MGF

THE MOTOR & GENERAL FINANCE LIMITED

Registered Office: MGF HOUSE, 4/17-B, Asaf Ali Road, New Delhi-110002
Phone Nos.: 011-23272216-18, 011-23278001-02 Fax: 011-23274606
Website: http://www.mgfltd.com Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208 GSTIN:07AAACT2356D2ZN

NOTICE

NOTICE is hereby given that the Eighty Ninth (89th) Annual General Meeting of the members of The Motor & General Finance Limited will be held as scheduled below to transact the following business: -

Date	**September 25, 2019**
Day	**Wednesday**
Time	**11.30 A.M.**
Place	**M.P. C.U. Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, Delhi-110054.**

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the company for the Financial Year ended March 31,2019 and the Reports of the Board of Directors and Auditors thereon;

2. To receive, consider and adopt the Consolidated Audited Financial Statements of the company for the Financial Year ended March 31,2019 together with the Report of the Auditors thereon,

3. To appoint a Director in the place of Sh.Rajiv Gupta (DIN:00022964),Chairman & Managing Director & CEO who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in the place of Smt. Arti Gupta (DIN:00023237), Joint Managing Director who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers herself for re-appointment

5. To appoint a Director in the place of Sh. Arun Mitter (DIN:00022941), Executive Director, who in terms of clause 60(e) of Articles of Association, retires by rotation and being eligible, offers himself for re-appointment.

6. To authorize the Board to fix the remuneration of Auditors, in terms of provisions of Section 142 of the Companies Act,2013, for the financial year 2019-20.

SPECIAL BUSINESS

7. **To approve under Regulation 17(6)(e) of SEBI(LODR) Regulation, 2015, the remuneration payable to Sh. Rajiv Gupta(DIN: 00022964), Smt. Arti Gupta(DIN: 00023237) and Sh.Arun Mitter(DIN: 00022941) Promoter Executive Directors**

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**

   "Resolved That pursuant to regulation 17(6)(e) of SEBI(LODR)(Amendments) Regulations,2018 along with the provisions of Section 196, 197, 198 and other applicable provision of the Companies Act,2013 and the rules made there under consent of the members be and is hereby accorded for payment of remuneration to Sh Rajiv Gupta (DIN:00022964), Chairman & Managing Director & CEO, Smt.Arti Gupta (DIN: 00023237), Joint Managing Director and Sh.Arun Mitter (DIN 00022941), Executive Director and promoters of the company or members of the Promoter Group at such terms and conditions as approved by members by way of Special Resolutions through Postal Ballot held on March 29,2019, notwithstanding that the annual aggregate remuneration payable to them exceeds 5%(Five Percent) of the net profits of the company as calculated under Section 198 of the Companies Act, 2013 in any year during the tenure of their appointments.

   Further Resolved that all the existing terms and conditions of remuneration including salary & perquisites as per Special Resolutions passed for their appointments upto August 12,2019 & re-appointments from August 13,2019 to August 12,2022 shall remain unchanged.

   Further Resolved That the approval of members already sought through Postal Ballot for the remuneration shall be valid i.e. (i) expiry of the existing term i.e. upto August 12,2019 and (ii) on the terms & conditions of the re-appointment & remuneration from August 13,2019 to August 12,2022 of Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director of the company.

   Further Resolved That the Board of Directors of the company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to this resolution."

8. **Re-appointment of Sh.Bharat Kumar (DIN:01090141) Non Executive Independent Director.**

   To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**

   "Resolved That pursuant to provision of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") the rules made thereunder read with Schedule IV to the Act and the applicable provisions of SEBI(LODR) Regulations,2015 (hereinafter referred to as the SEBI Listing Regulations) and the amendments thereto(including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination & Remuneration

Committee and the Board of Directors of the company Sh.Bharat Kumar (DIN: 01090141) who was appointed as an Independent Director of the company for a term of five years upto September 17,2019 and is eligible for being re-appointed as an Independent Director not liable to retire by rotation and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation be and is hereby re-appointed as an Independent Director on the Board of the company for a second term of five consecutive years effective from September 18, 2019 to September 17, 2024".

"Resolved Further That pursuant to Regulation 17(IA) of SEBI(LODR) Regulations,2015, approval of the members, be and is hereby also accorded to the continuation of directorship of Sh.Bharat Kumar (DIN: 01090141) after he attains the age of 75 years during the continuation of his re-appointment as a Non Executive Independent Director of the company, not liable to retire by rotation".

"Resolved Further That pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and the Rules made there under, Sh.Bharat Kumar be paid such sitting fees(remuneration) as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time".

9. Company's contribution to Bonafide and Charitable Funds, etc

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**

"Resolved That pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act,2013, the Board of Directors of the company be and is hereby authorized to contribute and/or donate, from time to time in any financial year, to any bonafide charitable and other funds, any amount the aggregate of which, may exceed five percent of its average net profits for the three immediately preceding financial years, subject to a limit of ₹ 3 Crores(Rupees Three Crores only) in any one financial year".

10. Related Party Transaction

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**

"Resolved That pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013(the Act) read with Rule 15 of the Companies(Meetings of Board and its Powers)Rules, 2014, as amended, till date and read with Regulation 23(4) of SEBI(LODR) Regulations, 2015 and the company's policy on Related Party Transaction(s) and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the company to enter into the contracts and/or arrangements with the following related parties and its associate companies as defined under the Act, with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's & appointment to an office or place of profit in the company or associate company or reimbursement of any transaction or any other transaction of whatever nature with related parties on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties and the company hereby approves, ratifies and confirms the said agreements entered into or to be entered into with the related parties with the total amount of related parties transactions not to exceed ₹ 300 Crores :-

Sl No.	Name of Related Party	Period of Contract	Particulars of Contract	Value (₹ In Crores)
1.	India Lease Development Ltd	**1st October, 2017 to 30th September, 2021**	Selling or otherwise disposing of, or buying/leasing of property of any kind and availing or rendering of any services or appointment to an office or place of profit ICDs taken/given, etc	10
2.	Jayabahrat Credit Ltd	-do-	-do-	20
3.	Bahubali Services Pvt Ltd	-do-	-do-	30
4.	MGF Estates Pvt Ltd	-do-	-do-	10
5.	MGF Securities Pvt Ltd	-do-	-do-	10
6.	Cards Services India Pvt Ltd	-do-	-do-	10
7.	Associated Traders & Engineers Pvt Ltd	-do-	-do-	10
8.	Local Goods Carriers Pvt Ltd	-do-	-do-	10
9.	Ram Prakash & Co Pvt Ltd	-do-	-do-	80
10.	Grosvenor Estates Pvt Ltd	-do-	-do-	25
11.	Gee Gee Holdings Pvt Ltd	-do-	-do-	25
12.	In additions to the above related parties i.e. from Sl No. 1 to 11 any other related party/parties which may be defined under the Act	-do-	-do-	60
	Total			300

"**Resolved Further That** approval of the members be and is hereby accorded to the Board of Directors(which expression shall include the Audit Committee or any other Committee thereof for the time being exercising the powers conferred by this resolution) of the company to approve transactions and the terms and conditions with any of the aforesaid related party/ies, and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, arising out of and incidental thereto and to sign and execute all deeds, applications, documents, writings, that may be required, on behalf of the company and generally to do all

acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto as the Board/Audit Committee may in their absolute discretion deem fit, without being required to seek any further consent or approvals of the members otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority for the purpose of giving effect to this Resolution".

11. Ratification of Cost Auditors' Remuneration

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

"Resolved That pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act,2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies(Audit and Auditors) Rules,2014, as amended, from time to time, the company on the recommendation of Audit Committee hereby ratifies the remuneration of ₹ 40,000(Rupees Forty Thousand only) plus GST as applicable, payable to M/s PCK & Associates, Cost Accountants, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the company for the financial year 2018-19.

Resolved Further that the Board of Directors of the company be and is hereby authorized to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution" .

By Order of the Board
For THE MOTOR & GENERAL FINANCE LIMITED

Place: New Delhi
Date: August 13, 2019

(M.K. MADAN)
VP & CS &Compliance Officer
ACS-2951

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.: 011-23272216-18, 011-23278001-02, Fax No.: 011-2374606
Website: http:/www.mgfltd.com, Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER(S) UPTO AND NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT(10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING. A PROXY FORM(FORM NO.MGT-11) IS ANNEXED TO THIS REPORT.

2. Explanatory Statement pursuant to section 102 of the Companies Act,2013 forms part of this notice.

3. Brief details of the retiring directors & who is being re-appointed are annexed hereto as per the requirements of Regulation 36(3) of SEBI(LODR) Regulations, 2015.

4. Pursuant to the provisions of Section 91 of the Companies Act,2013, the Register of Members and Share Transfer Books will remain closed from **Wednesday, the September 18,2019 to Wednesday, the September 25, 2019 (both days inclusive).**

5. a) Pursuant to Section 108 of the Companies Act,2013, read with Companies (Management and Administration)Rules, 2014, and Regulation 44 of SEBI(LODR) Regulations,2015, the company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the meeting by electronic means. The members may cast their vote(s) using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The company has arranged this facility in the CDSL platform.

b) The members who have cast their vote(s) by remote e-voting may also attend the meeting but shall not be entitled to cast their vote(s) again.

c) Members who have acquired shares after the despatch of Annual Report and before the books closure may approach the company for issuance of User ID and Password for excercising their votes by electronic means.

d) The e-voting period will commence on **Sunday, the September 22,2019 at 9.00 A.M** and will end on **Tuesday September 24 ,2019 at 5.00.P.M.** The company has appointed Ms. Anjali Yadav & Associates, Practicing Company Secretary(FCS No.6628 CP No.7257), 102 & 104, 18/12, Jain Bhawan, W.E.A. Pusha Lane, Karol Bagh, New Delhi-110005 as Scrutinizer to scrutinize e-voting and Insta Poll process in a fair and transparent manner. She has communicated her willingnes s to be appointed and will be available for the said purpose.

e) Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

f) The facility for voting through ballot papers shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

g) Members holding shares in demat form to inform the Depository Participant about any changes in their mailing address and also to quote Client ID/DPID, in all their correspondence with the company/depository participant.

SEBI has amended regulation 40 of SEBI Listing Regulations,2015. Pursuant to this amendment, with effect from April 1,2019, transfer of securities(except transmission or transposition of shares) cannot be processed unless securities are in dematerialized

form. Accordingly, the company has sent letters to members holding shares in physical form advising them to dematerialize their holding. In addition to transferability, dematerialization provides other benefits including easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of certificates and bad deliveries.

h) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner(in case of electronic shareholding) as on the cut off date, **Wednesday**, **September 18, 2019**.

6. Transfer of Unclaimed/Unpaid Dividends to the Investor Education and Protection Fund(IEPF)

Pursuant to Section 124(5) of the Act read with IEPF Authority(Accounting Audit, Transfer and Refund) Rules,2016("the Rules"), all unpaid or unclaimed dividend upto financial year 2010-11 were required to be transferred by the company to the IEPF established by the Central Government, after the completion of continuous seven years. In accordance with the aforesaid provisions, ₹ 6,46,706/- was transferred to IEPF on November 3,2018 in respect of dividend for Financial Year 2010-11.

Pursuant to Section 124(6) of the Act read with the Rules, such shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years was to be transferred to Demat Account maintained by Investor Education and Protection Fund Authority(Accounting, Audit, Transfer and Refund) Rules,2016("said Rules")(IEPF Authority). In accordance with the aforesaid provisions, 125748 equity shares of the company were transferred to the Demat account maintained by IEPF Authority. The equity shares, once transferred to IEPF can only be claimed by the concerned members from IEPF Authority after complying with the procedures prescribed under the Rules and the amended Rules.

Shareholders are requested to verify their records and send claims, if any, of the aforesaid year to IEPF. Please arrange to send a letter duly signed by all the shareholder(s) quoting your DPID-Client ID to Registrars: **M/s Alankit Assignments Limited 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055. Tel:011-42541234, 23541234, Fax: 011 23552001, e-mail. info@alankit.com.**

7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificate(s) to M/s Alankit Assignments Limited, Registrar & Transfer Agent for consolidation into a single folio.

8. The company has been maintaining, inter alia, the following statutory registers at its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 which are open for inspection by the members in terms of the applicable provisions of the Act, during the office hours on all working days between 10.00 a.m. to 12.30 p.m. except Saturdays, Sundays and Holidays upto the date of AGM.

i. Register of contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

ii. Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act. The said Register shall be kept open for inspection at the AGM of the company and shall be made accessible to any person attending the AGM.

9. Pursuant to Section 72 of the Companies Act,2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH 13 (a copy of which is available on the website of the company) with the company's Share Transfer Agent, M/s Alankit Assignments Ltd. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

10. The Securities and Exchange Board of India(SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the company/Registrar and Share Transfer Agents of the company.

11. Corporate members are requested to send in advance duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

12. Members/Proxies are requested to bring the copies of annual reports to the meeting.

13. Please note that for security reasons, no article /baggage will be allowed at the venue of the meeting.

SHAREHOLDING INSTRUCTIONS FOR E-VOTING

14. The instructions for members voting electronically are as under:-

i) The e-voting period begins on **Sunday, the September 22, 2019 at 9.00 A.M**. and ends on **Tuesday September 24 ,2019 at 5.00.P.M.**. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e **Wednesday, the September 18, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue,

iii) **The members should log on to the e-voting website www.evotingindia.com**

iv) Click on "Shareholders"

v) Now Enter your User ID

a. for CDSL: 16 digits beneficiary ID

b. for NSDL: 8 Character DPID followed by 8 Digit Client ID

c. Members holding shares in physical Form should enter Folio Number registered with the company.

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

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

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

For Members holding shares in Demat form and in Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders). - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence No. is printed on the Proxy Form. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital Letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

(ix) After entering these details appropriately, click on "Submit" tab

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' 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 Members holding shares in physical form, details can be used only for e-voting on the resolutions continued 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 Resolutions 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 Forget Password and enter the details as promoted by the system.

(xix) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as promoted by the mobile app while voting on your mobile.

(xx) Note for Non individual Members and Custodians

- Non individual members(i.e. other than individuals, HUF, NRI etc) and Custodian are required to log on to **https://www.evotingindia.com** and register themselves as corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- After receiving the login details a Compliance User should be created using the admin login and password. The compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpsesk.evoting@cdslindia** ad 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.

xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions("FAQs) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

15. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL. Members are requested to keep the same updated.

16. To receive faster communication of all members, including annual reports, the members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

17. The entire Annual Report is also available at the company's website **www.mgfltd.com**.

By Order of the Board
For THE MOTOR & GENERAL FINANCE LIMITED

Place: New Delhi
Date: August 13, 2019

(M.K. MADAN)
VP & CS &Compliance Officer
ACS-2951

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
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CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 7

In terms of Regulation 17(6)(e) of SEBI(LODR) Regulations,2015 and SEBI(LODR) (Amendments) Regulations,2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by Special Resolution in General Meeting, if the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the company, as calculated under Section 198 of the Companies Act,2013, where there is more than one such Executive Director(s) and the approval given by the members shall be valid only till the expiry of the term of such Executive Director(s).

Sh. Rajiv Gupta (DIN: 00022964), Chairman & Managing Director & CEO, Smt. Arti Gupta(DIN: 00023237) Joint Managing Director and Sh. Arun Mitter(DIN: 00022941) Executive Director and promoters of the company have been re-appointed for a term of three years effective from August 13,2019 to August 12, 2022 and payment of remuneration for the aforesaid period of re-appointment as well as continuation of remuneration upto August 12,2019 on the existing terms & conditions. Their remuneration both upto the existing term i.e, upto August 12,2019 and re-appointment from August 13,2019 to August 12,2022 was also approved by the members of the company by way of Special Resolutions through Postal Ballot dated March 29, 2019.

In order to comply with the requirement of Amended Listing Regulations and on recommendation of the Nomination and Remuneration Committee, approval of members by way of Special Resolution is sought for paying them remuneration even if the annual aggregate remuneration payable to Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director and promoters of the company, exceeds 5% of the net profits of the company as calculated under section 198 of the Companies Act, in any year during the tenure of their appointments.

