-
Investments	599.01	-	<b>599.01</b>	599.01	-	-
Investment in associates accounted by using equity method	-	1,714.64	<b>1,714.64</b>	-	-	-
Other financial assets	-	810.15	<b>810.15</b>	-	-	-
<b>Total</b>	<b>1,920.19</b>	<b>11,257.45</b>	<b>13,177.64</b>	<b>1,920.19</b>	-	-

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**Notes to the consolidated financial statements for the year ended March 31, 2020**

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(All amounts are Rupees in lacs unless otherwise stated)

Particulars	Carrying value			Fair value measurement using		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial liabilities</b>						
Payables						
Trade payables	-	370.20	<b>370.20</b>	-	-	-
Other payables	-	1,139.33	<b>1,139.33</b>	-	-	-
Borrowings other than debt securities	-	3,114.09	<b>3,114.09</b>	-	-	-
Other financial liabilities	-	487.26	<b>487.26</b>	-	-	-
<b>Total</b>	-	<b>5,110.88</b>	<b>5,110.88</b>	-	-	-

**ii) As at March 31, 2019**

Particulars	Carrying value			Fair value measurement using		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>						
Cash and cash equivalents	-	1,168.36	<b>1,168.36</b>	-	-	-
Bank balances other than above	-	1,159.90	<b>1,159.90</b>	-	-	-
Receivables						
Trade receivables	-	3,517.83	<b>3,517.83</b>	-	-	-
Other receivables	-	111.12	<b>111.12</b>	-	-	-
Inventories - financial assets	169.18	-	<b>169.18</b>	169.18	-	-
Loans	-	2,985.51	<b>2,985.51</b>	-	-	-
Investments	548.53	-	<b>548.53</b>	548.53	-	-
Investment in associates accounted by using equity method	-	2,046.57	<b>2,046.57</b>	-	-	-
Other financial assets	-	929.51	<b>929.51</b>	-	-	-
<b>Total</b>	<b>717.71</b>	<b>11,918.80</b>	<b>12,636.51</b>	<b>717.71</b>	-	-
<b>Financial liabilities</b>						
Payables						
Trade payables	-	229.54	<b>229.54</b>	-	-	-
Other payables	-	1,465.10	<b>1,465.10</b>	-	-	-
Borrowings other than debt securities	-	2,021.47	<b>2,021.47</b>	-	-	-
Other financial liabilities	-	775.06	<b>775.06</b>	-	-	-
<b>Total</b>	-	<b>4,491.17</b>	<b>4,491.17</b>	-	-	-

**iii) As at March 31, 2020**

Particulars	Carrying value			Fair value measurement using		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>						
Cash and cash equivalents	-	1,820.88	<b>1,820.88</b>	-	-	-
Bank balances other than above	-	1,064.17	<b>1,064.17</b>	-	-	-
Receivables						
Trade receivables	-	2,543.99	<b>2,543.99</b>	-	-	-
Other receivables	-	65.31	<b>65.31</b>	-	-	-
Inventories - financial assets	186.92	-	<b>186.92</b>	186.92	-	-
Loans	-	2,421.02	<b>2,421.02</b>	-	-	-
Investments	149.39	-	<b>149.39</b>	149.39	-	-
Investment in associates accounted by using equity method	-	2,458.59	<b>2,458.59</b>	-	-	-
Other financial assets	-	856.20	<b>856.20</b>	-	-	-
<b>Total</b>	<b>336.31</b>	<b>11,230.16</b>	<b>11,566.47</b>	<b>336.31</b>	-	-

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## Notes to the consolidated financial statements for the year ended March 31, 2020

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(All amounts are Rupees in lacs unless otherwise stated)

Particulars	Carrying value			Fair value measurement using		
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3
<b>Financial liabilities</b>						
Payables						
Trade payables	-	422.63	<b>422.63</b>	-	-	-
Other payables	-	735.34	<b>735.34</b>	-	-	-
Borrowings other than debt securities	-	1,381.25	<b>1,381.25</b>	-	-	-
Lease liabilities	-	792.36	<b>792.36</b>	-	-	-
Other financial liabilities	-	599.57	<b>599.57</b>	-	-	-
<b>Total</b>	-	<b>3,931.15</b>	<b>3,931.15</b>	-	-	-

**Level 1:** It includes financial instruments measured using quoted prices.

**Level 2:** 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.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The fair value of financial assets and liabilities included in Level 3 is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes of similar instruments.

The Group's borrowings have been contracted at floating rates of interest. Accordingly, the carrying value of such borrowings (including interest accrued but not due) which approximates fair value.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other financial assets and liabilities, approximates the fair values, due to their short-term nature. Fair value of financial assets which includes bank deposits (due for maturity after twelve months from the reporting date) and security deposits is similar to the carrying value as there is no significant differences between carrying value and fair value.

The fair value for security deposits were calculated based on discounted cash flows using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

### Valuation processes

The Management performs the valuations of financial assets and liabilities required for financial reporting purposes on a periodic basis, including level 3 fair values.

#### b) Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk

#### Risk management framework

The Group Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors have authorised senior management to establish the processes and ensure control over risks through the mechanism of properly defined framework in line with the businesses of the Group.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risks limits and controls, to monitor risks and adherence to limits. Risk management policies are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group has policies covering specific areas, such as interest rate risk, foreign currency risk, other price risk, credit risk, liquidity risk, and the use of derivative and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis.

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**Notes to the consolidated financial statements for the year ended March 31, 2020**

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(All amounts are Rupees in lacs unless otherwise stated)

**b). Financial risk management (continued)**

**(i) Credit risk**

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Cash and cash equivalents	1,820.88	1,168.36	1,818.53
Bank balances other than cash and cash equivalents	1,064.17	1,159.90	1,859.00
Trade receivables	2,543.99	3,517.83	2,402.00
Other receivables	65.31	111.12	28.05
Inventories	186.92	169.18	1,321.18
Loans	2,421.02	2,985.51	2,625.08
Investments	2,607.98	2,595.12	2,313.66
Other financial assets	856.20	929.51	810.15

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The Group's credit risk is primarily to the amount due from customer and investments. The Group maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. Credit risk on cash and cash equivalents is limited as the Group generally invests in deposits with scheduled commercial banks with high credit ratings assigned by domestic credit rating agencies.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are unsecured and are derived from revenue earned from customers primarily located in India. The Group does monitor the economic environment in which it operates. The Group manages its Credit risk through credit approvals, establishing credit limits and continuously monitoring credit worthiness of customers to which the Group grants credit terms in the normal course of business.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivable. The management uses a simplified approach (i.e. based on lifetime ECL) for the purpose of impairment loss allowance, the company estimates amounts based on the business environment in which the Company operates, and management considers that the trade receivables are in default (credit impaired) when counterparty seems partly or fully doubtful to pay its obligations.

When a trade receivable is credit impaired, it is written off against trade receivables and the amount of the loss is recognised in the income statement. Subsequent recoveries of amounts previously written off are credited to the income statement.

Wherever the provision matrix cannot be applied to calculate a default risk rate, the Group creates a provision on a certain percentage of its receivables, following the prudence approach of accounting.

Trade receivables as at year end primarily relate to revenue generated from rendering of services.

Trade receivables are generally realised within the credit period.

This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors. Further, the Group does not anticipate any material credit risk of any of its other receivables.

Movement in the allowance for impairment in respect of trade receivables:

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Balance at the beginning	139.29	31.34
Impairment loss recognised	54.99	107.95
<b>Balance at the end</b>	<b>194.28</b>	<b>139.29</b>

**(ii) Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group believes that its liquidity position, including total cash (including bank deposits under lien and excluding interest accrued but not due) of Rs. 2885.04 lac as at March 31, 2020 (March 31, 2019: Rs. 2328.25 lac, April 1, 2018: Rs. 3677.52 lac) and the anticipated future internally generated funds from operations will enable it to meet its future known obligations in the ordinary course of business.

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## Notes to the consolidated financial statements for the year ended March 31, 2020

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(All amounts are Rupees in lacs unless otherwise stated)

### b). Financial risk management (continued)

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and funding from group companies to meet its liquidity requirements in the short and long term.

The Group's liquidity management process as monitored by management, includes the following:

- Day to day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining rolling forecasts of the Group's liquidity position on the basis of expected cash flows.