Sh. Rajiv Gupta, Chairman & Managing Director & CEO holds 22,71,865 shares in the company, Smt. Arti Gupta, Joint Managing Director holds 9,81,000 Shares in the company and Sh. Arun Mitter, Executive Director holds 15,732 shares in the company.

Apart from Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director, inter-se, related to each other, being husband & wife and Sh. Arun Mitter, Executive Director, are interested in the resolutions. None of the Directors/ Key Managerial Personnel(KMP) of the company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding, if any, in the company. Brief profile of Sh. Rajiv Gupta, Smt. Arti Gupta and Sh. Arun Mitter are given at Annexure to this Notice.

The Board of Directors recommends the resolution at item No.7 for approval of the members of the company.

Item No.8

Sh.Bharat Kumar is currently Non Executive Independent Director ("NEID") of the company. He was appointed as Non Executive Independent Director for a period of 5(five) years starting from September 18, 2014 upto September 17, 2019 at the 84th Annual General Meeting held on September 18, 2014.

As per Section 149(1) of the Companies Act,2013 ("Act") a NEID shall hold office for a term of upto five consecutive years but shall be eligible for re-appointment on passing a Special Resolution by the company for another(second) term of upto September 17, 2024 i.e. five consecutive years on the Board of the company. Further, members, approval by way of Special Resolution is also required for continuation of any Non Executive Independent Director after he has attained 75(seventy five) years of age.

Based on the recommendation of Nomination and Remuneration Committee("NRC") and taking into consideration his performance evaluation done by the Board, the Board at its meeting held on August 13, 2019 re-appointed Sh.Bharat Kumar as Non Executive Independent Director pursuant of provisions of Section 149, 152 Schedule IV and other applicable provisions of the Act and SEBI(LODR) Regulations,2015("Listing Regulations"), for second term of upto 5 years i.e. September 18, 2024 subject to approval of shareholders.

The company has received notice in writing from a member under Section 160 of the Act proposing candidature of the above director for the office of the Independent Director of the company. Further as per first proviso of Section 160(1) of the Companies Act, 2013, deposit of ₹ 1(one) Lakh amount is not required for his appointment as it is recommended by the Nomination and Remuneration Committee.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director

The company has also received declarations from him that he meets the criteria of Independence as prescribed both, under sub section (6) of Section 149 of the Act and under Listing Regulations and he is Independent from the management. In the opinion of the Board, Sh.Bharat Kumar fulfills the conditions specified under the Companies Act,2013, Rules made there under and the Listing Regulations, for continuation for second term as Non Executive Independent Director of the company.

As per Regulation 17(1A) of the SEBI(LODR) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of re-appointment of Sh. Bharat Kumar, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the company by way of a Special Resolution.

Brief profile of Sh.Bharat Kumar giving details of his skill, expertise and competencies in functional area, directorships and committee positions held by him in other companies are annexed to this Notice.

Sh.Bharat Kumar has been recommended for re-appointment as an Independent Director by the Nomination & Remuneration Committee of the Board of Directors in terms of section 178(2) of the Companies Act,2013 and in the opinion of the Board, he is a person of integrity and possesses relevant expertise and experience.

He does not hold any equity shares of the company.

The Board considers that his continued association would be immensely beneficial to the company and accordingly, recommends Special Resolution in relation to re-appointment of Sh. Bharat Kumar as Non Executive Independent Director for second term of upto September 17, 2024 i.e. five consecutive years for approval of members. Board also recommends for the approval of members of the company for continuation of Sh.Bharat Kumar as Non Executive Independent Director of the company beyond October 3,2020 i.e. on account of his attaining the age of 75 years i.e. continuity of Independent Directorship in his second term.

None of the Directors or Key Managerial Personnel of the company or their respective relatives, except Sh.Bharat Kumar to whom the resolution relates, is in any way concerned or interested, financially or otherwise in this resolution.

Other details as required under Secretarial Standards on General Meetings (SS-2) and the SEBI(LODR) Regulations,2015 are annexed to the notice.

Copy of draft letter of re-appointment of Sh.Bharat Kumar as Non Executive Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the company during the office hours on all working days between 10.00 a.m. to 12.30 p.m. except Saturdays, Sundays & Holidays upto the date of AGM.

The Board recommends the Resolution at Item no. 8 for approval of the members of the company.

Item No.9

As per the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of the company is authorized to make contributions for charitable purposes, provided that prior permission of the members is obtained for such contribution, in case such contribution exceeds five percent of its average net profits during the three immediately preceding financial years. The approval of the members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the company to make contribution to bonafide charitable and other funds, in a financial year, exceeding 5% (five percent) of the company's average net profits during the three immediately preceding financial year, subject to limit of ₹ 3 Crores(Rupees Three Crores) in any financial year.

Therefore, the Board of Directors recommends the proposed resolution at Item No.9 for approval of the members of the company.

None of the Directors or Key Managerial Personnel and/or their relatives, are in any way, financially or otherwise interested or concerned in the said resolution **.**

Item No.10.

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made there under, the company can enter into transactions(s) or contract(s)etc, with related party/ies, which are not in ordinary course of business and/or not at arm's length basis, only with the approval of members accorded by way of Special Resolution. The said Section, read with the Companies(Meetings of Board and its Powers) Rules,2014, states that the contracts or arrangements with respect to sale, purchase or supply of any goods or material, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services directly or through appointment of agent amounting to ten percent or more of the turnover of the company or rupees one hundred crores, whichever is lower or for appointment of any office or place of profit in the company or associate company monthly remuneration exceeding two and a half lakh rupees provides that the company having paid up share capital of ₹10 Crores or more proposing to enter into such transactions which are not in the ordinary course of business shall obtain consent of the company by way of Special Resolution. The Audit Committee and the Board of Directors of the company in their meetings held on August 13,2019 have approved the transactions given in Item No.10. of the Notice. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of the members.

Nature of interest of Related Parties in the company is given below:-

Sl No.	Name of the related party	Nature of interest or concern of Directors, KMPs and others
1.	India Lease Development Ltd(ILD)	It is an Associate Company of MGF Ltd which holds 31.35% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, while Sh. Arun Mitter, Executive Director, is also Director in both the companies.
2.	Jayabharat Credit Limited(JBC)	It is an Associate Company of MGF Ltd which holds 43.45% shares in the related party. Sh. Rajiv Gupta is common Chairman of Board of Directors of both Companies, while Sh. Arun Mitter, Executive Director is Director in both the companies. Sh.M.K. Madan, KMP of MGF is also Director in the related party.
3.	Bahubali Services Pvt Ltd(BSL)	It holds 21.15% shares in MGF. Sh. Rajiv Gupta is common Chairman of Board of Directors of both companies, Smt. Arti Gupta, Sh. Arun Mitter are Director in both the Companies.
4.	MGF Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD, Sh. Arun Mitter Executive Director of MGF Ltd are also directors in the related party.

5.	MGF Securities Pvt Ltd	Sh. Rajiv Gupta, CMD, Sh. Arun Mitter, Executive Director and Sh. M.K. Madan, KMP of MGF Ltd are also Directors in the related party
6	Cards Services India Pvt Ltd	Sh. Rajiv Gupta, CMD and Sh. Arun Mitter, Executive Director are Directors in related party
7.	Associated Traders & Engineers Pvt Ltd	Sh. Rajiv Gupta,CMD and Smt. Arti Gupta, JMD are Directors in the related party
8.	Local Goods Carriers Pvt Ltd	Sh. Rajiv Gupta,CMD and Smt. Arti Gupta,JMD are the Directors in related party.
9.	Ram Prakash & Co Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta and Sh. Arun Mitter, Executive Director are the Directors in related party.
10.	Grosvenor Estates Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD, Sh. Arun Mitter, Executive Director, are also Directors in the related party.
11.	Gee Gee Holdings Pvt Ltd	Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, Executive Director are Directors in the related party.

Save and except Sh. Rajiv Gupta, Smt. Arti Gupta, inter-se, related to each other being husband & wife , Sh. Arun Mitter, Directors and Sh. M.K. Madan, KMP wherever interested as mentioned in Sl No.1 to 11 and their relatives, to the extent of their shareholding interest, if any, in the company/ies, none of the other Directors, Key Managerial Personnel and relatives thereof is in any way, concerned or interested financial or otherwise in transactions.

Pursuant to provisions of Regulation 23 of the SEBI(LODR) Regulations,2015, all Material Related Party Transactions although require approval of the members through an Ordinary Resolution yet as an abundant caution, it is being passed through a Special Resolution.

Although the company does not have 'Material Related Party Transactions' yet as an abundant caution and keeping in view the provisions of Regulation 23 of SEBI(LODR) Regulations, 2015 approval of the members of the company is being obtained by way of Special Resolution. The Audit Committee and Board of Directors before finalizing the transaction(s) shall review the major terms & conditions, if any. As per Rule 15 of the Companies(Meetings of Board and its Powers) Rules,14, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement.

The draft contracts and/or agreements or arrangements have been approved by the Audit Committee and Board in their meetings held on the same date i.e. August 13, 2019 and are available for inspection by the members at the Registered Office of the company during the office hours on all working days between 10.00 a.m. to 12.30 p.m. except Saturdays, Sundays & Holidays upto the date of AGM.

The Board recommends the Resolution at Item No.10 for approval of the members of the company.

Item No.11

The Board, on the recommendation of the Audit Committee in the AGM held on September 27, 2018, had approved the re-appointment of M/s PCK & Associates, Cost Accountants, as Cost Auditors for audit of the Cost Accounts for the year 2018-19 on the gross remuneration of ₹.40,000 apart from GST, as applicable.

In accordance with the provisions of Section 148 of the Companies Act,2013 and the Companies(Audit & Auditors)Rules,2014, the remuneration payable to the Cost Auditors has to be confirmed by the members of the company.

The Board recommends the Resolution at Item No.11 for approval of the members of the company.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board
For THE MOTOR & GENERAL FINANCE LIMITED

Place: New Delhi
Date: August 13, 2019

(M.K. MADAN)
VP & CS &Compliance Officer
ACS-2951

Registered Office:
MGF House, 4/17-B,
Asaf Ali Road, New Delhi-110002
Phone No.: 011-23272216-18, 011-23278001-02, Fax No.: 011-2374606
Website: http:/www.mgfltd.com, Email-mgfltd@hotmail.com
CIN: L74899DL1930PLC000208
GST IN: 07AAACT2356D2ZN

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO REGULATION 36 OF SEBI(LODR) REGULATIONS,2015 READ WITH THE PROVISIONS OF THE SECRETARIAL STANDARD ON GENERAL MEETING(SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA REGARDING THE DIRECTORS PROPOSED TO BE RE-APPOINTED BY ROTATION OR TO BE RE-APPOINTED.

1) Director being re-appointed by rotation (Resolution at item No.3 & 7)

Name	:	**Sh. Rajiv Gupta(DIN:00022964)**
Age & Date of Birth	:	**73 years (13-8-1946)**
Qualification	:	**B.E.(IIT, Delhi)**

Experience in specific functional area

Sh. Rajiv Gupta is a Bachelor in Engineering from IIT, Delhi. During the period when the company was carrying on NBFC activities, he since 1969 has been actively associated with Leasing & Hire Purchase business. He has worked in various capacities. He was inducted on the Board on April 14,1988 & since then, he has remained at the helm of affairs of the company. He has been associated as its Chairman & Managing Director since 2005. He has extensive business experience and all around knowledge on issues concerning hire purchase, leasing, corporate finance, real estate, administration, etc. His continued association with the company as its helmsman is concerned absolutely necessary. He heads the MGF Group of companies.

Sh. Rajiv Gupta, is on the Board and the Committees of the following companies

Other Directorship/Partnership:

Jayabharat Credit Ltd, India Lease Development Ltd, Bahubali Services Pvt Ltd, Associated Traders & Engg Pvt Ltd, MGF Securities Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, Ram Prakash & Co Pvt Ltd, MGF Estates Pvt Ltd, Cards Services India Pvt Ltd, Local Goods Carriers Pvt Ltd. and MGF Market Place Mall Managements, LLP.

Committee Membership

The Motor & General Finance Limited

Nomination & Remuneration Committee

Stakeholders Relationship Committee

Share Transfer Committee

India Lease Development Ltd

Audit Committee

Stakeholder Relationship Committee

Nomination & Remuneration Committee

Jayabharat Credit Ltd

Audit Committee

Stakeholder Relationship Committee(Chairman)

Nomination & Remuneration Committee

Sh. Rajiv Gupta, holds 22,71,865 shares i.e 11.73% of the total Paid up Capital of the company

Disclosure of his relationship inter-se with other directors and on the number of Board Meetings attended by him are given in the Corporate Governance Report.

He is not related to any of the directors or key managerial personnel of the company, except Smt. Arti Gupta, Joint Managing Director, his wife.

None of the directors or key managerial personnel of the company except Sh. Rajiv Gupta and Smt. Arti Gupta, being husband & wife are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding,if any, in the company.

2) Director being re-appointed by rotation (Resolution at item No.4 & 7)

Name	:	**Smt. Arti Gupta(DIN:00023237)**
Age & Date of Birth	:	**66 years(5.11.1953)**
Qualification	:	**B.A.**

Experience in specific functional area

She is a graduate and has gained sufficient experience in business which is useful for the company. She has been associated as Director since 2006 and has been designated as Joint Managing Director in 2014.

Other Directorship/Partnership:

Bahubali Services Pvt Ltd, MGF Estates Pvt Ltd, Ram Prakash & Co Pvt Ltd, Gee Gee Holdings Pvt Ltd, Grosvenor Estates Pvt Ltd, Associated Traders & Engineers Pvt Ltd and Local Goods Carriers Pvt Ltd.

Committee Memberships:

Stakeholder Relationship Committee

Mrs. Arti Gupta holds 981000 shares i.e 5.066 % of the total Paid Up Capital of the Company

Disclosure of her relationship, inter-se, with other directors and on the number of Board Meetings attended by her are given in the Corporate Governance Report.

She is not related to any of the director or key managerial personnel of the company, except Sh. Rajiv Gupta, Chairman & Managing Director, her husband.

None of the directors or key managerial personnel of the company except Smt. Arti Gupta and Sh. Rajiv Gupta,being wife and husband are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any , in the company.

3) Director being re-appointed by rotation (Resolution at Item No.5 & 7)

Name	:	**Sh. Arun Mitter(DIN:00022941)**
Age & Date of Birth	:	**57 Years(27.11.1962)**
Qualification	:	**B.Com, ACA**

Experience in specific functional area

Sh. Arun Mitter, is a qualified Chartered Accountant. He has extensive business experience in general and financial management of corporate bodies. His continued association with the company is considered necessary in the interest of the company

Other Directorship/Partnership:

MGF Developments Ltd, Jayabharat Credit Ltd, India Lease Development Ltd, Bahubali Services Pvt Ltd, Upper India Hire Purchase Co Association Ltd, Technofab Engineering Ltd, Ram Prakash & Co Pvt Ltd, Discovery Holdings Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, MGF Securities Pvt Ltd, Cards Services India Pvt Ltd, MGF Promotions & Events Pvt Ltd, MGF Estates Management Pvt Ltd, Metroplex Construction Pvt Ltd, Vishnu Apartments Pvt Ltd, MGF Market Place Mall Managements, LLP. and Hyline Mediconz Pvt Ltd.

Committee Membership

The Motor & General Finance Limited

Audit Committee

Stakeholders Relationship Committee

Share Transfer Committee

Risk Management Committee(Chairman)

Corporate Social Responsibility (CSR) Committee

India Lease Development Ltd

Audit Committee(Chairman)

Nomination & Remuneration Committee(Chairman)

Risk Management Committee(Chairman)

Jayabharat Credit Ltd

Audit Committee

Stakeholder Relationship Committee

Nomination & Remuneration Committee

Risk Management Committee

Corporate Social Responsibility (CSR) Committee

Technofab Engineering Ltd

Audit Committee(Chairperson)

Stakeholder Relationship Committee

Nomination & Remuneration Committee

Corporate Social Responsibility (CSR) Committee

Mr. Arun Mitter holds 15732 shares i.e 0.08.% of the total paid up capital of the company

Disclosure of his relationship inter-se with other directors and on the number of Board Meetings attended by him are given in the Corporate Governance Report.

He is not related to any of the directors or key managerial personnel of the company,

None of the directors or key managerial personnel of the company are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the company.

4) Director being re-appointed as Non Executive Independent Director not liable to retire by rotation (Resolution No.8)

Name	**:**	**Sh. Bharat Kumar (DIN:01090141)**
Age & Date of Birth	**:**	**74 Years(03.10.1945)**
Qualification	**:**	**B.Com**

Experience in specific Financial Area

He is a Graduate in Commerce. He holds a rich business experience. His re-appointment will be quite useful to the company

Other Directorship/Partnership:

M/s. Magique Hospitality Pvt Ltd

Committee Memberships:

The Motor & General Finance Limited

Audit Committee(Chairman)

Stakeholders Relationship Committee

Nomination & Remuneration Committee

Risk Management Committee

Sh. Bharat Kumar holds **NIL** shares in the company

Disclosure of his relationship inter-se with other directors and on the number of Board Meetings attended by him are given in the Corporate Governance Report.

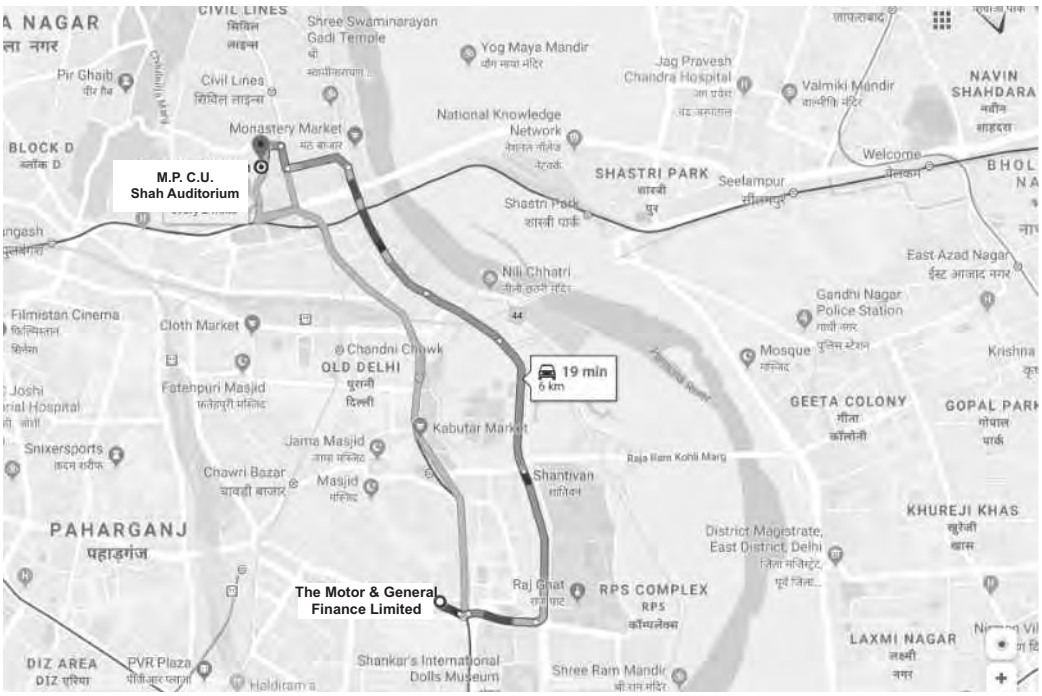
He is not related to any of the directors or key managerial personnel of the company,

None of the directors or key managerial personnel of the company are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the company.

SHAREHOLDERS INFORMATION

Head Office & Registered Office	:	MGF HOUSE 4/17-B, Asaf Ali Road, New Delhi-110002
Internet Facility	:	
E-mail	:	**mgfltd@hotmail.com**
Company website	:	**www.mgfltd.com**
Telephone No.	:	011- 23272216-18,011-3278001-02
Fax No.	:	011-23274606
Date of Annual General Meeting	:	September 25, 2019
Time	:	11.30 A.M
Day	:	Wednesday,
Venue	:	M.P. C.U. Shah Auditorium, Shree Delhi Gujrati Samaj Marg, Civil Lines, Delhi-110054.
Day and Date of Book Closure		**Wednesday, the September 18, 2019 to Wednesday, the September 25, 2019 (both days inclusive)**
Shares listed at	:	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 National Stock Exchange of India Ltd Exchange Plaza, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra(E), Mumbai-400051

The company confirms that it has paid the Annual Listing Fees to the above Stock Exchanges for the year 2019-20



Route Map for AGM

MGF

89th Annual Report 2018-2019

THE MOTOR & GENERAL FINANCE LIMITED

Shri Ved Prakash Gupta

(15th August, 1915 - 20th August 2005)

A True Karmayogi.

Your integrity, values and vision will continue to guide and inspire us for all our activities and future growth.

THE MOTOR & GENERAL FINANCE LIMITED

MANAGEMENT

BOARD OF DIRECTORS

SHRI RAJIV GUPTA, CHAIRMAN & MANAGING DIRECTOR & CEO
SMT. ARTI GUPTA, JOINT MANAGING DIRECTOR
SHRI ARUN MITTER, EXECUTIVE DIRECTOR
SHRI ONKAR NATH AGGARWAL, NON EXECUTIVE INDEPENDENT DIRECTOR
SHRI BHARAT KUMAR, NON EXECUTIVE INDEPENDENT DIRECTOR
SHRI ABHIRAM SETH, NON EXECUTIVE INDEPENDENT DIRECTOR
SHRI KARUN PRATAP HOON, NON EXECUTIVE INDEPENDENT DIRECTOR

VP & CS & COMPLIANCE OFFICER & CFO

SHRI M.K. MADAN

BANKERS

BANK OF INDIA,
KOTAK MAHINDRA BANK LIMITED
KOTAK MAHINDRA PRIME LIMITED
KOTAK MAHINDRA INVESTMENTS LIMITED
UNION BANK OF INDIA
CENTRAL BANK OF INDIA

AUDITORS

M/s. JAGDISH CHAND & CO.,
CHARTERED ACCOUNTANTS
H-20, LGF, GREEN PARK(MAIN)
NEW DELHI-110016
PHONE: 011-26511953, 26533626

REGISTRAR & SHARE TRANSFER AGENTS

M/S ALANKIT ASSIGNMENTS LIMITED
205-208, ANARKALI COMPLEX,
JHANDEWALAN EXTENSION,
NEW DELHI-110055
PHONE: 011-42541234/23541234

REGISTERED OFFICE

MGF HOUSE
4/17-B, ASAF ALI ROAD,
NEW DEHI-110002
PHONE : 011-23272216-18,
011-23278001-02
FAX NO. 011-23274606
E-mail: mgfltd@hotmail.com
Website: www. mgfltd.com
CIN: L74899DL1930PLC000208
GST No. : 07AAACT2356D2ZN

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DIRECTOR'S REPORT

Your Directors are pleased to present the 89th Annual Report on the business and operations of the company and the accounts for the financial year ended March 31,2019.

Financial Summary

The Board's Report is prepared based on the Standalone Financial Statements of the company.

(₹ in lacs)

Financial Results	Year ended March 31, 2019	Year ended March 31, 2018
Gross Profit before depreciation, finance cost and provisioning	**(149.49)**	340.71
Less: Finance Cost	**125.89**	389.34
Less: Depreciation including impairment and property reserves	**145.87**	117.35
Profit /(Loss) before exceptional items and tax	**(421.25)**	(165.99)
Exceptional Items	**-**	-
Profit /(Loss) before, tax	**(421.25)**	(165.99)
Tax expense	**(101.99)**	(93.30)
Profit(/Loss) for the year	**(319.26)**	(72.69)
Other Comprehensive income(net of tax)	**0.16**	3.87
Total comprehensive income for the year	**(319.10)**	(68.82)

The financial statement for the year ended on March 31,2019 have been prepared in accordance with the Indian Accounting Standards(IND-AS) notified under Section 133 of the Companies Act, 2013 read with the Companies(Indian Accounting Standards) Rules, 2015. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner. Revenue from operations on Standalone basis which includes rent from properties as on March 31, 2019 amounts to ₹ 1053.52 lakhs.

1. Dividend

In view of losses, your Board has not recommended any dividend for the current year.

2. Share Capital

There is no change in the Paid up Equity Share Capital of the company as on March 31,2019 which, remained at ₹ 1936.35 lakhs.

3. Change in Nature of Business

There has been no change in the nature of business of the company during the financial year 2018-19.

4. Transfer to Reserves

The company has not transferred any amount to General Reserves for the financial year ended March 31,2019.

5. Disclosure under Section 43(a)(ii) of the Companies Act,2013

The company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture)Rules,2014 has been furnished.

6. Disclosure under Section 54(1) (d) of the Companies Act,2013

The company has not issued any Sweat Equity Shares during the financial year under review and hence no information as

per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

7. Disclosure under Section 62(1)(b) of the Companies Act,2013

The company has not issued any equity shares under Employees Stock Option Scheme during the financial year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rules 12(9) of the Companies (Share Capital and Debenture)Rules,2014 has been issued.

8. Material changes and commitments, if any, affecting financial position of the company from the end of the financial year and till the date of this report.

There are no material changes and commitments, if any, which could affect the financial position of the company that have occurred between the end of the financial year to which the financial statement relates and the date of this report unless otherwise stated in this report.

9. Significant and Material Orders passed by the Regulators or Courts or Tribunal

There are no significant and/or material orders passed by the Regulator(s) or Court(s) or Tribunal(s) impacting the Going Concern status of the company and its business operations in future.

10. Corporate Governance

In terms of the provisions of Schedule V(C) of the SEBI Listing Regulations, a detailed Report on Corporate Governance, along with report on Management Discussion and Analysis and General Shareholder Information is enclosed as per **Annexure "A"** forming part of this report.

The Company is in full compliance with the requirements and disclosures that have to be made in terms of the requirements of Corporate Governance as specified in SEBI Listing Regulations.

11. Extract of Annual Return

Details forming part of the extract of Annual Return as on March 31,2019 is available in Form MGT 9 which is in accordance with Section 92 of the Companies Act,2013 read with the Companies(Management and Administration) Rules, 2014 included in this report as **Annexure "C"** and forms an integral part of this report.

12. Directors Retiring by Rotation

The company in total has 7 (Seven) Directors out of which 4 (Four) Directors are Non Executive Independent Directors and 3 (Three) are Executive Directors including one Woman Director.

In accordance with the provisions of Section 152 of the Companies Act, 2013 as required under Regulation 36 of the SEBI(LODR) Regulations, 2015 read with Article 60(e) of the Articles of Association of the company, Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director &CEO, Smt. Arti Gupta(DIN:00023237), Joint Managing Director and Sh. Arun Mitter(DIN:00022941), Executive Director shall retire by rotation at the ensuing 89th Annual General Meeting and being eligible, offer themselves for re-appointment. Profile of these Directors, as required by Regulation 36(3) of the SEBI(LODR) Regulations,2015 and other applicable provision(s) is given in the Notice convening the forthcoming AGM.

None of the Directors of your company is disqualified under the provisions of Section 164(2)(a) and (b) of the Companies Act, 2013

13. Key Managerial Personnel

As per the requirements under the provisions of Section 203 of the Companies Act, 2013, Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director &CEO, Smt.Arti Gupta(DIN:00023237), Joint Managing Director, Sh. Arun Mitter(DIN:00022941), Executive Director and Sh. M.K. Madan, Vice President & Company Secretary &CFO are the Key Managerial Personnel of the company as on the date of this Board's Report.

14. Independent Directors with materially significant, pecuniary or business relationship with the company.

There is no pecuniary or business relationship between Non Executive Independent Directors and the company, except for the Board Meeting Fee paid in accordance with the applicable laws and with the approval of the members. No meeting fee is paid for attending the Committee Meetings.

15. Declaration by Independent Directors

The Board has taken on record the declarations and confirmations received from the Independent Directors, namely, Sh. Bharat Kumar (DIN:01090141), Sh. Onkar Nath Aggarwal (DIN:00629878), Sh. Abhiram Seth (DIN:00176144) and Sh. Karun Pratap Hoon(DIN:052025664) regarding their independence pursuant to Section 149 of the Act and Regulation 16 of Listing Regulations.

16. Re-appointment of Chairman & Managing Director &CEO, Joint Managing Director & Executive Director

The Board on the favourable recommendations of Nomination & Remuneration Committee proposed that on the expiry of term i.e. August 12, 2019 Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director be re-appointed for a further period of three years i.e. from August 13,2019 to August 12,2022 on the existing terms & conditions. Further to comply with Regulation 17(6)(e) of SEBI(LODR) Regulations, 2015, as amended, resolution has been placed before the Members to seek their consent for payment of remuneration to Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director & promoters of the company or member of the promoter group on such terms & conditions as approved by the members by way of Special Resolution through Postal Ballot dated March 29,2019 & notwithstanding that the annual aggregate remuneration payable to them exceeds 5% of the net profits of the company as calculated under Section 198 of the Companies Act,2013 in any year during the tenure of their appointments viz upto August 12,2019 and renewal of the term from August 13,2019 to August 12,2022 on the existing terms & conditions.

17. Re-appointment of Independent Directors

The first term of Sh. Bharat Kumar, Non Executive Independent Director expires on September 17,2019. Keeping in view the rich experience, acumen, qualification, immense knowledge of the industry & the substantial contribution & as well as performance evaluation, as a member of the Board, Committee of the Board, the Board of Directors, on the recommendation of Nomination & Remuneration Committee have, pursuant to Section 149 of the Companies Act,2013 & Regulation 25 of the Listing Regulations, have recommended to the members to consider the re-appointment of Sh. Bharat Kumar for another term of five consecutive years commencing from September 18,2019 to September 17,2024, not liable to retire by rotation. In terms of Regulation 17(1A) of the Listing Regulation approval of the members of the company is also required for continuation of directorship exceeding the age of 75 years of Sh. Bharat Kumar during his second term of his appointment. Accordingly appropriate resolution is placed before the members for approval. Necessary details are given in the resolution & explanatory statement in accompanying notice of the ensuing 89th AGM of the company, Sh. Bharat Kumar has declared that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act,2013 along with Rules framed there under & Regulation 16(1)(b) of the Listing Regulations.

As on the date of this Report, the Board of Directors have decided that pending approval of the application made under Regulation 31A of SEBI(LODR) Regulations,2015, duly amended to the Stock Exchanges, the matter regarding re-appointment of Sh. Abhiram Seth, Non Executive Independent Director for a further period of five years starting from September 18, 2019 will be taken up at a later date.

18. Number of Meeting of Board of Directors

7 (seven) meetings of the Board of Directors were held during the financial year. The details of the meetings of the Board of Directors of the company and its Committees convened during the financial year 2018-19 are given in the Corporate Governance Report which forms part of this Annual Report.

19. Directorship and Membership on Committees and Shareholding of Non Executive Directors

All the Directors at the beginning of the financial year, have periodically and regularly informed the company about their Directorship and Membership on the Board/Committees of the Board of other companies. As per the disclosures received, none of the Directors of the company hold Memberships/Chairmanships of more than the prescribed limits across all companies in which he/she is a Director.

20. Director's Responsibility Statement

Pursuant to Section 134(3)(c)/134(5) of the Companies Act,2013(including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your company confirm that:-

i) In the preparation of the annual accounts for the financial year ended March 31,2019, applicable Accounting Standards and Schedule III of the Companies Act,2013(including any statutory modification(s) or en-enactment(s) for the time

being in force), have been followed and there are no material departures from the same;

ii) Such accounting policies have been selected and applied consistently and the Directors have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on March 31,2019 and of the Loss of the company for the year ended on that date;

iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013(including any_ statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv) The annual accounts have been prepared on a 'Going Concern' basis;

v) Internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and operating effectively; and

vi) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

21. Formal annual evaluation of the performance of the Board, its Committees and Directors

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

Pursuant to provisions of part VII of the Schedule IV of the Companies Act,2013 and regulation 25 of the SEBI Obligations and Disclosures Requirements)Regulations,2015, a separate meeting of Independent Directors was held on March 15,2019 for transacting the business enumerated under said provisions and also Non Independent Directors and the Executive Directors of the company were evaluated by the Independent Directors of the company in the said separate meeting.