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

As at March 31, 2020	Carrying amount	Contractual cash flows		
		Less than one year	More than one year	Total
Payables				
Trade payables	422.63	422.63	-	422.63
Other payables	735.34	735.34	-	735.34
Borrowings other than debt securities	1,381.25	12.45	1,368.80	1,381.25
Lease liabilities	792.36	95.98	696.38	792.36
Other financial liabilities	599.57	549.71	49.86	599.57
<b>Total</b>	<b>3,931.15</b>	<b>1,816.11</b>	<b>2,115.04</b>	<b>3,931.15</b>

As at March 31, 2019	Carrying amount	Contractual cash flows		
		Less than one year	More than one year	Total
Payables				
Trade payables	229.54	229.54	-	229.54
Other payables	1,465.10	1,465.10	-	1,465.10
Borrowings other than debt securities	2,021.47	485.26	1,536.21	2,021.47
Other financial liabilities	775.06	741.88	33.18	775.06
<b>Total</b>	<b>4,491.17</b>	<b>2,921.78</b>	<b>1,569.39</b>	<b>4,491.17</b>

As at April 1, 2018	Carrying amount	Contractual cash flows		
		Less than one year	More than one year	Total
Payables				
Trade payables	370.20	370.20	-	370.20
Other payables	1,139.33	1,139.33	-	1,139.33
Borrowings other than debt securities	3,114.09	1,087.15	2,026.94	3,114.09
Other financial liabilities	487.26	476.29	10.97	487.26
<b>Total</b>	<b>5,110.87</b>	<b>3,072.97</b>	<b>2,037.91</b>	<b>5,110.87</b>

The above amounts reflects the contractual undiscounted cash flows which may differ from the carrying value of the liabilities at the reporting date.

### iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, the Group mainly has exposure to one type of market risk, viz. interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

#### Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's main interest rate risk arises from non-current borrowings with variable rates, which expose the Group to cash flow interest rate risk.

#### Exposure to interest rate risk

The Group's interest rate risk arises majorly from the term loans from banks carrying floating rate of interest. These obligations exposes the Group to cash flow interest rate risk. Since there were no borrowings at floating interest rates, the Group is not exposed to interest rate risk as of the reporting date.

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 53 Capital Management

For the purpose of the Group's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Group.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Group may return capital to shareholders, raise new debt or issue new shares.

The Group monitors capital on the basis of the debt to capital ratio, which is calculated as interest-bearing debts divided by total capital (equity attributable to owners of the parent plus interest-bearing debts).

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Borrowings	1,381.25	2,021.47	3,114.09
<b>Less:</b> Cash and cash equivalents	(1,820.88)	(1,168.36)	(1,818.53)
Adjusted net debt (A)	(439.63)	853.11	1,295.56
Total equity (B)	14,349.93	13,807.94	13,161.07
<b>Adjusted net debt to adjusted equity ratio (A/B)</b>	<b>(3.06%)</b>	<b>6.18%</b>	<b>9.84%</b>

### 54 Share-based payment

The Board of Directors at its meeting held January 3, 2008, approved an issue of stock options up to a maximum of 5% of the then issued equity capital of the Group aggregating to 4,500,000 equity shares of the face value of Rs. 6 each in a manner provided in the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999 subject to the approval of the shareholders. The shareholders of the Group vide their special resolution passed through postal ballot on March 4, 2008 approved the issue of equity shares of the Group. The scheme was further amended by the Board of Directors on March 5, 2010 and subsequently by the shareholders of the Group on April 13, 2010 to increase the number of options from 4,500,000 options to 15,000,000 options, convertible into equal number of equity shares.

The compensation committee, in its meeting held August 26, 2019 has allotted 44,00,000 options under series "G" to eligible employees of the Group.

Consequently, options granted under series A to F have been exercised or lapsed.

A compensation committee comprising independent members of the Board of Directors administers the scheme.

The activity in the scheme during the year ended March 31, 2020 and March 31, 2019 is set out below:

#### ESOPs to directors of the Group

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Options outstanding at beginning of the period	-	-	-
Add: New options granted during the period	5,00,000	-	-
<b>Options outstanding at end of the period</b>	<b>5,00,000</b>	<b>-</b>	<b>-</b>
Options exercisable at end of the period	5,00,000	-	-

#### ESOPs to persons other than directors of the Group

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Options outstanding at beginning of the period	40,000	1,53,335	3,44,668
Add: New options granted during the period	39,00,000	-	-
Less: Options lapsed	(40,000)	(1,13,335)	(1,91,333)
<b>Options outstanding at end of the period</b>	<b>39,00,000</b>	<b>40,000</b>	<b>1,53,335</b>
Options exercisable at end of the period	39,00,000	40,000	1,53,335

The weighted average share price of options exercised under the scheme during the year ended March 31, 2012 was Rs. 26.25. No options were exercised during the year ended March 31, 2020.

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

**Details of options outstanding at the year end with the range of exercise price and weighted average remaining contractual life:**

No. of employees entitled	No. of options	Weighted contractual life of options (in years)	Vesting conditions
10	44,00,000	3.5	Vesting options shall be subject to continued employment with the Group for two years from date of grant of options.

The Group approved the following grants to select senior level executives of the Group in accordance with the stock option scheme.

Under the scheme, forty-four grants have been made as of March 31, 2020, details of which are given as under:

Grant date	Exercise price (in Rs.)	Options granted	Options vested and exercisable	Options unvested	Options exercised	Options cancelled	Options outstanding
September 2, 2019	10	44,00,000	-	44,00,000	0	0	44,00,000
<b>Total</b>							

### Fair value of options granted:

The fair value at grant date is determined using the Black Scholes Model. Expected volatility has been determined using historical fluctuation in share issue prices of the Group.

Grant date	No. of options granted	Weighted average fair value (in Rs.)
September 2, 2019	44,00,000	4.5

### Range of exercise prices and weighted average remaining contractual life

Particulars	No. of options granted	Range of exercise prices (in Rs.)	Weighted average exercise price (in Rs.)	Weighted average remaining contractual life (in years)
Outstanding at beginning of the year	40,000	26.25	26.25	0
Granted during the year	44,00,000	10	10	3.5
Cancelled during the year	-			
Expired during the year	40,000	26.25	26.25	0
Exercised during the year	-			
Outstanding at end of the year	44,00,000	10	10	3.5
Exercisable at end of the year	-			

The weighted average market price of equity shares for options exercised during the year is Rs. Nil (previous year Nil).

### Key assumptions used in Black Scholes Model for calculating fair value as on the date of respective grants

Particulars	As at March 31, 2020
Dividend yield (%)	0%
Expected volatility (%)	56.10%
Risk-free interest rate (%)	6.16%
Exercise price (in Rs.)	10
Carrying amount of liability-included in employee benefit obligations	38.50

### Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Share based payment expenses	Year ended March 31, 2020	Year ended March 31, 2019
Employee option plan	38.50	-
<b>Total employee share-based payment expense</b>	<b>38.50</b>	<b>-</b>



## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### 55 Interest in other entities

#### (a) Subsidiaries

The Group's subsidiaries at March 31, 2020 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation is also their principal place of business.

Name of the Entity	Date of Incorporation	Country of incorporation	Ownership interest held by the group			Non-Controlling interest held by non-controlling interests		
			As at March 31, 2020	As at March 31, 2019	As at April 1, 2018	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Almondz Wealth Advisors Limited	September 25, 2008	India	100%	100%	100%	0%	0%	0%
Almondz Finanz Limited	May 12, 2006	India	100%	100%	100%	0%	0%	0%
Almondz Global-Infra Consultant Limited	December 12, 2013	India	100%	100%	100%	0%	0%	0%
Skiffle Healthcare Services Limited	December 14, 2012	India	100%	100%	100%	0%	0%	0%
North Square Projects Private Limited	August 6, 2012	India	100%	100%	100%	0%	0%	0%
Almondz Commodity Private Limited	August 17, 2005	India	100%	100%	100%	0%	0%	0%
Almondz Debt Advisors Private Limited	December 16, 2011	India	0%	0%	70%	100%	100%	30%

#### Principal activities of group companies:

##### Almondz Wealth Advisors Limited (AWAL)

AWAL is involved in the business of brokerage and commission by providing service of wealth management, mutual funds, fixed deposits, government bond, home loan, mortgage and portfolio management services.

##### Almondz Finanz Limited (AFL)

AFL is registered with Reserve Bank of India as a non-deposit accepting Non Banking Financial Company (NBFC-ND) engaged in providing loans to corporate as well as trading of debt and equity.