The formal Annual evaluation of the Board as a whole, Chairman of the Company, Committees of the Board, namely, Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination & Remuneration Committee and Risk Management Committee and all the Directors were undertaken in the Board Meeting.

More details on the same are provided in the Corporate Governance Report which forms part of this Annual Report.

22. Policy on Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act,2013

The company has zero tolerance for sexual harassment at workplace. A policy has been adopted in line with the Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act, 2013 and rules framed therein. During the year, no complaint pertaining to sexual harassment was received.

23. Vigil Mechanism Policy

In compliance with the provisions of Section 177(9) of the Companies Act,2013 read with the Rules made there under, the Company has instituted a Whistle Blower Mechanism which, inter-alia, facilitates its employees to report genuine concerns. The mechanism provides for adequate safeguards against victimisation of persons using the mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The policy is available on the Company's website at http/ **www.mgfltd.com**

24. Adequacy of Internal financial controls with reference to the financial statements

The company has documented its internal financial controls considering the essential components of various critical processes, physical and operation. This includes its design, implementation and maintenance, along with periodical internal review of operational effectiveness and sustenance, which are in commensurate with the nature of its business and the size and complexity of its operations.

This ensures orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The internal financial controls with reference to the financial statements were adequate and operating effectively.

25. Particulars of Loans/Advances/Investments as required under the Listing Regulations

The details of related party disclosures with respect to loans/advances/investments during the year, as required under Part A of Schedule V of the Listing Regulations have been provided in the Financial Statements of the company. Term Loan from Kotak Mahindra Bank Limited is secured against the securities of mutual funds ,shares etc. held by the directors and their family members and group entities .

26. Related Party Transactions

All contracts/arrangements/transactions entered by the company with Related Parties were in the ordinary course of business and on an arm's length basis.

During the year under review, the company has not entered into any contracts/arrangements/transactions with related parties which qualify as material in accordance with the policy of the company on materiality of related party transactions.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on Related Party Transactions formulated by the company.

There are no materially significant related party transactions that may have potential conflict with the interest of the company at large. The company does not have a 'Material Subsidiary' as defined under Regulation 16(1) (c) of the Securities and Exchange Board of India(Listing Obligations and Disclosures Requirements) Regulations,2015[Listing Regulations]. The Board shall formulate a policy to determine 'Material Subsidiary' as and when considered appropriate in the future.

The details of the related party transactions as per Indian Accounting Standards (IND-AS)-24 are set out in Note No.33 to the Standalone Financial Statements of the company.

Form AOC-2 pursuant to Section 134(3) (h) of the Companies Act,2013 read with Rule 8(2) of the Companies(Accounts)Rules, 2014 is set out in the **Annexure 'B2'** to this Report.

27. Board Meetings

The Company Secretary, in consultation with the Chairman, prepares the agenda of the Board/Committee Meetings which is ordinarily intimated 7 (seven) days in advance in writing to the members prior to the meeting in order to permit adequate review. The Company Secretary records minutes of each meeting and draft minutes are circulated to all members of the Board/Committee well in advance.

28. Code of Conduct for Directors and Senior Management

The Board of Directors of the company has adopted a Code of Conduct for all members of the Board and Senior Management and the same is available on the website of the company i.e. **http//www.mgfltd.com.**

29. Audit & Auditors

Statutory Auditors

At the 87th Annual General Meeting held on September 26,2017, the members approved appointment of M/s. Jagdish Chand & Co, Chartered Accountants(firm Regd No.000129N) to hold office from the conclusion of 88th Annual General Meeting until the conclusion of 92nd Annual General Meeting on such remuneration as may be fixed by the Board on the recommendation of Audit Committee.

In view of the amendment to the said Section 139 through the Companies(Amendment Act),2017 notified on May 7,2018, ratification of auditor's appointment is no longer required. However, as required under Section 142 of the Companies Act,2013, a proposal is put up for approval of members for authorizing the Board of Directors of the company to fix Auditor's remuneration for the year 2019-20. The members are requested to approve the same.

The Statutory Audit Report for the year 2018-19 for Standalone Financial Results does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

30. Cost Auditors

Pursuant to the provisions of Section 141 read with Section 148 of the Companies Act,2013 and Rules made there under & on the recommendations of the Audit Committee, M/s PCK & Associates, Cost Accountants(Firm Regd No.00514) were re-appointed as the Cost Auditors of the company for the Financial Year ending 2018-19 at a remuneration of ₹ 40,000 plus GST, as applicable. As required under the Companies Act, 2013, a resolution seeking member's approval for the remuneration payable to the Cost Auditors, forms part of the notice.

31. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act,2013 and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there under, the Board has re-appointed M/s Anjali Yadav & Associates, (FCS No.6628 & CP No.7257) Company Secretaries as the Secretarial Auditor to conduct and audit the secretarial records for the Financial Year 2018-19.

The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith as per **Annexure 'D' & D'1'** in Form No. MR-3 and forms an integral part of this report. The Secretarial Audit Report does not contain any qualification, reservations or adverse remarks.

Pursuant to the approval given on April 10, 2015 by Central government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on meetings of the Board of Directors(SS-1) and General Meetings(SS-2) came into effect from July 1, 2015. These Secretarial Standards were then revised and were made effective from October 1, 2017. The company is in compliance with the same.

M/s Anjali Yadav & Associates, Secretarial Auditor have also been appointed as scrutinizer to scrutinize the e-voting process.

Further, in terms of the provisions of the Circular No.CIR/CFD/CMD1/27/2019 dated February 8,2019 issued by SEBI, the company has obtained the Annual Secretarial Compliance Report, thereby confirming compliance of the applicable SEBI Regulations and circulars/guidelines issued there under, on behalf of the company. Refer **Annexure 'F '**

There were no qualifications, reservations, observations or adverse remarks made by the Secretarial Auditor in their report.

32. Internal Auditor & Internal Control

The internal audit has been entrusted to Mr.S.K. Aggarwal, a Chartered Accountant. The company has in place adequate and effective internal financial control with reference to the financial statement and is in commensurate with its size, scale and complexities of its operations. With a strong internal control culture in the company, the Internal Auditor monitors the compliance with the objective of providing information to the Audit Committee. The Audit Committee reviews the internal control systems with the management, internal auditors and statutory auditors and the adequacy of internal audit function, significant internal audit findings and follow up thereon, if any.

33. Certificate of Non Disqualification of Directors

A certificate from M/s Anjali Yadav & Associate, Company Secretaries regarding Non Disqualification of Directors is annexed as per **Annexure 'E'**.

34. Consolidated Financial Results

As per Regulations 33 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015(hereinafter referred to as "Listing Regulations") and in accordance with the applicable provisions of the Companies Act,2013 read with the Rules issued there under and IND AS-110, the Consolidated Financial Statements of the Company for the Financial Year 2018-19 have been prepared in compliance with the applicable Accounting Standards and on the basis of audited financial statements of the company and Associate Companies, as approved by the respective Board of Directors.

The Auditors, in their Consolidated Financial Statements, have taken on record the qualified opinion given by an Independent firm of Chartered Accountants on the audit report on the financial statement of Jayabharat Credit Limited, an associate company which are self explanatory and does not require any further comments/clarification by the Board of Directors of the company. In the Emphasis of Matter included in Auditors Report of another Associate Company viz India Lease Development

Limited ,the audit opinion of the financial statements in respect of these matters is not qualified.

35. Board Committees

Details pertaining to the composition of various committees of the Board including the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee and the details of establishment of Vigil Mechanism are included in the Corporate Governance Report, which is in part of this report.

The Board has the following committees:-

i) Audit Committee

As on the date of signing of this report the Audit Committee comprises of 5 (Five) Directors, namely, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar, Sh. Abhiram Seth, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon , 4(Four) of them being Non Executive Independent Directors. Sh. Bharat Kumar, a Non Executive Independent Director, is the Chairman of the Audit Committee.

The Board accepts recommendations of the Audit Committee.

ii) Nomination & Remuneration Committee

As on the date of signing of this report Nomination & Remuneration Committee comprises of 5(five) Directors namely, Sh. Rajiv Gupta, Chairman & Managing Director & CEO of the company, Sh. Bharat Kumar, Sh. Abhiram Seth, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon. Out of 5(five) Directors, 4 (four) Directors are Independent Directors. Sh. Abhiram Seth, a Non Executive Independent Director, is the Chairman of the Committee.

The Board accepts recommendations of the committee based on the policy on the Directors & KMP's appointment and other details as is required under Section 178(4) of the Act in the matter of appointment/re-appointment of the Directors, Senior Managers and fixation of remuneration, etc.

iii) Stakeholders Relationship Committee

As on the date of signing of this report Stakeholders Relationship Committee comprises of 6 (six) Directors, namely Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar, Sh. Abhiram Seth and Karun Pratap Hoon, Independent Directors. Out of 6(six) Directors, 3 (three) Directors are Non Executive Independent Directors. Sh. Abhiram Seth, a Non Executive Independent Director, is the Chairman of the Committee.

The Committee looks into and resolves the grievances of the stakeholders as on the date of this report, there are no issue which remains to be resolved.

iv) Corporate Social Responsibility (CSR)

As on the date of signing of this report Corporate Social Responsibility (CSR) Committee comprises of 4(four) Directors, namely Sh.Arun Mitter, Executive Director, Abhiram Seth, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon, Non Executive Independent Directors. Out of 4(four) Directors, 3(three) Directors are Independent Directors . Sh.Abhiram Seth, Non Executive Independent Director is the Chairman of the Committee.

v) Risk Management Committee

The Committee was reconstituted on March 29,2019.Risk Management Committee comprises of 3(three) Directors, namely,Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar and Sh. Abhiram Seth, Non Executive Independent Directors. Out of three Directors, 2(two) Directors are Non Executive Independent Directors. Sh. Arun Mitter, Executive Director, is the Chairman of the Committee.

36 Policies

SEBI(LODR) Regulations,2015 mandated the formulation of certain policies for all listed companies. In compliance with the same, the company has formulated the Corporate Governance Policies viz Policy on Related Party Transactions, Policy on

Disclosure of Material Event/information, Unpublished Sensitive Information(UPSI) SEBI(Prohibition of Insider Trading)Regulations,2015, Whistle Blower Policy, Policy on Document Preservation, Policy on Board Diversity, Policy on Familiarization Programme for Independent Directors, Policy on Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act,2013(POSH) etc are available on company's website **www.mfgltd.com**

37. Corporate Social Responsibility(CSR)

As a part of its initiative under the Corporate Social Responsibility (CSR) drive, the company had undertaken projects in the area of promoting education, renovation of school building and running of school and libraries etc. This is in accordance with the Schedule VII of the Companies Act,2013 and the company's CSR policy. However, As per the provisions of Section 135 of the Companies Act,2013 as amended, the company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. CSR Policy of the company is available on company's website **www.mgfltd.com**

38. CEO/CFO Certification

As required under Regulation 17 of the Listing Regulations, the CEO/FCFO certificate for the financial year 2018-19 signed by Sh. Rajiv Gupta, Chairman & Managing Director &CEO and Sh. M.K. Madan, Vice President & Company Secretary &CFO, was placed before the Board of Directors of the company at their meeting held on August 13,2019.

39. Particulars of Employees

In terms of the provisions of Section 197(12) of the Companies Act,2013 read with Rules 5(1), 5(2) and 5(3) of the Companies(Appointment and Remuneration of Mangerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of employees drawing remuneration and other disclosures are mentioned which forms part of this report.

40. Investor Education & Protection Fund(IEPF)

Pursuant to Section 124(5) of the Act read with IEPF Authority(Accounting, Audit, transfer & Refund) Rules,2016 ("The Rules") all unpaid & unclaimed Dividend for the financial year 2010-11 after the completion of continuous seven years & in accordance with the aforesaid provisions, ₹ 6,46,706 was transferred to IEPF. Further pursuant to provision of Section 124(6) of the Act, such shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years was transferred to Demat Account maintained by IEPF authority and accordingly, 125748 equity shares of the company were transferred to the Demat Account maintained by IEPF authority. The dividend & equity shares, once transferred, can only be claimed by the concerned shareholder(s) from IEPF authority after complying with the procedures prescribed under the Rules & the amended Rules.

41. Re-classification as per Regulation 31A of SEBI(LODR) Regulations,2015

The Company had, at its Annual General Meeting held on September 27, 2018 obtained the approval of the shareholders for re-classification of the Persons wrongly classified in the 'Promoter Group' category to Public category as per Regulation 31A of SEBI(LODR) Regulations, 2015.

Subsequent thereto, the Company had made applications to the Stock Exchanges for their approval for the aforementioned re-classification. The company has yet to receive the approvals from Stock Exchanges for the re-classification from Promoter Group to Public category.

42. Business Responsibility Report

As per Regulation 34(2) (f) of SEBI(LODR) Regulations,2015, the company is not falling in the criteria i.e. top 500 listed companies based on market capitalization and as such, Business Responsibility Report is not applicable.

43. Public Deposits

During the year under review, your company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act,2013 read with the Companies(Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). There are no unclaimed deposits.

44. Conservation of Energy, Technology, Absorption and Foreign Exchange Earnings/Outgo

In terms of the requirements of clause (m) of Sub section (3) of Section 134 of the Companies Act,2013, read with the Companies(Accounts)Rules,2014, the particulars are given as under:-

(₹ **in Lacs**)

				March 31, 2019	March 31, 2018
a)	Technology			It is not applicable	It is not applicable
b)	Conservation of Energy			-do-	-do-
c)	Transactions in Foreign Currency			**Nil**	Nil
	a)	Expenditure in Foreign Currency			
		i)	Repayment of Foreign Currency loan	**-**	-
		ii)	Interest on Foreign Currency Loan	**-**	**-**
		iii)	Travelling Expenses	**₹ 1.64 lacs**	₹ 1.91
	b)	Shares held by Non Resident Shareholders		**167879**	173316
		No. of Shareholders		**33**	34

The company had no earnings in foreign exchange

45. E-mail ID for Investor's Grievances

In compliance of SEBI(LODR) Regulations,2015, the company has designated an e-mail address i.e. **mgfcomplaints@yahoo.co.in** for the purpose of registering complaints by investors for redressal of their grievances.

46. Listing Fee

The listing fee for the year 2019-20 has already been paid to the credit of both the stock exchanges.

47. Statutory Disclosures.

- A copy of the audited financial statements for each of the company's, associates will be made available to the members of the company, seeking such information at any point of time upto the date of AGM.
- The audited financial statements of the said companies will be kept for inspection by any member of the company at its Registered Office during 10.00 a.m. to 12.30 p.m. except Saturdays, Sundays & Holidays upto the date of AGM.
- The financial results are placed on the company's website at **www. mgfltd.com.**
- The Director's Responsibility Statement as required by section 134(5) of the Act appears in a preceding paragraph.
- Cash Flow Statement for Financial Year 2019 is attached to the Balance Sheet.

48. Sexual Harassment Policy

The company has a policy of sexual harassment at the work place, the Company has complied with the provisions relating to the constitution of internal complaints Committee under Sexual Harassment of Woman at Workplace(Prevention, Prohibition and Redressal) Act,2013. There was no case reported during the year under review under the said policy**.**

49. Acknowledgements

Directors place on record their thanks for the assistance and cooperation received from banks and all other customers for their continued support and patronage.

Your Directors also wish to place on record the dedicated and devoted services rendered by all personnel of the company.

Place: New Delhi
Dated: August 13, 2019

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER
DIN:00022964

(ARTI GUPTA)
JOINT MANAGING DIRECTOR
DIN:00023237

Annexure 'A' to the Directors Report

Pursuant to Regulation 17 to 27 and Clause (b) to (i) of sub Regulation (2) of Regulation 46 and paragraph (C) and (E) of Schedule V of SEBI(LODR) Regulations, 2015 entered with the Stock Exchanges.

CORPORATE GOVERANCE REPORT

1. Company's Philosophy on Code of Corporate Governance

This Corporate Governance Report for the year ended March 31,2019, forms part of the Directors' Report and the same has been prepared on the basis of the provisions of Clause C of the Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015,as amended.

The company's philosophy on Code of Governance is intended to bring about:

- Transparency, accountability and integrity in the Organization.
- Implementation of policies and procedures prescribed by the company to ensure high ethical standards in all its business activities and responsible and responsive management.