##### Almondz Global-Infra Consultant Limited (AGICL)

AGICL is involved in the business of providing professional advisory and technical consultancy services in the areas of management, engineering, industrial, technical and financial for infrastructure sectors.

##### Skiffle Healthcare Services Limited

Skiffle Healthcare Services provides sophisticated diagnostic and treatment procedures across all spectrums of eye disorders.

##### North Square Projects Private Limited (NSPPL)

NSPPL is engaged in real estate and investment activities. It was promoted on August 6, 2012 as a Special Purpose Vehicle (SPV) to enter into a Joint Venture for taking up the distillery and bottling business in the name of Premier Alcobev Private Limited (PAPL).

##### Almondz Commodity Private Limited (ACPL)

ACPL provides a platform for retail and corporate investors to diversify their portfolio and enjoy the benefits of commodity trading in MCX, NCDEX and NSEL.

##### Almondz Debt Advisors Private Limited (ADAL)

ADAL is involved in activities auxiliary to financial intermediation, except insurance and pension funding. [This Group includes activities involved in or closely related to financial inter-mediation other than insurance and pension funding but not themselves involving financial inter-mediation].

#### (b) Associate Companies

Set out below are the associates of the group as at March 31, 2020 which, in the opinion of the directors, are material to the group.

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

Name of entity	Date of Incorporation	Country of incorporation	Percentage of ownership interest			Carrying amount		
			As at March 31, 2020	As at March 31, 2019	As at April 1, 2018	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
Almondz Insolvency Resolutions Services Private Limited (AIRSPL)	October 4, 2017	India	33%	33%	33%	120.68	(3.94)	(3.56)
Premier Alcobev Private Limited (PAPL)	May 25, 2007	India	50%	50%	50%	2,337.91	2,050.51	1,718.20
<b>Total equity accounted investments</b>						<b>2,458.59</b>	<b>2,046.57</b>	<b>1,714.64</b>

### Principal activities of associate entities:

#### Almondz Insolvency Resolutions Services Private Limited (AIRSPL)

AIRSPL is registered with Insolvency & Bankruptcy Board of India (IBBI). It consists of insolvency professionals engaged in various activities which include credit appraisal, debt syndication, debt restructuring, stressed assets management, business management and company due diligence.

#### Premier Alcobev Private Limited (PAPL)

The Company is carrying the activity of distillery and bottling for manufacture and marketing of potable alcohol and country liquor under license from the Government of Himachal Pradesh.

### i. Significant judgement: existence of significant influence

#### Almondz Insolvency Resolutions Services Private Limited (AIRSPL)

Almondz Global holds 33% of the ownership interest in the company. It also participates in all significant financial and operating decisions. The Group has therefore determined that it has significant influence over this company.

#### Premier Alcobev Private Limited (PAPL)

Almondz Global holds 50% of the ownership interest in the company through North Square Projects Private Limited. The Group has therefore determined that it has significant influence over this company.

### ii. Summarised financial information for associates

	AIRSPL			PAPL		
	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
<b>Summarised Balance Sheet</b>						
Total assets	144.28	143.12	3.50	14,901.85	15,111.97	13,854.10
Total liabilities	67.30	71.21	14.20	10,241.17	11,027.51	10,434.30
<b>Net assets</b>	<b>76.98</b>	<b>71.91</b>	<b>(10.70)</b>	<b>4,660.68</b>	<b>4,084.46</b>	<b>3,419.80</b>

Summarised Statement of profit and loss	AIRSPL		PAPL	
	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue	19.49	56.45	24,553.54	20,850.78
Other income	11.08	5.33	43.93	45.24
Profit before tax	3.53	(11.59)	904.84	708.80
Tax expense	(1.08)	(10.40)	327.66	46.71
<b>Profit for the year</b>	<b>4.61</b>	<b>(1.18)</b>	<b>577.18</b>	<b>662.10</b>
<b>Other comprehensive income</b>	<b>0.47</b>	<b>-</b>	<b>(0.99)</b>	<b>2.58</b>
<b>Total comprehensive income</b>	<b>5.08</b>	<b>(1.18)</b>	<b>576.20</b>	<b>664.68</b>

**Notes to the consolidated financial statements for the year ended March 31, 2020**

*(All amounts are Rupees in lacs unless otherwise stated)*

**56 Additional information under Schedule III on the entities included in the Consolidated financial statements**

**As at March 31, 2020**

Name of Enterprise	Net assets		Share in profit or (loss)		Share in other comprehensive income/ (loss)		Share in total comprehensive income/ (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated comprehensive income	Amount	As % of total comprehensive income	Amount
<b>Parent</b>								
Almondz Global Securities Limited	87.11%	12,500.87	2.22%	9.60	52.63%	37.33	9.32%	46.93
<b>Subsidiaries</b>								
Almondz Commodities Private Limited	1.35%	193.84	3.56%	15.39	(0.15%)	(0.10)	3.04%	15.29
Almondz Wealth Advisors Limited	0.21%	30.49	(0.80%)	(3.47)	1.96%	1.39	(0.41%)	(2.07)
North Square Projects Private Limited	13.88%	1,991.34	2.08%	9.01	(0.07%)	(0.05)	1.78%	8.96
Almondz Global Infra-Consultant Limited	4.69%	673.69	0.15%	0.64	24.39%	17.29	3.56%	17.94
Almondz Finanz Limited	28.86%	4,140.68	27.71%	119.88	19.46%	13.80	26.55%	133.68
Skiffle Healthcare Services Limited	2.37%	340.24	(2.03%)	(8.77)	1.78%	1.26	(1.49%)	(7.50)
<b>Other consolidation adjustments</b>	(38.48%)	(5,521.23)	67.10%	290.27	0.00%	-	57.65%	290.27
<b>Total</b>	<b>100.00%</b>	<b>14,349.93</b>	<b>100.00%</b>	<b>432.57</b>	<b>100.00%</b>	<b>70.92</b>	<b>100.00%</b>	<b>503.49</b>

**As at March 31, 2019**

Name of Enterprise	Net assets		Share in profit or (loss)		Share in other comprehensive income/ (loss)		Share in total comprehensive income/ (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated comprehensive income	Amount	As % of total comprehensive income	Amount
<b>Parent</b>								
Almondz Global Securities Limited	63.28%	12,415.44	(9.96%)	(63.86)	556.78%	(24.21)	(13.83%)	(88.06)
<b>Subsidiaries</b>								
Almondz Commodities Private Limited	0.91%	178.55	1.34%	8.62	(51.73%)	2.25	1.71%	10.87
Almondz Wealth Advisors Limited	0.17%	32.56	(0.48%)	(3.07)	(308.53%)	13.41	1.63%	10.35
North Square Projects Private Limited	10.10%	1,982.39	0.90%	5.74	(1.91%)	0.08	0.92%	5.83
Almondz Global Infra-Consultant Limited	3.34%	655.75	13.02%	83.44	(14.73%)	0.64	13.21%	84.08
Almondz Finanz Limited	20.42%	4,007.00	43.61%	279.52	(87.08%)	3.79	44.50%	283.30
Skiffle Healthcare Services Limited	1.77%	347.75	(0.22%)	(1.39)	7.19%	(0.31)	(0.27%)	(1.70)
<b>Other consolidation adjustments</b>		(0.06)	51.79%	331.95		-	52.14%	331.95
<b>Total</b>	<b>100.00%</b>	<b>19,619.38</b>	<b>100.00%</b>	<b>640.96</b>	<b>100.00%</b>	<b>-4.35</b>	<b>100.00%</b>	<b>636.61</b>

## Notes to the consolidated financial statements for the year ended March 31, 2020

*(All amounts are Rupees in lacs unless otherwise stated)*

### 57 First-time Adoption of Ind AS

The Group has prepared its first consolidated financial statements in accordance with Ind AS for the year ended March 31, 2020. For periods up to and including the year ended March 31, 2019, the Group prepared its financial statements in accordance with Indian GAAP, including accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). The effective date for Group's Ind AS Opening Balance Sheet is April 1, 2018 (the date of transition to Ind AS).

The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended March 31, 2020, the comparative information presented in these financial statements for the year ended March 31, 2019 and in the preparation of an opening Ind AS Balance Sheet at April 1, 2018 (the Group's date of transition). According to Ind AS 101, the first Ind AS Financial Statements must use recognition and measurement principles that are based on standards and interpretations that are effective at March 31, 2020, the date of first-time preparation of Financial Statements according to Ind AS. These accounting principles and measurement principles must be applied retrospectively to the date of transition to Ind AS and for all periods presented within the first Ind AS Financial Statements.

Any resulting differences between carrying amounts of assets and liabilities according to Ind AS 101 as of April 1, 2018 compared with those presented in the Indian GAAP Balance Sheet as of March 31, 2018, were recognised in equity under retained earnings within the Ind AS Balance Sheet.

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

#### A) Exemption and exceptions availed

In the Ind AS Opening Balance Sheet as at April 1, 2018, the carrying amounts of assets and liabilities from the Indian GAAP as at March 31, 2018 are generally recognised and measured according to Ind AS in effect as on March 31, 2020. For certain individual cases, however, Ind AS 101 provides for optional exemptions and mandatory exceptions to the general principles of retrospective application of Ind AS. The Group has used the following exemptions and exceptions in preparing its Ind AS Opening Balance Sheet:

#### A.1 Ind AS optional exemptions

##### A.1.1 Deemed Cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after taking necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Properties. Accordingly, the Group has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

#### A.2 Ind AS mandatory exceptions

##### A.2.1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2018 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Group made estimates for Impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

##### A2.2 Classification and measurement of financial assets

Ind AS 101 requires the Group to assess classification of financial assets on the basis of facts and circumstances existing as at the date of transition. Further, the standard permits measurement of financial assets accounted on amortised cost basis on fact and circumstances existing as at the date of transition, if retrospective application is impracticable.

Accordingly, the Group has determined the classification of financial assets on the basis of facts and circumstances existing as at the date of transition. Measurement of financial assets has been done retrospectively except where the same is impracticable.

##### A2.3 Derecognition of financial assets and liabilities

As per Ind AS 101 an entity should apply derecognition requirements in Ind AS 109 prospectively for transaction occurring on or after the date of transition to Ind AS.

#### B) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

**Notes to the consolidated financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

Particulars	Note	April 1, 2018			March 31, 2019		
		Previous GAAP*	Adjustments	Ind AS	Previous GAAP*	Adjustments	Ind AS
<b>Assets</b>							
<b>Financial assets</b>							
Cash and cash equivalents		1,818.53	-	1,818.53	916.83	251.53	1,168.36
Bank balances other than above		1,859.00	-	1,859.00	1,411.42	(251.53)	1,159.90
Receivables							
Trade receivables	f	2,408.66	(6.66)	2,402.00	3,629.12	(111.29)	3,517.83
Other receivables		28.05	-	28.05	111.12	-	111.12
Inventories	a	1,293.26	27.92	1,321.18	212.27	(43.09)	169.18
Loans	c & p	2,649.83	(24.76 )	2,625.08	2,985.45	0.06	2,985.51
Investments	g	679.51	(80.50)	599.01	805.16	(256.63)	548.53
Investment in associates accounted by using equity method		1,714.64	-	1,714.64	2,046.59	-	2,046.59
Other financial assets	b	811.29	(1.14)	810.15	930.06	(0.56)	929.51
<b>Total financial assets</b>		<b>13,262.77</b>	<b>(85.13)</b>	<b>13,177.64</b>	<b>13,048.02</b>	<b>(411.51)</b>	<b>12,636.51</b>
<b>Non-financial assets</b>							
Inventories		4.67	6.69	11.37	2.06	8.80	10.86
Current tax assets (net)		665.80	-	665.80	906.14	-	906.14
Deferred tax assets (net)	d	176.16	70.98	247.15	256.83	66.40	323.22
Property, plant and equipment	j	718.62	-	718.62	761.77	(0.00)	761.77
Investment property	n	3,251.14	(15.18)	3,235.96	3,426.05	(8.16)	3,417.89
Capital work in-progress	j	-	-	-	2.52	-	2.52
Goodwill	j	28.74	-	28.74	28.74	-	28.74
Other intangible assets	j	45.04	-	45.04	63.34	-	63.34
Other non-financial assets		589.00	-	589.00	780.68	-	780.68
<b>Total non-financial assets</b>		<b>5,479.17</b>	<b>62.50</b>	<b>5,541.67</b>	<b>6,228.14</b>	<b>67.04</b>	<b>6,295.17</b>
<b>Total Assets</b>		<b>18,741.94</b>	<b>(22.64)</b>	<b>18,719.31</b>	<b>19,276.16</b>	<b>(344.47)</b>	<b>18,931.69</b>

Particulars	Note	April 1, 2018			March 31, 2019		
		Previous GAAP*	Adjustments	Ind AS	Previous GAAP*	Adjustments	Ind AS
<b>Liabilities and Equity</b>							
<b>Financial liabilities</b>							
Payables							
Trade payables		370.20	-	370.20	229.54	-	229.54
Other payables		1,139.33	-	1,139.33	1,465.10	-	1,465.10
Borrowings other than debt securities	h	3,114.53	(0.44)	3,114.09	2,022.44	(0.97)	2,021.47
Other financial liabilities	i	489.03	(1.77)	487.26	773.28	1.77	775.05
<b>Total financial liabilities</b>		<b>5,113.08</b>	<b>(2.21)</b>	<b>5,110.87</b>	<b>4,490.36</b>	<b>0.81</b>	<b>4,491.17</b>
<b>Non-financial liabilities</b>							
Deferred tax liabilities (net)	d	-	8.09	8.09	-	12.78	12.78
Provisions		139.36	-	139.36	211.55	-	211.55
Other non-financial liabilities		299.91	-	299.91	408.26	-	408.26
<b>Total non-financial liabilities</b>		<b>439.27</b>	<b>8.09</b>	<b>447.36</b>	<b>619.81</b>	<b>12.78</b>	<b>632.58</b>
<b>Equity</b>							
Equity share capital		1,553.10	-	1,553.10	1,553.10	-	1,553.10
Other equity	a to p	11,637.33	(28.52)	11,608.81	12,612.89	(358.05)	12,254.84
Non-controlling interest		(0.84)	0.00	(0.84)	-	-	-
<b>Total equity</b>		<b>13,189.59</b>	<b>(28.52)</b>	<b>13,161.07</b>	<b>14,165.99</b>	<b>(358.05)</b>	<b>13,807.94</b>
<b>Total liabilities and equity</b>		<b>18,741.94</b>	<b>(22.64)</b>	<b>18,719.31</b>	<b>19,276.16</b>	<b>(344.47)</b>	<b>18,931.69</b>

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### C) Reconciliation of total profit and loss for the year ended March 31, 2019

Particulars	Note	Previous GAAP*	Adjustments	Ind AS
<b>Income</b>				
Revenue from operations		7,451.15	-	7,451.15
Other income		379.55	-	379.55
<b>Total Income</b>		<b>7,930.70</b>	<b>-</b>	<b>7,830.70</b>
<b>Expenses</b>				
Finance costs	c, h	247.11	6.79	253.90
Fees and commission expense		1,800.38	-	1,800.38
Net loss on fair value changes		-	291.25	291.25
Impairment on financial instruments	f	-	110.22	110.22
Purchases of stock in-trade		16.97	-	16.97
Changes in inventory held as stock in-trade		(2.11)	-	(2.11)
Employee benefits expenses	e	3,072.78	(19.57)	3,053.21
Depreciation and amortisation	n & o	161.41	6.39	167.80
Other expenses		1,744.55	3.21	1,747.76
<b>Total Expenses</b>		<b>7,041.10</b>	<b>398.28</b>	<b>7,439.38</b>

<b>Profit before share of net profits of investments accounted for using equity method, exceptional items and tax</b>		<b>(7,041.02)</b>	<b>(398.28)</b>	<b>391.32</b>
Share of net profit of associates accounted for using equity method		333.68	(1.73)	331.95
<b>Profit before exceptional items and tax</b>		<b>(6,707.35)</b>	<b>(400.01)</b>	<b>723.27</b>
Exceptional items	i	1.77	(1.77)	-
<b>Profit before tax</b>		<b>(6,705.58)</b>	<b>(401.78)</b>	<b>723.27</b>
<b>Current tax</b>				
Current year		156.90	-	156.90
Earlier years		(4.82)	-	(4.82)
Deferred tax	d	6.88	(76.65)	(69.77)
<b>Total tax expense</b>		<b>158.96</b>	<b>(76.65)</b>	<b>82.31</b>

<b>Profit for the year</b>		<b>(6,864.53)</b>	<b>(325.13)</b>	<b>640.96</b>
<b>Other comprehensive income</b>				
<b>Items that will not be reclassified to profit or loss</b>				
Remeasurement of defined benefit plans	e	-	(7.16)	(7.16)
Income tax relating to remeasurement of defined benefit plans	d	-	2.82	2.82
<b>Total other comprehensive income for the year</b>	l	<b>-</b>	<b>(4.35)</b>	<b>(4.35)</b>
<b>Total comprehensive income for the year</b>		<b>(6,864.53)</b>	<b>(329.48)</b>	<b>636.61</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.



## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### D) Reconciliation of total equity as at March 31, 2019 and April 1, 2018

Particulars	Note	March 31, 2019	April 1, 2018
Total equity as per previous GAAP		14,165.93	13,189.59
<b>Adjustments:</b>			
<b>Opening Ind AS adjustments</b>		(31.41)	
Depreciation on investment property	n	(8.16)	(15.18)
Amortisation of interest free loan to employees	c	0.06	(1.68)
Amortisation of SD receivable/payable	b	(0.56)	(1.14)
Retirement Benefits - GAAP Error	p	-	(23.08)
Fair value of investment	g	(256.63)	(80.50)
Fair value of inventory	a	(34.29)	34.61
Expected credit loss	f	(111.29)	(6.66)
Amortisation of processing fees	h	(0.97)	(0.44)
Rectification of depreciation on painting and sculpture	o	1.78	-
Rectification of prior period items	i	1.77	(1.77)
Tax impact of above adjustments	d	80.48	64.42
<b>Total adjustments</b>		<b>(359.22)</b>	<b>(31.41)</b>
<b>Adjustments for non-controlling interest</b>		-	0.00
<b>Share in profits of associate companies</b>		1.16	2.89
<b>Total equity as per Ind AS</b>		<b>13,807.88</b>	<b>13,161.07</b>

### E) Reconciliation of total comprehensive income for the year ended March 31, 2019

	Note	March 31, 2019
Profit after tax as per previous GAAP		966.09
<b>Adjustments:</b>		
Depreciation on investment property	n	(8.16)
Amortisation of interest free loan to employees	c	0.06
Amortisation of SD receivable/payable	b	(0.56)
Fair value of investment	g	(256.63)
Fair value of inventory	a	(34.29)
Expected credit loss	f	(111.29)
Amortisation of processing fees	h	(0.97)
Depreciation on painting and sculpture	o	1.78
Prior period items	i	1.77
Remeasurement of defined benefit plans	e	7.16
Tax impact of above adjustments	d	77.67
<b>Total adjustments</b>		<b>(323.46)</b>
<b>Share in profit of associate</b>		<b>(1.73)</b>
<b>Profit after tax as per Ind AS</b>		<b>640.90</b>
<b>Other comprehensive income (net of tax):</b>		
Actuarial loss on defined benefit plans (net of tax)	e	(4.35)
<b>Total comprehensive income as per Ind AS</b>		<b>636.55</b>

### Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2019

Particulars	Notes	Previous GAAP	Adjustments	Ind AS
Net cash flow from operating activities	m	725.06	368.59	1,093.65
Net cash flow from investing activities	m	(767.02)	369.71	(397.31)
Net cash flow from financing activities	m	(848.49)	(498.02)	(1,346.51)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(890.45)</b>	<b>240.28</b>	<b>(650.17)</b>
Cash and cash equivalents as at April 1, 2018		1,803.53	15.00	1,818.53
<b>Cash and cash equivalents as at March 31, 2019</b>		<b>913.08</b>	<b>255.28</b>	<b>1,168.36</b>

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### Notes to first-time adoption:

#### (a) Inventory

Under previous GAAP, Inventory does not include shares, debentures and other financial instruments held as stock-in-trade. Hence, as per Ind AS 32 Inventory comprising of financial instruments should be measured at fair value. Therefore in compliance with Ind AS, Inventory as on the date of transition being April 1, 2018 has been remeasured at fair value with corresponding impact on retained earnings.

#### (b) Security Deposits

Under previous GAAP, interest free security deposits (that are refundable in cash on completion of the term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly the Group has fair valued these security deposits using the Effective Interest Rate (EIR). The difference between the fair value and transaction value at the time of initial recognition has been recognised as prepaid rent/deferred income as the case may be. In the subsequent years, the fair value of security deposits have been increased/decreased by recognition of corresponding interest income/expenses applying the EIR and prepaid rent/deferred income has been amortised/recognised over the period of security deposits.

#### (c) Interest Free Loan/Loan given on concessional rate of interest

Under previous GAAP, interest free loan (that are repaid by the employees as per the terms of respective loan agreements) are recorded at their transaction value. Under Ind AS, such loans being financial assets are required to be recognised at fair value. Accordingly the Group has fair valued these loans using Effective Interest Rate (EIR). The difference between the fair value and transaction value at the time of initial recognition has been charged to statement of profit & loss/ opening reserves, as the case may be. In the subsequent years, the fair value of such assets have been increased by recognition of corresponding interest income applying the EIR.

#### (d) Deferred taxes

The above changes increased (decreased) the deferred tax asset as follows based on a tax rate of 27.55% and 27.82% in financial year 2017-18 & 2018-19 respectively:

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 "Income Taxes" requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

The above changes (decreased) the deferred tax asset as follows:

Particulars	Note	April 1, 2018	March 31, 2019
Impact of change in temporary differences between carrying amount and tax base of assets	b, c, e, f, g, h, i, j, n & o	269.20	341.56
Impact of change in temporary differences between carrying amount and tax base of liability	a, b & j	(30.15)	(31.11)
<b>Total</b>		<b>239.05</b>	<b>310.45</b>

#### (e) Re-measurement of employee benefits

Both under Indian GAAP and Ind-AS, the Group recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to the statement of profit or loss. However, Under Ind-AS, remeasurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are recognised in Other Comprehensive Income.

#### (f) Trade receivables

Under the previous GAAP, provision for doubtful debts are recognised when loss event indicators are visible. However, as per Ind AS 109, the Group is required to apply expected credit loss model for recognising the allowance for doubtful debts. Expected credit losses are defined as the difference between the contractual cash flow due to the Group and cash flow that the Group expect to receive. As a result, the allowances for doubtful debts are recognised in the books of account with a corresponding decrease in retained earnings/trade receivables.

#### (g) Investment in equity shares

Under Indian GAAP, Investment in equity shares of other than subsidiary are recorded at cost. However, under Ind AS 32, investment in equity shares which meet the definition of financial assets are classified as financial assets at fair value through profit and loss. Therefore, such financial assets have been fair valued as on April 1, 2018, being the transition date. The profit/ (loss) on transition date due to fair valuation has been adjusted against the retained earnings. In the subsequent years, the fair value of investments have been increased/decreased by recognition of corresponding financial income/expenses in the statement of assets & liabilities.

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### (h) Borrowings

Under Indian GAAP, transaction costs incurred towards borrowings were charged to profit and loss as and when incurred. Under Ind AS 109, transaction costs incurred towards borrowings are required to be deducted from the carrying amount of borrowings on initial recognition. These costs are recognised in the profit and loss over the tenure of the borrowings as part of the interest expense by applying the effective interest rate method. Accordingly, the borrowings as on transition date has been reduced by transaction cost with corresponding adjustment in the retained earnings.

### (i) Prior period income/expense

Under Indian GAAP, any income or expense pertaining to any period which has not been recognised in profit and loss account for that year was allowed to be recognised as prior period error in next year. Under Ind AS prior period errors are not allowed to be recognised. Hence in compliance with the requirement of Ind AS, the figures of year ending as on March 31, 2019 has been re-stated by reversing the prior period income/expense for that year and recognising the same in the year, in which it was incurred by corresponding increase/decrease in opening reserves.

### (j) Property, plant and equipment and intangible assets

Under Previous GAAP cost of property, plant and equipment is recorded at historical cost, however under Ind AS, the Group has opted for deemed cost exemption at date of transition. Hence at the date of transition to Ind AS, property, plant and equipment has been measured at the carrying value as per previous GAAP.

### (k) Other equity:

Retained earnings as at April 1, 2018 has been adjusted consequent to the above Ind AS transition adjustments.