Corporate Governance represents the value, ethical and moral framework under which business decisions are taken. The investors want to be sure that not only is their capital handled effectively and adds to the creation of wealth, but the business decisions are also taken in a manner which is not illegal or involving moral hazard.

Your company perceives good corporate governance practices as a key driver of sustainable corporate growth and long term shareholder value creation. The primary objective is to develop and adhere to a corporate culture of harmonious and transparent functioning, increasing employee and customer satisfaction and enhancing shareholders' wealth by developing capabilities and identifying opportunities that best serve the goal of value creation. All actions and strategic plans are directed towards delivering value to all stakeholders, as well as conform to the highest standards of corporate behaviour.

2. Board of Directors

The Board of Directors consist of 7(seven) Directors as at the year end March 31,2019. The Board comprises of three Executive Promoter Directors including one Woman Director and four Non Executive Independent Directors. The Board of Directors is headed by Sh. Rajiv Gupta, who is the Chairman & Managing Director & CEO of the company.

i) Constitution of the Board:

Sl No.	Name of Director	Date of Appointment	Status
1.	Sh. Rajiv Gupta(DIN:00022964)	14-04-1988	Chairman & Managing Director& CEO
2.	Smt. Arti Gupta(DIN:00023237)	22-06-2006	Joint Managing Director
3.	Sh. Arun Mitter (DIN:00022941)	11-07-2002	Whole Time Director-Executive Director
4.	Sh. Bharat Kumar (DIN:01090141)	19-03-2002	Non Executive- Independent Director
5.	Sh. Onkar Nath Aggarwal (DIN:00629878)	31-12-2005	Non Executive -Independent Director
6.	Sh. Abhiram Seth (DIN:00176144)	29-04-2006	Non Executive -Independent Director
7.	Sh. Karun Pratap Hoon (DIN:05202566)	18-10-2017	Non Executive -Independent Director

a. No Director is related to any other Director on the Board in terms of the definition of relative under the Companies Act, 2013 except Sh. Rajiv Gupta and Smt. Arti Gupta, who are, inter-se, related to each other being husband and wife.

b. Details of Directors retiring or being re-appointed are given in the notice to the Annual General Meeting. The brief profile of the Board Members who are either retiring by rotation or being re-appointed, is given in the Notice.

2(a) Composition of the Board

The composition of the Board is in conformity with the requirements of the applicable provisions of the Companies Act,2013 read with the Regulation 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Details for the year 2018-19 are as follows:-

Sl No.	Name of Director	Category	Board Meetings held	Board Meetings attended	Attendance at last AGM held on Sept 27, 2018
1.	Sh. Rajiv Gupta	Promoter Executive	7	7	No
2.	Smt. Arti Gupta	Promoter Executive	7	7	No
3.	Sh. Arun Mitter	Promoter Executive	7	7	Yes
4.	Sh. Bharat Kumar	Non Executive Independent	7	7	Yes
5.	Sh.Onkar Nath Aggarwal	Non Executive Independent	7	5	No
6.	Sh. Abhiram Seth	Non Executive Independent	7	5	No
7.	Sh. Karun Pratap Hoon	Non Executive Independent	7	6	No

2(b)

Sl No.	Name of Director	Category	Directorships held in listed companies including this company at the year end	Other Directorships held (including Pvt Ltd companies/LLP) at year end	No. of Committee Membership/ Chairmanship in other companies at year end	
1.	Sh. Rajiv Gupta Chairman & Managing Director & CEO	Promoter Executive	3	10	4	1
2.	Smt. Arti Gupta Joint Managing Director	Promoter Executive	1	7	1	0
3.	Sh. Arun Mitter Executive Director	Promoter Executive	4	15	4	2
4.	Sh. Bharat Kumar	Non Executive Independent	1	1	1	1
5.	Sh.Onkar Nath Aggarwal	Non Executive Independent	1	5	1	0
6.	Sh. Abhiram Seth	Non Executive Independent	2	6	2	1
7.	Sh. Karun Pratap Hoon	Non Executive Independent	1	3	2	0

Only Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies including this listed entity have been considered.

The company has a high profile Board with varied management expertise. The Board's roles, functions, responsibilities and accountabilities are known to them due to their vast experience. Notice, Agenda and Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

The Board meets at least once every quarter to review the quarterly results and other items of the Agenda and if necessary, additional meetings are held. The gap between two Board Meetings does not exceed 120 days. The Board is apprised and

informed of all the important information relating to the business of the company including those stated in Part A of Schedule II to the Regulation 17(7) of the SEBI(LODR) Regulations, 2015("Listing Regulations") (as amended). The Chairman & Managing Director & CEO and the Company Secretary discuss the items to be included in the Agenda which is sent in advance to the Directors along with the draft of the relevant documents and explanatory statement wherever required, to enable the Board to discharge its responsibilities effectively and take informed decisions. The company is in compliance with the provisions of the Secretarial Standards to the meetings of the Board of Directors & Committee(s).

None of the Independent Directors has served as an Independent Director in more than 7(seven) listed companies. Necessary disclosures regarding committee positions in other public companies as on March 31, 2019 have been made by the Directors. None of the Directors except Sh. Rajiv Gupta and Smt. Arti Gupta, are inter-se related to each other being husband and wife.

2(c) Directorships in equity listed companies

Name of Director	Name of Listed entities	Category
Sh. Rajiv Gupta	The Motor & General Finance Ltd	Chairman & Managing Director
	Jayabharat Credit Ltd	Chairman
	India Lease Development Ltd	Chairman
Smt. Arti Gupta	The Motor & General Finance Ltd	Joint Managing Director
Sh. Arun Mitter	The Motor & General Finance Ltd	Executive Director
	Jayabharat Credit Ltd	Director
	India Lease Development Ltd	Independent Director
	Technofab Engineering Ltd	Independent Director
Sh. Bharat Kumar	The Motor & General Finance Ltd	Independent Director
Sh. Onkar Nath Aggarwal	The Motor & General Finance Ltd	Independent Director
Sh. Abhiram Seth	The Motor & General Finance Ltd	Independent Director
	ION Exchange(India) Ltd	Director
Sh. Karun Pratap Hoon	The Motor & General Finance Ltd	Independent Director

3. Number of Board Meetings:

During the financial year from April 1, 2018 to March 31,2019, the Board of Directors met 7(seven) times on the following dates

S.No.	Date of Meeting	Board Strength	No.of Directors present
1.	April 23, 2018	7	7
2.	May 28, 2018	7	4
3.	August 10, 2018	7	7
4.	November 13, 2018	7	5
5.	February 14, 2019	7	7
6.	February 19, 2019	7	7
7.	March 29, 2019	7	7

All the Directors present for all the said meetings except Sh. Onkar Nath Aggarwal, Sh. Abhiram Seth and Sh. Karun Pratap Hoon for the meeting held on May 28,2018 and Sh. Onkar Nath Aggarwal and Sh. Abhiram Seth for the meeting held on November 13, 2018 for which requisite leave of absence were granted as requested.

During the year 2018-19, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

a) The terms and conditions of appointment of the Independent Directors are disclosed on the website of the company.

b) The Board periodically reviews the compliance reports of all laws applicable to the company.

c) The details of the familiarization programme of the Independent Directors are available on the website of the company (**http://www.mgfd.com**).

d) The meetings of the Board of Directors are informed well in advance and are generally held at the Registered Office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. The notice confirming the minutes of the previous meeting and the detailed agenda for the ensuing meeting is sent invariably at least seven days in advance to all the Directors. In terms of the company's Corporate Governance policy, all significant and material information are placed before the Board to enable them to discharge their responsibilities. As per the directions of the Chairman, the Company Secretary who is also the Compliance Officer, convene the meetings.

Departmental heads of the company, in case they are required, are invited to attend the Board Meetings, to make presentations and provide clarifications. It is ensured that there are minimum number of four meetings of the Board of Directors every year to review the quarterly performance and financial results of the company.

4. **Independent Directors**

Independent Directors are Non Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Director is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. A formal letter of appointment to Independent Directors as provided in the Companies Act,2013 is available on the website of the company **viz.www.mfgltd.com .**

4(a) Re-classification to Public Category

The company has made an application to the Stock Exchanges as per regulation 31 A of SEBI(LODR) Regulations,2015 for seeking their approval for reclassification of Sh. Abhiram Seth, Independent Director wrongly appearing in the Promoter Group category to Public category. Pending approval, it is appearing in the Promoter Group category.

4(b) **Role of independent Directors**

Independent Directors bring to the company their wide experience in the field of finance, accountancy and public policy. This wide knowledge of both, their field of expertise and board room practices helps foster, varied, unbiased, independent and experienced perspectives. The company benefits from inputs in achieving its strategic directions.

Independent Directors play an important role in deliberations at the Board, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and CSR Committee. These committees function with the defined terms of reference in accordance with the Companies Act,2013, the LODR agreements and as approved by the Board from time to time. Board Members ensure that their work in other capacities do not impinge on their fiduciary responsibilities as directors of the company.

All Independent Directors of the company, at the time of their first appointment and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence as provided under Section 149(6) of the Companies Act,2013 read with Regulation 25 of SEBI(LODR) Regulations,2015. In the opinion of the Board, each Independent Director possesses appropriate balance of skills, experience and knowledge, as required.

5. Disclosure of relationships between Directors inter-se

Sh. Rajiv Gupta, Chairman & Managing Director & CEO and Smt. Arti Gupta, Joint Managing Director who are, inter-se, related to each other being husband and wife. None of the other directors is related to any other directors of the company.

6. Pecuniary Relationship

Non Executive Independent Directors have no pecuniary relationships or transactions with the company in their personal capacity except for the sitting fees drawn for attending the meetings of the Board. No meeting fee is paid for attending the Committee Meetings.

None of the Directors who serve as a Whole Time Director in any listed company serve as an Independent Director in more than three listed companies.

7. Details of equity shares of the company held by Executive and Non Executive Directors as on March 31, 2019.

Name of Director	Category	No. of Equity Shares
Sh. Rajiv Gupta	Chairman & Managing Director& CEO	22,71,865
Smt. Arti Gupta	Joint Managing Director	9,81,000
Sh. Arun Mitter	Executive Director	15732
Sh. Bharat Kumar	Non Executive Independent Director	-
Sh. Onkar Nath Aggarwal	Non Executive Independent Director	-
Sh. Abhiram Seth	Non Executive Independent Director	10298
Sh. Karun Pratap Hoon	Non Executive Independent Director	-

- As per the declarations received, none of the directors serve as an Independent Director in more than seven listed companies. Further, the Whole Time Director(s) in the company do not serve as an independent director in more than three listed companies.
- Memberships is in only Audit Committee and Stakeholders Relationship Committee in Public Limited Companies in accordance with Regulation 26 (1) (a) of SEBI(LODR) Regulations, 2015.

7(a) The important decisions taken at the committee meetings are communicated to the concerned departments. The Company Secretary(Compliance Officer) attends the committee meetings and advises on compliances with applicable laws and governance.

7(b) Re-classification to Public Category

The company has made an application to the Stock Exchanges as per regulation 31 A of SEBI(LODR) Regulations,2015 for seeking their approval for reclassification of some shareholders which constitutes 1.13 % of the total equity capital appearing in the Promoter Group category to Public category. Pending approval these are appearing in the Promoter Group category.

8. Skills/Expertise/Competence of the Board

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

i) Commercial

ii) Finance

iii) General management and Human Resources

iv) Legal, including laws related to corporate governance.

9. Evaluation of Directors and the Board

The Board of Directors has carried out an annual evaluation of its own performance, Board, Committees and individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Regulation 17 of SEBI (LODR) Regulations,2015 ("SEBI Listing Regulations")

The performance of the Board was evaluated at the year end after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc

The performance of the committees was evaluated by the board at the end of the year after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meeting, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman

was also evaluated on the key aspects of his role.

10. Separate Meeting of the Independent Directors

In terms of Section of the Companies Act,2013, during the year, as per the requirements of matters listed out in Schedule IV of the Companies Act,2013 and SEBI(LODR) Regulations, 2015 a separate meeting of the Independent Directors of the company was held on March 15, 2019 without the attendance of non independent Directors and members of the management. All the four Independent Directors were present at the meeting, wherein they had, inter-alia, reviewed the performance of Non Independent Directors and the Board as a whole reviewed the performance of the Chairman of the company, taking into account the views of the Executive Directors; and assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

11. Remuneration of Executive Directors & KMP

Remuneration Paid to Executive Directors & KMP during the year ended March 31, 2019 is as under:-

(Amount in ₹)

Name of Director	Basic salary & allowance	Perquisites	Contribution to Provident Fund	Total (₹)
Sh.Rajiv Gupta Chairman & Managing Director &CEO	25,20,000	2,38,057	3,02,400	30,60,457
Smt. Arti Gupta, Joint Managing Director	24,00,000	90,389	2,88,000	27,78,389
Sh. Arun Mitter, Executive Director	27,84,000	2,16,000	2,08,800	32,08,800
Sh. M.K. Madan, Vice President & Company Secretary & CFO	12,74,500	2,30,400	98,508	16,03,408
Total	**89,78,500**	**7,74,846**	**8,97,708**	**1,06,51,054**

Executive Directors are not paid any fees for attending Board or Committee Meetings.

12. Remuneration paid to Non Executive Directors **(Amount in ₹)**

Name of Director	*Sitting fee for attending the Board Meetings during the year ended March 31,2019
Sh. Bharat Kumar	35,000
Sh. Abhiram Seth	25,000
Sh. Onkar Nath Aggarwal	25,000
Sh. Karun Pratap Hoon	30,000
Total	**1,15,000**

* including GST

No sitting fee for attending any committee meeting was paid.

There are no pecuniary relationships or transactions entered into by the company with any of the Directors of the company except as disclosed above as regards the remuneration to the Executive Director(s) and sitting fees paid to Non Executive Independent Director(s).The company has, during the year 2018-19, paid only sitting fees to each Non Executive Independent Directors for attending the meetings of the Board of Directors @ ₹ 5000/- per meeting. No meeting fee was paid for attending any of the Committee Meetings.

13. Prevention of Insider Trading Code

In accordance with SEBI(Prevention of Insider Trading) Regulations,2015, the company has a code of conduct for Prevention of Insider Trading. All the Directors, employees and Senior Management and other employees who could have access to the Unpublished Price Sensitive Information(UPSI) of the company are governed by this code. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulation.

14. Code of Conduct for Board Members and Senior Management

The Board of Directors, has laid down the Code of Conduct for all the Board Members and members of the senior management. The code is also placed on the company's **website-www. mgfltd.com.** A Certificate from the Chairman & Managing Director, affirming compliances of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is given here under:-

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Declaration regarding Affirmation of Code of Conduct

In terms of the requirement of Part D of Schedule V of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, it is confirmed that all members of the Board and the senior management personnel have affirmed compliance of Code of Conduct for the year ended March 31, 2019.

Place: New Delhi — For and on behalf of the Board

Date: August 13, 2019 — (Rajiv Gupta)

Chairman & Managing Director & CEO

Further, the Directors and the Senior Management of the company have submitted disclosure to the Board that they do not have any material, financial and commercial transactions, that may have a potential conflict with the interest of the company at large.

15. Governance Codes

Code of Business Conduct & Ethics

In compliance of Regulation 17(5)(a) read with Regulation 26(3) of SEBI(LODR) Regulations,2015 has affirmed compliance of the Code of Conduct applicable to the Board of Directors and Senior Management team. The said code is also available on the company's website viz. **www. mgfltd.com**

16. Board /Committees:

To enable better and more focused attention on the affairs of the company, the Board has delegated responsibility to the Company Secretary to prepare a ground work for decision and report at the subsequent Board Meeting.

The Board is further assisted by various committees, namely, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and the Corporate Social Responsibility (CSR) Committee & as per SEBI (LODR) Regulations,2015, the composition, broad terms of reference and attendance of director of each committee is given hereunder:-

(a) Audit Committee

The term of reference of the Audit Committee are in line with Regulation 18 of SEBI(LODR) Regulations,2015(specified in Part C of the Schedule II) and Section 177 of the Companies Act, 2013.

As on the date of this report, this Committee is comprising of Sh. Arun Mitter,Executive Director, Sh. Bharat Kumar, Sh. Abhiram Seth, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon (Non Executive Independent Directors)

Chairman:

Sh. Bharat Kumar, Non Executive Independent Director, is the Chairman of the Audit Committee.

Sh,.M.K. Madan, Compliance Officer is the convener of the Audit Committee.

Broad Terms of Reference of the Audit Committee

i) To oversee the company's financial reporting process and to ensure that the disclosure of its financial statements are sufficient and credible;

ii) Recommending the appointment of statutory auditors, fixation of audit fee and approval for payment. Discussions with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussions to ascertain any area of concern.

iii) Reviewing with the management, the quarterly, half yearly and annual financial statements before submission to the

Board for approval, with particular reference to:-

a) Matter required to be included in the Directors' Responsibility Statement & to be included in the Board's report in terms of Section 134(3) (c) of the Companies Act, 2013

b) Changes, if any, in accounting policies and practices and reasons for the same.

c) To approve/modify the transactions with the related parties and also review the statement of significant related party transactions submitted by the management.

d) Whether the audit tests are appropriate and scientifically carried out.

e) Modified opinion(s) in the draft Audit Report

iv) Compliance with listing and other legal requirements relating to financial statements.

v) Qualifications in the draft audit report, If any.

vi) Ensuring compliance with regulatory guidelines.

vii) Reviewing with the management the adequacy of Internal Control Systems and ensuring suitable follow up action, where required.

viii) To fix record date/book closure of share transfer book of the company from time to time.

ix) To evaluate the internal financial control and risk management policies/system of the company.

x) To review whistle blower mechanism of the company as per Whistle Blower Policy.

xi) To review and scrutinize the loans, investments and guarantees.

xii) To recommend to the Board the appointment, remuneration and terms of appointment of Cost Auditors and also review the Cost Audit Report.

xiii) To recommend to the Board the appointment, remuneration and terms of appointment of Internal Auditor and also review the Internal Audit Report.

xiv) Discussion with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any areas of concern.

xv) To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background.

xvi) Any other matter referred to by the Board of Directors.

The Audit Committee also mandatorily review the following information:

(1) Management discussion and analysis of financial condition and results of operations;

(2) Statement of significant related party transaction(as defined by the Audit Committee), submitted by management.

(3) Management letters/letters of internal control weaknesses issued by the Statutory Auditors;

(4) Internal audit reports relating to internal control weaknesses; and

(5) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee.

(6) Statement of deviations:

a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation32(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).

c. The Audit Committee also looks into the matters that are specially referred to it by the Board of Directors besides loking into the mandatory requirements of SEBI(LODR) Regulations, 2015 and provisions of Section 177 of the Companies Act,2013.

During the year ended March 31,2019, the Committee met seven times detailed as under:-

Attendance of the Directors in the Audit Committee Meeting:

Sl No.	Date of Meeting	Attendance of Directors				
		Sh. Bharat Kumar	Sh. Arun Mitter	Sh. Abhiram Seth	Sh. Onkar Nath Aggarwal	Sh. Karun Pratap Hoon
1	April 23,2018	Yes	Yes	Yes	Yes	Yes
2.	May 28,2018	Yes	Yes	Yes	Yes	Yes
3.	Aug 10, 2018	Yes	Yes	Yes	Yes	Yes
4.	Nov 13, 2018	Yes	Yes	No	No	Yes
5.	Feb 14, 2019	Yes	Yes	Yes	Yes	Yes
6.	Feby 19, 2019	Yes	Yes	Yes	Yes	Yes
7.	Mar 29, 2019	Yes	Yes	Yes	Yes	Yes

Yes- attended No- not attended

None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than three listed companies.

(b) Stakeholders Relationship Committee.

This committee comprises of Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar, Non Executive Independent Director,Sh. Abhiram Seth, Non Executive Independent Director and Sh. Karun Pratap Hoon, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Director is the Chairman of the Committee

Mr.M.K.Madan, Compliance Officer is the convener of the Committee.

Terms of Reference

The terms of reference of the committee includes enquiring into and redressing complaints of shareholders and investors and to resolve the grievances of the stakeholders of the company which are in line with Regulation 20 of SEBI(LODR) Regulations,2015(Specified in part D of the Schedule II) and Section 178 of the Companies Act, 2013).

Attendance of Directors in the Stakeholders Relationship Committee Meetings:

During the year ended March 31,2019,the Committee met three times detailed as under :-

Sl No.	Date of Meeting	Attendance of Directors					
		Sh. Abhiram Seth	Sh. Rajiv Gupta	Smt. Arti Gupta	Sh. Arun Mitter	Sh. Bharat Kumar	Sh. Karun Pratap Hoon
1.	July 16,2018	Yes	Yes	Yes	Yes	Yes	Yes
2.	Oct 23,2018	Yes	Yes	Yes	Yes	Yes	Yes
3.	Feb 12,2019	Yes	Yes	Yes	Yes	Yes	Yes

Yes- attended No- not attended

None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than three listed companies.

Details of Investors complaints received during the year ended March 31, 2019

Sl No.	Description of Investor Grievances during the year	No. of Complaints
1.	Complaints pending at beginning of the year	Nil
2.	Complaints received during the Year	Nil
3.	Complaints disposed during the year	Nil
4.	Complaints unresolved at the end of the year	Nil

Number of complaints pending with the company

No complaint was received during the year ended March 31,2019

(c) Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19 of SEBI(LODR) Regulations,2015(Specified in Part D of the Schedule II) and Section 178 of the Companies Act,2013.

Broad Terms of reference of the Nomination and Remuneration Committee:

i) to deal with matters related to remuneration by way of salary, perquisites, benefits, etc to the Managing Director/Joint Managing Director/ Whole Time Director of the Company.

ii) to set guidelines for the salary and perks payable to senior employees of the company.

iii) The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

Membership:

Nomination and Remuneration Committee comprises of Sh. Rajiv Gupta, Chaiman & Managing Director &CEO of the company, Sh. Bharat Kumar, Non Executive Independent Director, Sh.Abhiram Seth, Non Executive Independent Director, Sh.Onkar Nath Aggarwal, Non Executive Independent Director and Sh. Karun Pratap Hoon, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Member is the Chairman of the Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee.

During the year ended March 31, 2019, the Committee met one time detailed as under:-

Attendance of the Directors in the Nomination and Remuneration Committee(NRC) Meeting.

Sl No.	Date of Meeting	Attendance of Directors				
		Sh. Abhiram Seth	Sh Rajiv Gupta	Sh Bharat Kumar	Sh. Onkar Nath Aggarwal	Sh. Karun Pratap Hoon
1.	Feb 19, 2019	Yes	Yes	Yes	Yes	Yes

Yes- attended No- not attended

(d) Risk Management Committee

Membership:

Risk Management Committee comprises of Sh. Bharat Kumar, Non Executive Independent Director, Sh. Arun Mitter, Executive Director and Sh. Abhiram Seth, Non Executive Independent Director.

Chairman:

*Sh. Arun Mitter, is the Chairman of Risk Management Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee

Broad Terms of reference of the Risk Management Committee

i) To oversee the responsibility with regard to the identification, -

ii) evaluation and mitigation of operational strategic and external environment risk.

iii) The Committee shall be responsible for reviewing and approving the risk disclosure statement in any public documents/disclosure.

iv) It will coordinate its activities with the Audit Committee in instances where there is any overlap with the audit activities.

During the year ended March 31,2019, the Committee met three times detailed as under:

Attendance of the Members in the Risk Management Committee

Sl No.	Date of Meeting	Attendance of Directors		
		Sh.Arun Mitter*	Sh. Bharat Kumar	Sh. Abhiram Seth
1.	July 18, 2018	Yes	Yes	Yes
2.	Nov13, 2018	Yes	Yes	No
3.	Feb 19,2019	Yes	Yes	Yes

Yes- attended No- not attended

*Committee reconstituted on February 19,2019 and Sh. Arun Mitter, was appointed as Chairman of the Risk Management Committee

(e) Corporate Social Responsibility(CSR) Committee

Pursuant to Section 135 of the Companies Act,2013, a Corporate Social Responsibility was formed by the Board of Directors and it consists of three Directors, namely Sh. Abhiram Seth, Non Executive Independent Director, Sh. Arun Mitter, Executive Director and Sh. Onkar Nath Aggarwal, Non Executive Independent Director and Sh. Karun Pratap Hoon, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Director, is the Chairman of the Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee

Terms of Reference of the Corporate Social Responsibility

(i) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VI of the Companies Act,2013.

(ii) To recommend the amount of expenditure to be incurred on the activities referred in CSR Policy

(iii) To monitor the CSR Policy of the company from time to time etc.

(iv) **Corporate Social Responsibility (CSR) Policy**

As per the provisions of Section 135 of the Companies Act,2013, the company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year.

During the year ended March 31,2019, the Committee met one time detailed as under :-

Attendance in the Corporate Social Responsibility(CSR) Committee

Sl No.	Date of Meeting	Attendance of Directors			
		Sh. Abhiram Seth	Sh. Arun Mitter	Sh Onkar Nath Aggarwal	Sh. Karun Pratap Hoon
1.	March 29,2019	Yes	Yes	Yes	Yes

Yes- attended No- not attended

17. Policy for appointment and remuneration

In terms of section 178(3) of the Companies Act,2013 and Regulation 19 SEBI(LODR) Regulations,2015 and as per the Listing Agreement, entered into by the company with the Stock Exchanges, as amended from time to time, the policy on nomination and remuneration of Directors, Key Managerial Personnel(KMP), Senior Management and other employees of the company has been formulated by the Nomination and Remuneration Committee of the company and approved by the Board of Directors. The relevant extract of the aforesaid policy are given below and which is also available on the company's website **mgfltd.com.**

a. Identify persons who are qualified to become Directors, Key Managerial Personnel (KMP), Senior Management and other employees in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.

b. Carry on the evaluation of every director including Independent Directors, Key Managerial Personnel, Senior Management and other employees performance.

c. Formulate criteria for determining qualifications, positive attributes and independence of a Director.

d. Recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees.

e. Undertake any other matters as the Board may decide from time to time. the company follows a market linked remuneration policy, which is aimed at enabling the company to attract and retain the best talent. Compensation is also linked to individual and team performance as they support the achievement of corporate goals. The company does not have an Employee Stock Option Policy.

18. GENERAL BODY MEETINGS:

(a) The last three Annual General Meetings were held at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi -110030 on the following time and dates:-

AGM. No.	Year	Date	Time	Special Resolutions passed required for
86th	2016	September 28, 2016	12.15 P.M.	Re-appointment of Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, ED and payment of remuneration, under Section 196,197,198, 2013 and other applicable provisions of the Companies Act,2013 and the rules made there under(including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act,2013,approval of charges for services of documents on the shareholders under Section 20 of the Companies Act,2013, Change of Articles under Section 14 and all other applicable provisions, if any, of the Companies Act,2013, Related parties transactions under Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and appointment of PCK & Associates, Cost Accountants under Section 148 of the Companies Act, 2013
87th	2017	September 26, 2017	12.30.P.M.	Appointment of M/s Jagdish Chand & Co, Chartered Accountants as Statutory Auditors, Re-appointment of M/s PCK & Associates, Cost Auditors under Section 148 of the Companies Act,2013, Related parties transactions under section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and modification in the remuneration payable to Sh.Rajiv Gupta, CMD, Smt. Arti Gupta, JMD Sh. Arun Mitter, ED.
88th	2018	September 27, 2018	12.30.P.M.	Company's contribution to Bonafide and Charitable Funds, Reclassification of Promoter Group, Appointment of Sh. Karun Pratap Hoon, Re-appointment of M/s PCK & Associates, Cost Auditors, Continuity of Non Executive Independent Director after the age of 75 years and related Party Transaction.

(b) Postal Ballot

During the financial period under review, three Special Resolutions were passed through Postal Ballot, particulars of which are set out hereunder:-

Resolution No.	Particulars of the Resolution passed	Section of the Companies Act, 2013 under which the resolution was passed
1	Re-appointment of Sh. Rajiv Gupta (DIN:00022964), Chairman & Managing Director & CEO & Payment of Remuneration for a period with effect from August 13, 2019 to August 12, 2022 & continuation of remuneration for the remaining term i.e. upto August 12, 2019 on the existing terms & conditions.	196,197 and 203 read with Regulation 17(6)(e)of SEBI (LODR)(Amendment) Regulations, 2018 applicable w.e.f.April 1, 2019

2.	Re-appointment of Smt. Arti Gupta, (DIN:00023237) Joint Managing Director & Payment of Remuneration for a period with effect from August 13,2019 to August 12, 2022 & continuation of remuneration for the remaining term i.e. upto August 12, 2019 on the existing terms & conditions.	196,197 and 203 read with Regulation 17(6)(e) of SEBI (LODR)(Amendment) Regulations, 2018 applicable w.e.f. April 1, 2019
3.	Re-appointment of Sh. Arun Mitter, (DIN:00022941) Executive Director & Payment of Remuneration for a period with effect from August 13, 2019 to August 12,2022 & continuation of remuneration for the remaining term i.e. upto August 12,2019 on the existing terms & conditions.	196,197 and 203 read with Regulation 17(6)(e)of SEBI (LODR)(Amendment) Regulations, 2018 applicable w.e.f.April 1, 2019

(i) Details of Special Resolution proposed to be conducted through Postal Ballot and procedure for Postal Ballot:

At the ensuing Annual General Meeting, there is no Special Resolution to be conducted through Postal Ballot

(c) Procedure of the Postal Ballot

The Postal Ballot process was conducted in a fair and transparent manner in accordance with the provisions of Section 110 the Companies Act,2013 and the rules framed thereunder. Ms. Anjali Yadav, Practising Company Secretary(FCS No.6628 CP No.7257) was appointed as scrutinizer for conducting the Postal Ballot Process (physical and e-voting of the Postal Ballot), together with statement setting out the material facts concerning each item of Special Business pursuant to the provisions of Section 102 of the Companies Act,2013 , Postal Ballot Form and self addressed & postage prepaid envelope were despatched to all the members of the company and all other persons entitled to receive the same. Further the company had also provided the e-voting facility to enable the members to cast their votes electronically.

The procedure for postal ballot was as per Section 110 and other applicable provisions of the Companies Act,2013 read with Rule 22 of the Companies(Management and Administration)Rules,2014. The Scrutinizer submitted her report as under:-

Sl No.	Particulars of the Resolution	Total No. of Votes	Total valid votes	Total votes rejected invalid	Votes in favour		Votes against	
					No.of shares	%	No. of shares	%
1.	Re-appointment of Sh. Rajiv Gupta (DIN:00022964), Chairman & Managing Director &CEO & Payment of Remuneration for a period with effect from August 13, 2019 to August 12,2022 & continuation of remuneration for the remaining term i.e. upto August 12,2019 on the existing terms & conditions.	91	91	Nil	1539663	99.96	600	0.04
2.	Re-appointment of Smt. Arti Gupta, (DIN:00023237) Joint Managing Director & Payment of Remuneration	91	91	NIL	1539287	99.94	976	0.06

	for a period with effect from August 13, 2019 to August 12,2022 & continuation of remuneration for the remaining term i.e. upto August 12,2019 on the existing terms & conditions.							
3.	Re-appointment of Sh. Arun Mitter, (DIN:00022941) Executive Director & Payment of Remuneration for a period with effect from August 13, 2019 to August 12, 2022 & continuation of remuneration for the remaining term i.e. upto August 12,2019 on the existing terms & conditions	91	91	NIL	1539663	99.96	600	0.04

Since out of the total voters polled 99.95% on average in respect of the above resolutions votes were cast in favour of the resolutions, the above Special Resolutions declared to have been passed with requisite majority. Based on Scrutinizer's Report, the Chairman & Managing Director & CEO declared the result of the Postal Ballot on Friday, the March 29,2019 at 6.30 p.m. at the Registered Office of the company. After declaration, the result was communicated to the Stock Exchanges and also posted to on the company's website.

19. Other Disclosures:-

a) Transaction with Non Executive Directors

The Non Executive Directors of the company do not have any material pecuniary relationship or transactions vis-a-vis company except sitting fee for attending the Board Meetings.

b) Shareholding of Directors

The shareholding details of the directors as at March 31, 2019 are included in Form MGT-9 forming part of the Directors' Report is also disclosed in item No.**7** of the Corporate Governance Report.

c) Accounting Standards/Treatment

The company has complied with the applicable Indian Accounting Standards specified u/s 133 of the Companies Act,2013. The financial statements for the year have been prepared in accordance with and in compliance of Schedule III notified by the Ministry of Corporate Affairs(MCA).

d) Number of shares pending for transfer:

No shares were pending for transfer as on March 31, 2019.