### (l) Other comprehensive income

Under Indian GAAP, the Group has not presented other comprehensive income (OCI) separately. Items that have been reclassified from statement of profit and loss to other comprehensive income includes remeasurement of defined benefit plans (net of tax). Hence, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

### (m) Statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statement of cash flows.

### (n) Depreciation on Investment property

In the previous years, the Group had been showing its investment properties as items of PPE. Under Ind AS, the Group has reclassified the investment properties and as at April 1, 2018.

### (o) Investment in paintings and sculpture

Under previous GAAP, the Group had been treating investments in painting and sculpture as intangible assets. Recognising this as a GAAP error, the Group has in its transition to Ind AS reversed the depreciation on painting and sculpture and reclassified the same as investments in paintings and sculpture.

### (p) Recovery of AGSL Employee Deputed to AWAL

This is an IGAAP error occurred in FY 2017-18 on wrong actuarial valuation reports on leave encashment in books of AWAL to the tune of Rs. 23,07,686.

In this year, some employees deputed from AGSL to AWAL and at time of taking actuarial valuation reports on leave encashment of these employees, the effective date wrongly considered since their joining beside from date of deputation, giving wrong data by HR department. And AWAL booked recovery from AGSL on this account.

On their side AGSL has not considered this recovery on account of mistake in valuation reports by AWAL. In next FY 2018-19, this mistake corrected by AWAL by taking right actuarial valuation by giving reversal of provision of leave encashment of deputed employees. Again by mistake AWAL has made another mistake taking this reversal as excess provision written back IN other income via profit & Loss account beside it should be adjusted against recovery booked against AGSL.

Hence this IGAAP error remains continued at IGAAP closing of each financial year.

## 58 Income taxes

### A. Amounts recognised in profit or loss

Current tax expense	March 31, 2020	March 31, 2019
Current year	68.57	156.90
Adjustment for prior years	(52.79)	(4.82)
	<b>15.78</b>	<b>152.08</b>
<b>Deferred tax expense</b>		
Change in recognised temporary differences	(68.88)	(69.77)
MAT credit (entitlement)	(136.94)	-
	<b>(205.83)</b>	<b>(69.77)</b>
<b>Total tax expense</b>	<b>(190.05)</b>	<b>82.31</b>

## Notes to the consolidated financial statements for the year ended March 31, 2020

(All amounts are Rupees in lacs unless otherwise stated)

### B. Amounts recognised in other comprehensive income

	March 31, 2020			March 31, 2019		
	Before tax	Tax (Expense)/ Income	Net of tax	Before tax	Tax (Expense)/ Income	Net of tax
Remeasurements of defined benefit liability	99.12	(28.20)	70.92	(7.16)	2.82	(4.35)
	<b>99.12</b>	<b>(28.20)</b>	<b>70.92</b>	<b>(7.16)</b>	<b>2.82</b>	<b>(4.35)</b>

### C. Reconciliation of effective tax rate

	March 31, 2020		March 31, 2019	
	Rate	Amount	Rate	Amount
<b>Profit before tax</b>		242.52		723.27
Tax using the Group's domestic tax rate (A)	26.00%	63.06	27.82%	201.21
Tax effect of:				
Taxable/Non Taxable Items Impact		(368.86)		(119.71)
MAT credit entitlement		115.76		0.80
Total (B)		<b>(253.10)</b>		<b>(118.91)</b>
<b>(A)+(B)</b>		<b>(190.05)</b>		<b>82.31</b>

### D. Movement in deferred tax balances

	As at March 31, 2019	Recognised in P&L	Recognised in OCI	As at March 31, 2020
<b>Deferred Tax Assets</b>				
Employee benefits	63.26	24.29	(28.20)	59.36
Property, plant and equipment and intangibles	70.06	(1.59)	-	68.47
Investment property	17.66	27.17	-	44.83
Trade receivables	38.71	11.64	-	50.35
MAT credit entitlement	0.80	-	-	115.76
Investments	135.97	(6.17)	-	129.80
Security deposit	0.51	(0.51)	-	-
Operating leases	-	24.98	-	24.98
Borrowings	6.07	(6.07)	-	-
Other financial liabilities	0.00	(0.00)	-	-
Other non-financial liabilities	8.51	(8.51)	-	-
Consol adjustment	-	-	-	25.72
<b>Sub-Total (a)</b>	<b>341.56</b>	<b>65.23</b>	<b>-28.20</b>	<b>519.27</b>
<b>Deferred Tax Liabilities</b>				
Property, plant and equipment and intangibles	(30.98)	3.52	-	(27.46)
Security deposit	(0.05)	0.05	-	-
Inventory	(0.09)	0.09	-	-
<b>Sub-Total (b)</b>	<b>(31.11)</b>	<b>3.66</b>	<b>-</b>	<b>(27.46)</b>
<b>Net Deferred Tax Asset (a)-(b)</b>	<b>310.45</b>	<b>68.89</b>	<b>(28.20)</b>	<b>491.81</b>

**Notes to the consolidated financial statements for the year ended March 31, 2020**

(All amounts are Rupees in lacs unless otherwise stated)

	<b>As at April 1, 2018</b>	<b>Recognised in P&amp;L</b>	<b>Recognised in OCI</b>	<b>As at March 31, 2019</b>
<b>Deferred Tax Assets</b>				
Employee benefits	40.73	19.72	2.82	63.26
Property, plant and equipment and intangibles	79.26	(9.20)	-	70.06
Investment property	16.61	1.05	-	17.66
Trade receivables	8.61	30.10	-	38.71
MAT credit entitlement	0.80	-	-	0.80
Investments	62.50	73.47	-	135.97
Security deposit	0.61	(0.10)	-	0.51
Borrowings	6.06	0.01	-	6.07
Other financial liabilities	0.79	(0.79)	-	0.00
Other non-financial liabilities	52.06	(43.54)	-	8.52
Consol adjustment	1.18	-	-	-
<b>Sub- Total (a)</b>	<b>269.21</b>	<b>70.72</b>	<b>2.82</b>	<b>341.56</b>
<b>Deferred Tax Liabilities</b>				
Property, plant and equipment and intangibles	(20.59)	(10.39)	-	(30.98)
Security deposit	(0.02)	(0.02)	-	(0.04)
Inventory	(9.54)	9.45	-	(0.09)
<b>Sub- Total (b)</b>	<b>(30.15)</b>	<b>(0.96)</b>	<b>-</b>	<b>(31.11)</b>
<b>Net Deferred Tax Asset (a)-(b)</b>	<b>239.05</b>	<b>69.76</b>	<b>2.82</b>	<b>310.45</b>

- 59** The Group has not transferred any assets that are derecognised in their entirety where the Group continues to have continuing involvement.
- 60** There are no borrowing costs that have been capitalised during the year ended March 31, 2020 and March 31, 2019.
- 61** The Group does not have any financing activities which affect the capital and asset structure of the Group without the use of cash and cash equivalents.
- 62** There have been no events after the reporting date that require adjustment/disclosure in these financial statements.
- 63** The outbreak of Covid-19 pandemic has affected several countries across the world, including India. The Indian Government had announced a complete lockdown across the country which is still continuing with gradual relaxations. There has been no material change in the controls or processes followed in the closing of the financial statements of the Company.  
As at March 31, 2020, based on facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties, which affect its liquidity position; and its ability to fulfil its financial obligations. The ongoing COVID-19 situation, if prolonged, may result in some changes in the overall economic and market conditions, which may in turn have an impact on the future operations of the Company.
- 64** Previous year's figures have been regrouped / reclassified as per the current year's presentation for the purpose of comparability.

Per our report of even date.