(e) Affirmations and Disclosures

The company has complied with all mandatory requirements as stipulated in schedule V(c) of the Listing Regulations. The disclosures of the compliance of Corporate requirements specified in Regulation 17 to 27 of the Listing Regulations, have been made in the Corporate Governance Report. All the details required under clauses (b) to (m) (except clause (h) which is not applicable at present of sub regulation (2) of Regulation 46 of the said Regulation are displayed on the website www. mgfltd.com

(f) Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account

The company does not have any shares in the demat suspense account or unclaimed suspense account.

g) Details of capital market non compliances, if any,

There was no non compliance by the company of any legal requirements; nor has there been any penalty/stricture imposed on the company by any Stock Exchanges, SEBI or any Statutory Authority on any matter related to capital markets during the last three years except the penalty levied by BSE during the year ended March 31,2017 which was duly reported in the Corporate Governance Report of the relevant year.

h) Disclosure to the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted

1. **The Board-** The Chairman of the company at present is Executive Director and the company has adequate facility at its Registered Office to maintain an office for the Chairman.
2. **Shareholder's Rights-** The quarterly and year to date financial statements are disseminated through Stock Exchanges, published in newspapers and also uploaded on company's website.
3. **Modified opinion(s) in audit report**- The Statutory Auditors of the company have issued an unqualified Audit Report on the Standalone Financial Results of the company for the year ended March 31,2019. However, in the case of Consolidated Financial Result, the qualified opinion has been taken on the basis of audit report submitted by the Auditors of an associate company. This has been fully explained in the Director's Report.
4. **Separate posts of Chairman & CEO-** The company, at present, has the same person as Chairman & CEO.
5. **Reporting of Internal Auditor-** The Internal Auditor Reports directly to the Audit Committee

i) Details of Compliance with mandatory requirements and adoption of the non mandatory requirements

(i) Mandatory requirements

The company has complied with all the mandatory requirements of SEBI(LODR) Regulations,2015.

(ii) Non-mandatory requirements

Adoption of non mandatory requirements in compliance of Regulation 27(1) of SEBI(LODR) Regulations,2015 is being reviewed by the Board from time to time.

j) Policy for determining 'Material Subsidiaries'

The company does not have a 'Material Subsidiary' as defined under Regulation 16(1) (c) of the Securities and Exchange Board of India(Listing Obligations and Disclosures Requirements) Regulations,2015[Listing Regulations]. The Board shall formulate a policy to determine Material Subsidiary as and when considered appropriate in the future.

k) Compliance Certificate

The CEO and CFO have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations,2015.

l) Related Party Transactions (RPTs)

The company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act,2013 in its ordinary course of business. All the RPTs are undertaken in compliance with the provisions set out in Companies Act,2013 and Regulation 23 of SEBI(LODR) Regulations, 2015. The Audit Committee and the Board of Directors of the company have formulated the policy on dealing with RPTs and a policy on materiality of RPTs which is uploaded on the website of the company. There were no materially significant transactions with related parties during the financial year. A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for its review. Omnibus approval was obtained for transactions which were repetitive in nature. The company has in place a Policy on dealing with Related Party Transactions and which has been posted on the website of the company at **www. mgfltd.com.** The company does not have a 'Material Subsidiary' as defined under Regulation 16(1) (c) of the Securities and Exchange Board of India(Listing Obligations and Disclosures Requirements) Regulations,2015[Listing Regulations]. The Board shall formulate a policy to determine Material Subsidiary as and when considered appropriate in the future.

m) Risk Management

Business risk evaluation and management is an on going process within the company. The assessment is periodically examined by the Board.

n) Disclosure of Accounting Treatment

There is no deviation in following the treatment prescribed in any Accounting Standards(AS) in the preparation of financial statements of the company. Adoption of non mandatory requirements in compliance of Regulation 27(1) of SEBI(LODR) Regulations,2015 is being reviewed by the Board from time to time.

o) **Management:**

Management Discussion and Analysis Report:

The Company has provided a detailed Management Discussion and Analysis Report in **Annexure 'B'** forming part of the Director's Report.

- **Recording Minutes of proceedings at Board and Committee meetings**

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. Draft minutes are circulated to all the members of the Board/Committee for their comments. The minutes are entered in the Minutes Book within 30(thirty) days from the conclusion of the meeting.

- There were no qualifications, reservations, observations or adverse remarks made by the Secretarial Auditor in their report.
- The company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15th November, 2018 is not required to be given.
- There were no instances of raising of funds through preferential allotment or qualified Institutions placement as specified under Regulation 32(7A) of the Listing Regulations.
- A certificate from M/s Anjali Yadav & Associates, Company Secretaries, as to the Directors of the company not being debarred or disqualified is annexed herewith as per **Annexure 'E'**.
- During the year 2018-19, the total fees for all services paid by the company to Statutory Auditors, M/s Jagdish Chand & Co, Chartered Accountants was ₹ 6,85,000.

Whistle Blower Policy/Vigil Mechanism

In compliance of Regulation 22 of SEBI(LODR) Regulations,2015, Whistle Blower Policy is available on the company's website viz, **mgfltd.com.**

The Company believes in the conduct of affairs in a fair and transparent manner adopting highest standards of professionalism, honesty, integrity and it is committed to developing a culture where every employee is safe to raise concerns about any poor or unacceptable practice and any event of misconduct.

a) Regulation 22(2) of SEBI(LODR Regulations,2015 has established the Whistle Blower Policy for Directors and employees to report concerns about unethical behavior actual or suspected fraud or violation of any of law or company's conduct of conduct, mismanagement, gross waste or misappropriation of company's funds.

b) Where violation does not affect an individual directly but is detrimental to the organization interest and also where individuals hesitate to report such violation out of fear and indifference, the Whistle Blower Policy provide a way for an individual to report violation without fear of victimization.

c) Whistle Blower is protected from any kind of discrimination, harassment, victimization or any other unfair employment practice.

d) The Audit Committee has been authorised to decide the case and recommend action which is deemed fit considering the gravity of the matter after completion of investigating proceedings within four weeks to the Chairman of the Audit Committee.

e) Any two members of the Audit Committee will report to the Chairman of the action to be taken.

f) The Director in all cases and employee in appropriate or exceptional cases shall have direct access with the Chairman of the Audit Committee.

g) The Company has complied with the requirements of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Schedule V of the SEBI(LODR) Regulations,2015

The company has complied with all the mandatory requirements of Listing Regulations, in respect of corporate governance which includes Mandatory and Non Mandatory requirements

CODE OF CONDUCT FOR DISCLOSURE UNDER SEBI (PROHIBITION OF INSIDER TRADING)REGULATIONS, 2015

Code of Conduct for Disclosure under SEBI (Prohibition of Insider Trading) Regulations,2015, as amended, is available on the company's **website www.mgfltd.com**

Code of Conduct for Directors and Senior Management

The Board of Directors of the company has adopted a Code of Conduct for directors and senior management and the same is available on the website of the company **i.e.http//www.mgfltd.com.**

20. Policy on Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act,2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. An internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. During the year no complaints of sexual harassment were received.

21. Nomination Facility:

Members are eligible to file their nominations against shareholdings. Nomination Forms are available at the Registered Office i.e.MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. Those interested in getting the facility of nominations may write to the Company Secretary for a copy of the prescribed Nomination Form.

22. Means of Communication

Quarterly/Half Yearly Financial Results of the company are forwarded to BSE Limited and NSE Ltd and published in Financial Express and Mahalaxmi newspapers. Half-yearly report is not sent to each household of members as the results of the company is published in the newspapers. In addition to the above, the results are also available on the company's website: **http://www.mgfltd.com** for the information of all the members.

Company has not made any presentation to any Institution Investors/Analyst during the year. Company has its own website and all the vital information relating to the company is displayed on the website. Address of the website is **http://www.mgfltd.com**

23. Prevention of Insider Trading

In compliance with the SEBI (Prohibition of insider Trading) Regulations,2015, the company has adopted Code of Practices and procedures for Fair Disclosure and Code of conduct to regulate, monitor and reporting trading by insiders. The code advise procedures to be followed and disclosures to be made, while dealing in shares of the company and cautioning them on consequences of non compliances.

24. General Shareholders Information :

Annual General Meeting : 89th Annual General Meeting

Day & Date : Wednesday, September 25, 2019

Time : 11.30 A.M.

Venue : M.P. C.U. Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054.

25. Financial Calendar :

(Tentative schedule)	
Financial reporting for the quarter ended June 30,2019	Within 45 days of the close of the quarter i.e. August 14, 2019
Financial reporting for the quarter and half ended September 30,2019	Within 45 days of the close of the quarter i.e. November 14,2019
Financial reporting for the quarter ended December 31, 2019	Within 45 days of the close of the quarter i.e. February 14,2020
Financial reporting for the quarter and year ended March 31,2020	Within 60 days of the close of the quarter i.e. May 30,2020

26. Shareholder's Information

i) Annual General Meeting : **Wednesday, the September 25, 2019 at 11.30 a.m.**

ii) Date of Book Closure : **Wednesday, the September 18, 2019 to Wednesday, the September 25, 2019 (both days inclusive)**

27. Dematerialization of Shares

93.64% of the Equity shares of the company have been dematerialized as on March 31,2019. The company's shares can be traded only in dematerialized form as per SEBI notification. The company has entered into an agreement with NSDL and CDSL whereby shareholders have the option to dematerialize their shares with either of the depositories. The company's shares are regularly traded on BSE and NSE.

28. Share Transfer System

All the requests received from shareholders for transmission, etc are processed by the Share Transfer Agent of the company within the stipulated time as prescribed in the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 or in any other applicable law.

29. Registrar and Share Transfer Agents :

In compliance with SEBI directive M/s Alankit Assignments Ltd, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055. Tel No.011- 42541234/ 23541234 are carrying on assignment of transmission process. However, keeping in view the convenience of members, documents relating to the shares are continued to be received by the company at its Registered Office, at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, Telephone Nos. 23272216-18, 23278001-02.

30. Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the members, surviving joint holders/legal heirs be furnished to the company while obtaining the services of transposition and transmission of shares.

31. Credit Rating

In view of the present business activity, credit rating from an approved Rating Agency is not applicable.

32. Compliance Officer:

Sh. M. K. Madan
Vice President & Company Secretary & CFO
(ACS-2951)
Phone No.011-23276872

33. Company Secretary:

Mr.M.K.Madan

Vice President & Company Secretary &CFO

(ACS-2951)

34. Address for Correspondence:

Registered Office:

The Motor & General Finance Limited
MGF House,4/17B,
Asaf Ali Road, New Delhi – 110 002.
Ph: 23272216-18, 23278001-02 Fax: 23274606
E-mail : **mgfltd@hotmail.com**
Website : **www.mgfltd. com.**
CIN No.**L74899DL1930PLC000208**
GST No.07AAACT2356D2ZN

35. Name and address of each Stock Exchange(s) at which the company's securities are listed and a confirmation about the payment of Annual Listing fee to each such Stock Exchange(s)

BSE Limited,

Phiroz Jee Jee Bhoy Towers,
Dalal Street, Mumbai – 400 001
Ph : 022-22721234/33
Fax : 91-22-22721278/1557/3354/3577

National Stock Exchange of India Limited

Exchange Plaza,
Plot No.C/1 G Block 5th Floor,
Bandra Kurla Complex,
Bandra, Mumbai-400051.
Ph : 022-26598235/36
Fax : 022-66418124,66418125,66418126

Annual Listing Fee for the Financial Year 2019-20 has been paid in time by the Company to Stock Exchanges viz. BSE and NSE

36. Stock Code of the Company:

BSE Limited (BSE), Mumbai

Electronic Mode : **INE 861B01015**

Scrip Name : **The Motor & General Finance Ltd**

Scrip Code : **501343**

National Stock Exchange of India Ltd(NSE)

Electronic Mode : **INE 861B01015**

Scrip Name : **The Motor & General Finance Ltd**

Scrip Code : **Motogenfin**

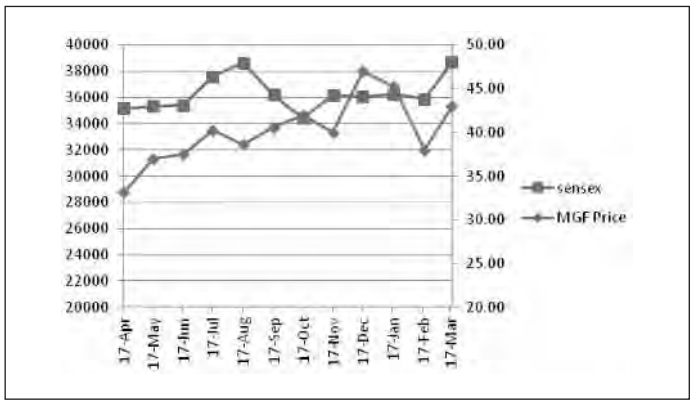
Equity shares in Demat Form: INE 861B01015

Depository Connectivity : NSDL and CDSL

37. Market Price Data: (As obtained from BSE & NSE)

	(BSE)		(NSE)	
Month & Year	**High**	**Low**	**High**	**Low**
April, 2018	50.35	33.15	46.70	38.30
May, 2018	66.00	37.00	66.80	35.95
June, 2018	44.90	37.50	43.00	37.25
July, 2018	47.00	40.25	44.70	40.00
Aug, 2018	50.45	38.60	50.00	38.20
Sep, 2018	50.50	40.60	48.00	38.60
Oct, 2018	50.95	42.00	51.80	40.10
Nov, 2018	55.80	40.00	53.90	40.00
Dec, 2018	62.80	47.00	54.90	47.00
Jan, 2019	54.90	45.20	53.00	46.55
Feb, 2019	51.05	38.00	49.90	39.00
Mar, 2019	60.95	43.00	58.80	43.95

Performance in comparison to broad–based indices such as BSE Sensex, CRISIL Index, etc:



Category of Shareholding as on March 31, 2019

S.No	Category	No. of Shares held	% of Shareholding
A	**Promoters ***	12852573	66.375%
B	**Non Promoter Holding**	-	-
	Mutual Funds and UTI	-	-
	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non Government Institutions)	217851	1.125%
C	**Others**		
	Private Corporate Bodies	350370	1.809%
	Indian Public	4687168	24.206%
	NRIs/OCBs/FIIs/Trust/Custodian	1255633	6.485%
	Total	**19363595**	**100.00%**

* includes persons acting in concert.

38. Distribution of Company's Shareholding as on March 31, 2019:

Category	Shareholders			No. of Shares(₹ 10/- per share)			Percentage(%)		
	Physical	Demat	Total	Physical	Demat	Total	Physical	Demat	Total
Upto 5000	3470	3803	7273	3866870	4104310	7971180	2.00%	2.12%	4.12%
5001-1000	132	298	430	960720	2384600	3345320	0.50%	1.23%	1.73%
10001-20000	61	165	226	866460	2501890	3368350	0.45%	1.29%	1.74%
20001-30000	25	62	87	627330	1621440	2248770	0.32%	0.84%	1.16%
30001-40000	12	21	33	434110	761310	1195420	0.22%	0.39%	0.62%
40001-50000	7	25	32	318990	1167770	1486760	0.16%	0.60%	0.77%
50001-100000	21	44	65	1299420	3125400	4424820	0.67%	1.61%	2.29%
100000 & above	14	65	79	3939020	165656310	169595330	2.03%	85.55%	87.58%
Total	3742	4483	8225	12312920	181323030	193635950	6.36%	93.64%	100.00%

38(a) In case the securities are suspended from trading, the Director's Report shall explain the reason of:

Not Applicable

39. Details of Total Fees paid to Statutory Auditors

The details of total fees for all services paid by the company on consolidated basis, to the statutory auditors and all entities in the network entity of which statutory auditors is a part, are as follows:-

(Amount in ₹)

Particulars	For the financial year ended March 31, 2019	For the financial year ended March 31, 2018
Audit Fee	3,25,000	3,25,000
Limited Review	75,000	75,000
Other Services	2,85,000	75,000
Total	**6,85,000**	**4,75,000**

40. Certification of Financial Reporting and Internal Controls / (CEO/CFO certificate)

In accordance with SEBI(LODR) Regulations, 2015, Sh. Rajiv Gupta, Chairman & Managing Director &CEO and Sh. M.K. Madan, Vice President & Company Secretary &CFO of the company , have inter-alia, certified and confirmed to the Board about the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the Audit Committee.