For **Mohan Gupta & Co.**  
Chartered Accountants  
Firm Registration No. 006519N

**Mohan Gupta**  
Partner  
Membership No. 082466

For and on behalf of the Board of Directors of  
**Almondz Global Securities Limited**

**Navjeet Singh Sobti**  
Managing Director  
DIN: 00008393

**Ajay Pratap**  
Company Secretary and  
Vice President of Corporate  
Affairs  
Membership No.: F8480

**Jagdeep Singh**  
Whole-time Director  
DIN: 00008348

**Rajeev Kumar**  
Chief Financial Officer  
PAN: ALPPK5252J

Place: New Delhi  
Date: 28th July 2020

Place: New Delhi  
Date: 28th July 2020

## ALMONDZ GLOBAL SECURITIES LIMITED

Corporate Identity Number (CIN) : L74899DL1994PLC059839

Regd. Office : 2nd Floor, 3, Scindia House, Janpath, New Delhi - 110 001

Tel : 011-41514666; Website : www.almondzglobal.com; email id : secretarial@almondz.com

### NOTICE

To the Shareholders

NOTICE is hereby given that the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting of the Members of Almondz Global Securities Limited (the "Company") will be held on Friday, **November 6, 2020 at 11:30 A.M. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Neelu Jain (DIN: 00227058) who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:  
**"RESOLVED THAT** Mr. Abdul Redha Mustafa Abdul Redha Sultan (DIN 05101233), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 11<sup>th</sup> December, 2019, in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation."
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: "

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ajay Kumar (DIN 01954049), who holds office of Independent Director up to 28 September, 2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Ajay Kumar's candidature for

the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 29 September, 2020 upto 28 September, 2025."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. To consider and if thought fit, to pass the following Resolution as Special Resolution:

**"RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force) and Almondz Global Securities Employees Stock Option Scheme 2007 and the Articles of Association of the Company and in accordance with the provisions of any other applicable laws or regulations and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approval(s), permission(s) and sanction(s), the consent of the Company be and is hereby accorded for revising the Vesting Period and Exercise Period of the Options Granted in Series G as explained in the Explanatory Statement attached to this notice.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the intent of this resolution, the "Board", which term shall include the Compensation Committee constituted by the Board for this purpose), which be and is hereby authorized on behalf of the Company, to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper and to settle all questions, difficulties or doubts at any stage without requiring the Board to obtain any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or any Officer(s) of the Company."

6. To consider and if thought fit, to pass the following Resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Almondz Global Securities Employees Stock Option

Scheme 2007 (hereinafter "the Scheme"), Memorandum and Articles of Association of the Company, the listing agreements with the Stock Exchanges and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines 1999, SEBI (Share based Employee Benefit) Regulations, 2014 and other rules and regulations, prescribed by the Securities and Exchange Board of India ("SEBI") or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include Compensation Committee constituted by the Board to exercise its powers including the powers conferred by this resolution) consent of the Company, be and is hereby, accorded to create, grant, offer, issue and allot in one or more tranches, 300000 (Three Lakhs) Options to identified employee of the Company/Subsidiary Company as per Explanatory Statement appended, during any one year, aggregating equal to or more than 1% of the issued capital (excluding outstanding warrants and any other convertible instruments) of the Company at the time of grant of Options convertible into Equity Shares of the Company, subject to adjustment / enhancement/ reduction proportionately in case of any bonus, stock splits or consolidations or other reorganization of the Capital Structure of the Company as may be applicable from time to time, in such manner, at such price, during such period, in one or more tranches over varying vesting schedules and on such terms and conditions as the Board may decide.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby, authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper, or desirable, and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to this end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board, be and is hereby, authorized to delegate all or any powers conferred herein to the Compensation Committee of Directors so formed, with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard."

**By Order of the Board of Directors**

New Delhi  
September 14, 2020

**AJAY PRATAP**  
**Company Secretary &**  
**Vice President Corporate Affairs**

#### NOTES:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the **26<sup>th</sup> Annual General Meeting (the "AGM" or the "Meeting") of Almondz Global Securities Limited (the "Company")** will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. Keeping the convenience of the Members positioned in different time zones, the Meeting has been scheduled at 11:30 A.M. IST.
3. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 26<sup>TH</sup> AGM OF THE COMPANY (THE "NOTICE").**  
  
However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [ashugupta.cs@gmail.com](mailto:ashugupta.cs@gmail.com) with a copy marked to [www.beetalrta@gmail.com](mailto:www.beetalrta@gmail.com)
4. Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.
5. 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 during the AGM.
6. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 3 to 6 is annexed hereto.



The recommendation of the Board of Directors of the Company (the "Board") in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement. Necessary information of the Directors seeking appointment/re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

#### 7. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Beetal Financial & Computer Services Private Limited or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2020 shall be available on the website of the Company viz., [www.almondzglobal.com](http://www.almondzglobal.com) and on the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com)

#### 8. PROCEDURE FOR ATTENDING THE AGM THROUGH VC OR OAVM

Members will be able to attend the AGM through VC or OAVM or view the live webcast of the AGM provided by CDSL at <https://www.evotingindia.com> by using their remote e-Voting login credentials and selecting the EVSN for the AGM. **Further details in this regard are annexed separately and form part of this Notice.**

#### 9. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of CDSL to provide remote e-Voting facility and e-Voting facility during the AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting. **The instructions to cast votes through remote e-Voting and through e-Voting system during the AGM are annexed separately and form part of this Notice.**

The remote e-Voting period will commence on Tuesday, November 03, 2020 (10:00 A.M. IST) and will end on Thursday, November 05, 2020 (5:00 P.M. IST). During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e., Friday, October, 30, 2020, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes

on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, October, 30, 2020 being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date, i.e., Friday, October 30, 2020 should treat this Notice for information purpose only.

The Board of Directors has appointed M/s Ashu Gupta & Co, Practising Company Secretary (FCS : 4123/C.P. No.: 6646), or failing whom, such other practicing company secretary as the Board of Directors of the Company may appoint, as the Scrutinizer for scrutinizing the process of remote e-Voting and also Voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-Voting in presence of atleast two witnesses not in employment of the Company and submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 48 hours after the conclusion of the Meeting. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or by any other director/person duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website ([www.almondzglobal.com](http://www.almondzglobal.com)) and on the e-Voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) immediately after the results are declared and shall simultaneously be communicated to the Stock Exchanges where the equity shares of the Company are listed.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Friday, November 6, 2020.

#### 10. Procedure to raise Questions / seek Clarifications

- (a) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views / send their queries well in advance for smooth conduct of the AGM but not later than 5:00 P.M. (IST) Saturday, October 31, 2020, mentioning their names, folio numbers / demat account numbers, e-mail addresses and mobile numbers at [secretarial@almondz.com](mailto:secretarial@almondz.com) and only such questions / queries received by the Company till the said date and time shall be considered and responded during the AGM.
- (b) Members willing to express their views or ask questions during the AGM are required to register themselves as speakers by sending their requests from Tuesday, October 27, 2020 (9:00 A.M. IST) to Saturday, October 31, 2020 (5:00 P.M. IST) at [secretarial@almondz.com](mailto:secretarial@almondz.com) from their registered e-mail addresses mentioning their names, folio numbers / demat account numbers, PAN details and mobile numbers.

Only those Members who have registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Chairman of the Meeting / the Company reserves the right to restrict the number of questions, time allotted and number of speakers to ensure smooth conduct of the AGM.

- (c) Members seeking any information on the financial accounts, operations or any matter to be placed at the AGM, are requested to write to the Company from Tuesday, October 27, 2020 (9:00 A.M. IST) to Saturday, October 31, 2020 (5:00 P.M. IST) through e-mail at [secretarial@almondz.com](mailto:secretarial@almondz.com) and the same will be suitably replied by the Company.

#### **11. Procedure for inspection of documents**

All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of AGM.

#### **12. Book Closure Period**

The Share Transfer Books and Register of Members of the Company will remain closed from **Saturday, October 31, 2020 to Friday, November 6, 2020 (both days inclusive)** for the purpose of the AGM.

#### **13. Nomination Facility**

Members holding shares under a single name in physical mode are advised to make nomination in respect of their shareholding in the Company. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).

14. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to April 1, 2019 and returned to the investors due to deficiency in the documents, may be re- submitted for transfer even after April 1, 2019 provided it is submitted alongwith the necessary documents including PAN details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

15. **Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)** Pursuant to Sections 124 and 125 of the Act, Rules made thereunder (as amended), the amount of dividend remaining unclaimed or unpaid for a period of seven years or more from the date they first become due for payment, have been transferred to the account of Investor Education and Protection Fund (IEPF) established by the Government of India. Concerned

shares have also been transferred to the Demat Account of the IEPF Authority. The complete list of said Members is available on the website of the Company. Members are informed that once the unclaimed or unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend / shares. **Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.** The eligible Members are entitled to claim such unclaimed or unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an online application in Web Form IEPF-5 and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claims.

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 3.**

In accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 80 of Articles of Association of the Company, Mr. Abdul Redha Mustafa Abdul Redha Sultan was appointed as Additional Director of the Company w.e.f. 11.12.2019. Pursuant to Section 161 of the Companies Act, 2013 the above director hold office up to the date this Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing the above candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Redha on the Board is desirable and would be beneficial to the company and hence recommend resolutions No. 3 for adoption.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the resolution and his relatives are in any way concerned or interested, financially or otherwise, in the resolutions except themselves. The Board recommends resolutions under Item No. 3 to be passed as ordinary resolution

#### **Item No. 4.**

Mr. Ajay Kumar (DIN 01954049), joined the Board of Directors of the Company on 11 August, 2015 as an Independent Director. Pursuant to the provisions of Sections 149, 152 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreements entered into with the stock exchanges, an independent director can hold office for a term up to five consecutive years on the board of a company and he is eligible for re-appointment on passing of a Special Resolution by the Company subject to maximum of two consecutive terms and while calculating the tenure, any tenure of an Independent Director as on the date of commencement of the Companies Act, 2013 shall not be counted as a term. Accordingly, the Members of the Company at their 21<sup>st</sup> Annual General Meeting held on September 29, 2015 appointed Mr. Ajay Kumar as an Independent Director of the Company for a period of five years i.e. up to September 28, 2020 (first term).

The Board of Directors on September 14, 2020 re-appointed Mr. Ajay Kumar as an Independent Director for a period of five years with effect from September 29, 2020 subject to the approval of Members of the Company at the ensuing Annual General Meeting. Mr. Ajay Kumar, aged 69 years, is 1976 batch Indian Administrative Services Officer (IAS). He has vast and varied experience in Administration, Urban Development, Real Estate Development, Housing, Poverty, Public Health, Comparative Politics, International Relations & Law. He held the offices of Principal Secretary, Rural Engineering Organization & Vice Chairman, Bihar Rural Roads Development agency; Principal Secretary, Science and Technology, Govt. of Bihar; Principal Secretary Building & Housing cum Chairman Bihar State Housing Board (BSHB); Secretary Urban Development & Housing Department, Govt. of Bihar. At present, he is working as a special reporter for national Human Rights Commission for central West Zone; Partner of ACTM, an independent and global management consulting firm; Consultant to Stratixy Advisors India Pvt Ltd.

He is not holding any shares in the Company. In the opinion of the Board, Mr. Ajay Kumar fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management. His background and experience and contributions made by him during his tenure, the association of Mr. Ajay Kumar would be beneficial to the Company and it is desirable to re-appoint him as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 29 September 2020. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Ajay Kumar for the office of Director of the Company. Copy of the draft letter of appointment of Mr. Ajay Kumar setting out the terms and conditions of appointment and the names of companies and the committees in which Mr. Ajay Kumar is a director / member are available for inspection without any fee by the Members at the Registered Office of the Company. The details of Mr. Ajay Kumar as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in **Annexure - A** to this Notice. No Director, Key Managerial Personnel or their relatives except Mr. Ajay Kumar is interested or concerned in the Resolution. The Board of Directors recommends the Special Resolution set forth at Item No. 4 of the Notice for approval of the Members of the Company

#### Item No. 5.

The Company has been granting ESOPs to its employees under the Scheme. The Company had granted 4400000 options to its /subsidiaries employees. Now looking at the current market situation which is subdued, the ESOPs granted to the eligible employees have become unattractive. The Company foresees itself doing better in coming years and therefore thought it prudent to revise the Vesting period and the exercise period to make it relatively more attractive commensurate with the performance of the Company thus making it beneficial to the employees.

Accordingly, the Compensation Committee in its meeting held on 12 February, 2020 has revised the Vesting Period by extending it to 3 years and the Exercise Period has been reduced to two years as under:

#### Vesting Schedule:

Date of Vesting	Expiry Date
2 September 2022	2 September 2024

Exercise Period	Two Years from Date of Vesting
-----------------	--------------------------------

The proposed revising of vesting and exercise period will be in compliance of the SEBI Regulations and would be beneficial for the Employees.

The Board of Directors accordingly recommend passing of the Special Resolution as contained in the Notice.

The Directors, KMPs or their relatives may be deemed to be concerned or interested in these resolutions to the extent of the ESOPs granted to them under the Scheme and to the extent of their shareholding as Members.

#### Item No. 6.

The company formulated the Almondz Global Securities Employees Stock Option Scheme 2007 (hereinafter “**the Scheme**”) in accordance with the SEBI Guidelines/Regulations, as approved by the shareholders of the Company on 4<sup>th</sup> March 2008, in order to provide means to enable the Company and its subsidiary company/s to attract and retain appropriate human talent in the employment of the Company and its subsidiary company/ies; to motivate the employees of the Company and subsidiary company/ies with incentives and reward opportunities for their performance and encourage them to achieve the prescribed performance parameters; to achieve sustained growth in the Company and subsidiary company/ies and the creation of shareholders' value, by aligning the interests of the Employees with the long term interests of the Company and subsidiary company/ies; and to create a sense of ownership and participation amongst the Employees of the Company.

Towards these endeavours, the Company has identified the following employees who are proposed to be granted upto (Three Lakhs) Options during one year, i.e. 2020-21, convertible into Equity Shares of the Company, aggregating equal to or more than 1% of the issued capital of the Company (excluding outstanding warrants and any other convertible instruments) at the time of grant of Options in recognition of their efforts towards the overall growth of the Company:

Sl. No.	Name of employee/s	No. of options to be granted
1	Amit Prakash Singh	300000

The Board of Directors, accordingly, recommends the resolution set out at Item No.(6) of the accompanying Notice for the approval of the Members.

None of the Directors of the Company is, in any way, concerned or interested in the resolution.

**By Order of the Board of Directors**

New Delhi  
September 14, 2020

**AJAY PRATAP**  
Company Secretary &  
Vice President Corporate Affairs

## INSTRUCTIONS FOR ATTENDING AND VOTING IN AGM

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.almondzglobal.com](http://www.almondzglobal.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

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

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

- (i) The voting period begins on November 03, 2020 at 10:00 A.M. and ends on November 05, 2020 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of October 30, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

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

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

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



- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

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

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@almondz.com](mailto:secretarial@almondz.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz:

[secretarial@almondz.com](mailto:secretarial@almondz.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

## Annexure A

**Details of Directors seeking appointment/re- appointment at the Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings**

Name of the Director	Ms. Neelu Jain	Mr. Abdul Redha Mustafa Abdul Redha Sultan	Mr. Ajay Kumar
Date of Birth	12.06.1956	27.10.1969	30.01.1951
Pan No.	AADPJ6116B	Not Applicable	AEMPK5513J
DIN	00227058	05101233	01954049
Relationship with Directors	None	None	None
Expertise in specific functional area	She is having vast experience in the field of teaching, administration and human resources. She is also associated a Director in Jan Sikshan Sansthan and works for upliftment and empowerment of women. She is also a member of the Prevention of Sexual Harrasment Committee of the Company	He holds a degree in Finance from San Diego State University, USA). He has played an active role in developing the business environment for the private sector in the sultanate of Oman. He was selected as a honored member of International Who's Who for the year 1999.He has also developed other institutions within the Sultanate. Some of the renowned ventures in which he actively participated include the Oman Chapter of Young Presidents Organizations Inc.(YPO) since 2003.	Vast and varied experience in Administration, Urban Development, Real Estate Development Housing, Poverty, Public Health, International Relations & Law.
Qualification	M.A in English	Degree in Finance from San Diego State University, (USA).	Retired IAS and is B.A. (Hons.), Political Science, M.A. Political Science, LL.B, Masters in Development Studies from Norwich, UK.
Board Membership of other companies as on March 31, 2020	Almondz Finanz Ltd., Hitech Machines Pvt. Ltd.	NIL	Avonmore Capital & Management Services Ltd. Almondz Finanz Ltd.
Chairman/ Member of the Committee of the Board of Directors as on March 31, 2020	NIL	NIL	3
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2020			
a) Audit Committee	NIL	NIL	2
b) Stakeholders Relationship Committee	NIL	NIL	NIL
c) Nomination and Remuneration Committee	NIL	NIL	2
Number of Board meetings attended during the Financial Year 2019- 20	5	1	5
Number of shares held in the Company as on March 31, 2020	NIL	NIL	NIL





If undelivered please return to:

Almondz Global Securities Ltd.

2<sup>nd</sup> Floor, 3 Scindia House, Janpath, New Delhi-110001, Tel.: +91-11-4151 4666-669