41. Going Concern

The directors are satisfied that the company has adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the Going Concern basis in preparing the financial statements.

42. Outstanding GDRs/ADRs/Warrants/Options or any Convertible instrument, conversion date and likely impact on Equity:

As on March 31,2019 - NIL

43. Commodity price risk or foreign Exchange risk and hedging activities

As on March 31,2019 - NIL

44. Dividend Payment

No dividend has been declared after financial year ended 2010-11.

45. Compliance:

A certificate has been obtained from the Statutory Auditors of the company regarding compliance of conditions of Corporate Governance and is attached to this report.

By Order of the Board
for **THE MOTOR & GENERAL FINANCE LIMITED**

Place: New Delhi
Date: August 13, 2019

Rajiv Gupta
Chairman & Managing Director
& Chief Executive Officer(CEO)
DIN:00022964

Arti Gupta
Joint Managing Director
DIN:00023237

COMPLIANCE CERTIFICATE BY THE AUDITORS PURSUANT TO CHAPTER IV OF SEBI(LODR) REGULATIONS, 2015

To
The Members of
The Motor & General Finance Limited

1. The Corporate Governance Report prepared by **The Motor & General Finance Limited** (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2019. This report is required by the Company for annual submission to the stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.

8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019, referred to in paragraph 1 above.

Other Matters and Restriction on Use

10. This Certificate 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.

11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

for **JAGDISH CHAND & CO.**
Firm Registration Number: 000129N
Chartered Accountants

(Pawan Kumar)
Partner
Membership Number: 511057
UDIN: 19511057AAAAAS6943

Date: August 13, 2019
Place of Signature: New Delhi

ANNEXURE 'B' TO THE DIRECTOR'S REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENTS

The company's main business activity is leasing & development of real estate. During the year, in respect of project at Shalimar Place, Shalimar Bagh, New Delhi, the company's concern is to focus on achieving the maximum return on the investment.

FINANCIAL

The company's Standalone Financial Results during the year is shown below:-

(₹ in lacs)

Financial Results	Year ended March 31, 2019	Year ended March 31, 2018
Gross Profit before depreciation, finance cost and provisioning	**(149.49)**	340.71
Less: Finance Cost	**125.89**	389.34
Less: Depreciation including impairment and property reserves	**145.87**	117.35
Profit /(Loss) before exceptional items and tax	**(421.25)**	(165.99)
Exceptional Items	**-**	-
Profit /(Loss) before, tax	**(421.25)**	(165.99)
Tax expense	**(101.99)**	(93.30)
Profit(/Loss) for the year	**(319.26)**	(72.69)
Other Comprehensive income(net of tax)	**0.16**	3.87
Total comprehensive income for the year	**(319.10)**	(68.82)

Opportunities & Threats, Risk & Concerns, Performance and Outlook

Risk & Concerns

Your company has drawn Risk Management Policy which provides identification of Risk and measures to mitigate the same. The Risk assessment and mechanism to minimize the same is constantly reviewed by the Audit Committee from time to time. The procedures are also periodically reviewed to ensure that management control risk through means of properly defined frame work.

Internal Control System and their adequacy

The internal control systems of the company are effective and adequate for business processes with regards to efficiency of the operations, compliance with applicable laws and regulations, financial reporting and controls, among others, that are commensurate with the size and complexities of the operations. These are regularly tested for their effectiveness by the statutory as well as the internal auditors. The internal control systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information. The internal auditors review the adequacy, integrity and reliability of the internal control systems and suggest improvements in its effectiveness. The internal audit team conducts extensive reviews covering financial operational and compliance controls and risk mitigation. Process improvements identified during the reviews are communicated to the management on a on going basis. Significant observations made by the internal auditors and the follow up actions thereon are reported to the Audit Committee. The Audit Committee monitors the implementation of the audit recommendations.

Human Sources

Your company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial pool of managerial resources through friendly work environment that encourage initiatives by individuals and recognizes their performance.

Disclaimer

Certain Statements in the Management Discussions and Analysis describing the company's reviews about the industry, expectations, objectives, etc may be understood within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments, etc may further influence in company's operations or performance.

COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8) OF SEBI(LODR) REGULATIONS, 2015

A. We have reviewed Standalone and Consolidated Financial Statements and the cash flow statement for the year and that to the best of our knowledge and belief that:-

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

B. There are to the best of their knowledge and belief, no transactions entered into by the listed entity during the year ended March 31,2019 which are fraudulent, illegal or in violation of the company's Code of Conduct.

C. We accepted responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, in which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee

(1) significant changes in internal controls over financial reporting during the year.

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the entity's internal control systems over financial reporting.

for THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER(CEO)
DIN:00022964

for THE MOTOR & GENERAL FINANCE LTD

(M.K. MADAN)
VICE PRESIDENT & CO.SECRETARY
& CHIEF FINANCIAL OFFICER (CFO)
(ACS-2951)

Place: New Delhi
Date: August 13, 2019

D E C L A R A T I O N

As provided under Regulation 34(3) and 53(f) and read with Para D of Schedule V of SEBI(LODR) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2019.

For THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER (CEO)
DIN:00022964

Place : New Delhi
Date : August 13, 2019

(Annexure 'B 1')

FORM NO. AOC 1

(Pursuant to first proviso to sub section (3) of Section 129 read with Rules 5 of the Companies(Accounts)Rules, 2014) related to Associate Company/ies and Joint Ventures

	Name of Associate Company	India Lease Development Ltd	Jayabharat Credit Ltd
1.	Latest Audited Balance Sheet Date	March 31,2019	March 31,2019
2.	Date on which the Associates were associated or acquired	November 6,1994	April 1,2002
3.	Shares of Associate companies held by the company on the year end		
	a) Number	4,60,08,840 equity shares of ₹10/- each fully paid up	21,72,300 equity shares of ₹ 10/- each fully paid up
	b) Amount of Investment in Associate companies (net of impairment)	₹ 3,94,13,208	NIL
	c) Extent of holdings (5%)	31.35%	43.45%
4.	Description of how there is significant influence	By holding of 31.35% equity shares of India Lease Development Ltd	By holding 43.45% equity shares of Jayabharat Credit Ltd
5.	Reason why the joint venture is not consolidated	Not applicable	Not applicable
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	₹ 2,39,87,275	(₹ 23,68,28,864)
7.	Profit/(loss) for the year		
	(i) Considered in consolidation	(₹ 11,92,424)	NIL
	(ii) Not considered in consolidation	NIL	(₹ 26,35,31,022)

Annexure 'B 2'

Form No.AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section(1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not on an arm's length basis.

All the transactions entered into by the company during the year with related parties were on an arm's length basis.

2. Details of material contracts or arrangements or transactions on an arm's length basis.

The transactions entered into by the company during the year with related parties were on an arm's length basis & were not material in nature.

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR & CEO
DIN:00022964

Place :New Delhi
Date : August 13, 2019

Annexure 'C'

Form No.MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on March 31, 2019

(Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. Registration & Other Details

1.	CIN	:	L74899DL1930PLC000208
2.	Registration Date	:	March 20,1930
3.	Name of the Company	:	The Motor & General Finance Ltd
4.	Category/sub-category of the company	:	Company Limited by Shares/Indian Non Government Company
5.	Address of the Registered Office & contact details	:	MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 Phone No.011-23272216-18/23278001-02, Fax No.23274606 **Website: http://www.mgfltd.com, Email-mgfltd@hotmail.com**
6.	GST Number	:	GSTIN:07AAACT2356D2ZN

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) Leasing & Development of real estate

III. Particulars of Holding, Subsidiary and Associate Companies

Sl No.	Name and address of the Associate Companies	CIN/GIN	Holding /Subsidiary /Associate	% of shares held	Applicable section
1	Jayabharat Credit Ltd	L66000MG1943PLC003899	Associate	43.45	2(6)
2	India Lease Development Ltd	L74899DL1984PLC019218	Associate	31.35	2(6)

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

I. Category-wise Share holding

Category Code	Category of Shareholder	No. of Shares held of the beginning of the year (As on April 1, 2018)				No. of Shares held of the beginning of the year (As on April 1, 2019)				% Change during the year
(I)	(II)	(V)		(IV)		(V)		(IV)		
(A)	*Shareholding of Promoter and Promoter Group2									
(1)	Indian									
(a)	Individual / Hindu Undivided Family	5859155	61708	5920863	30.58%	5859155	62408	5921563	30.58%	0.00%
(b)	Central Government / State Government(s)									-
(c)	Bodies Corporate	6616529	0	6616529	34.17%	6851671	79339	6931010	35.79%	1.62%
(d)	Financial Institutions / Banks									-
(e)	Any other (specify)									-
	Sub - Total (A) (1)	**12475684**	61708	**12537392**	64.75	**12710826**	141747	**12852573**	66.37	1.62%
(2)	Foreign									
(a)	Individual (Non Resident Individual / Foreign Individual									-
(b)	Bodies Corporate									-
(c)	Institutions									-
(d)	Any other (specify)									-
	Sub -Total (A) (2)									**-**
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	**12475684**	**61708**	**12537392**	**64.75**	**12710826**	**141747**	**12852573**	**66.37**	**1.62%**
(B)	Public Shareholding3									
(1)	Institutions									
(a)	Mutual Funds / UTI									
(b)	Financial Institutions / Banks	0	1138	1138	0.00%	0	1138	1138	0.00%	0.00%
(c)	Central Government/ State Government(s)	11928	-	11928	0.06%	216713	-	216713	1.12%	1.06%
(d)	Venture Capital Funds									
(e)	Insurance Companies									
(f)	Foreign Institutional Investors	514447	0	514447	2.66%	514447	0	514447	2.66%	0.00%
(g)	Foreign Venture Capital Investors									
(h)	Any other (specify)	6000	0	6000	0.03%	6000	0	6000	0.03%	0.00%
	Sub - Total (B) (1)	**532375**	**1138**	**533513**	**2.75%**	**737160**	**1138**	**738298**	**3.81%**	**1.06%**
(2)	Non - Institutions									
(a)	Bodies Corporate	335112	37620	372732	1.92%	313750	30620	344370	1.78%	-0.14%
(b)	Individual :-									
	(i) Individual shareholders holding nominal share capital upto Rs.1 lakh.	1692242	1012463	2704705	13.97	1536027	894473	2430500	12.55%	-1.42%
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	1933540	156333	2089873	10.79%	1923830	156333	2080163	10.74%	-0.05%
(c)	Any other (specify)									
	(i) NRI	166335	6981	173316	0.89%	160898	6981	167879	0.87%	0.02%
	(ii) TRUST	573307	0	573307	2.96%	573307	0	573307	2.96%	0.00%
	(iii) Resident HUF	182849	0	182849	0.94%	176505	0	176505	0.91%	0.03%
	(iv) OTHERS (IEPF)	195908	0	195908	1.01%	0	0	0	0.00%	1.01%
	Sub - Total (B) (2)	**5079293**	1213397	**6292690**	32.50%	**4684317**	1088407	**5772724**	29.81%	-2.69%
	Total Public Shareholding	**5611668**	**1214535**	**6826203**	**35.25%**	**5421477**	**1089545**	**6511022**	**33.62%**	**-1.63%**
	(B) = (B) (1) + (B) (2)									
	Total (A) + (B)	**18087352**	**1276243**	**19363595**	**100%**	**18132303**	**1231292**	**19363595**	**100%**	**0.00%**
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
C1	Promoter and Promoter group	0	0	0	0.00%	0	0	0	0.00%	0.00%
C2	Public	0	0	0	0.00%	0	0	0	0.00%	0.00%
	TOTAL C = C1+C2	**0**	0	**0**	0.00%	**0**	0	**0**	0.00%	0.00%
	Grand Total (A)+(B)+(C)	**18087352**	**1276243**	**19363595**	**100%**	**18132303**	**1231292**	**19363595**	**100%**	**0.00%**

ii. Shareholding of Promoters :-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in
	Sh./Smt.	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 total shares	shareholding during the year
1	ARTI GUPTA / RAJIV GUPTA	981000	5.07%	0.00%	981000	5.07%	0.00%	0.00%
2	ARTI GUPTA / RAJIV GUPTA (D/O.LATE RAM PRAKASH)	734487	3.79%	0.00%	734487	3.79%	0.00%	0.00%
3	ARUN MITTER	10606	0.05%	0.00%	15732	0.08%	0.00%	0.03%
4	ISHAN VERMA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
5	KRISHNAV VERMA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
6	RAJIV GUPTA / ARTI GUPTA	2271865	11.73%	0.00%	2271865	11.73%	0.00%	0.00%
7	SAIESHA GUPTA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
8	SHRADHA GUPTA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
9	SHILPA GUPTA	131089	0.68%	0.00%	131089	0.68%	0.00%	0.00%
10	SIDDHARTH GUPTA	137389	0.71%	0.00%	137389	0.71%	0.00%	0.00%
11	SUMANA VERMA	500000	2.58%	0.00%	500000	2.58%	0.00%	0.00%
12	USHA MITTER	1092	0.01%	0.00%	0	0.00%	0.00%	-0.01%
13	VED PRAKASH GUPTA HUF	200348	1.03%	0.00%	200348	1.03%	0.00%	0.00%
14	VISHWA MITTER	2520	0.01%	0.00%	0	0.00%	0.00%	-0.02%
15	VISHWA MITTER HUF	814	0.00%	0.00%	0	0.00%	0.00%	0.00%
16	ABHIRAM SETH*	10298	0.05%	0.00%	10298	0.05%	0.00%	0.00%
17	ISHIKA SETH*	46676	0.24%	0.00%	46676	0.24%	0.00%	0.00%
18	NEERU AGGARWAL / SHARAD AGGARWAL	140084	0.72%	0.00%	140084	0.72%	0.00%	0.00%
19	PUNAM AGGARWAL	11127	0.06%	0.00%	11127	0.06%	0.00%	0.00%
20	RADHIKA SETH*	147181	0.76%	82.11%	147181	0.76%	82.11%	0.00%
21	RADHIKA SETH / ABHIRAM SETH*	6319	0.03%	63.30%	6319	0.03%	63.30%	0.00%
22	SHARAD AGGARWAL	133120	0.69%	0.00%	133120	0.69%	0.00%	0.00%
23	TANMAYE SETH*	9895	0.05%	0.00%	9895	0.05%	0.00%	0.00%
24	UMA AGGARWAL	44953	0.23%	0.00%	44953	0.23%	0.00%	0.00%
25	BAHUBALI SERVICES LIMITED	4094800	21.15%	0.00%	4094800	21.15%	0.00%	0.00%
26	GEE GEE HOLDINGS (P) LIMITED	319517	1.65%	0.00%	532197	2.75%	0.00%	1.10%
27	GROSVENOR ESTATES (P) LIMITED	220000	1.14%	0.00%	220000	1.14%	0.00%	0.00%
28	INDIA LEASE DEVELOPMENT LIMITED	540000	2.79%	0.00%	540000	2.79%	0.00%	0.00%
29	RAM PRAKASH & CO.(P) LTD	782630	4.04%	0.00%	782630	4.04%	0.00%	0.00%
30	MGF ESTATES (P) LIMITED	413373	2.13%	0.00%	413373	2.13%	0.00%	0.00%
31	ASSOCIATED TRADERS & ENGG.(P) LTD	246209	1.27%	0.00%	348010	1.80%	0.00%	0.53%
	TOTAL	12537392	64.74%	145.41%	12852573	66.37%	145.41%	1.63%

* Pending approval of Stock Exchange(s) for re-classification to Public category, it is being shown in Promotor category.

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

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
	Sh./Smt.	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	RAJIV GUPTA / ARTI GUPTA				
	At the beginning of the year	2271865	11.73%	2271865	11.73%
	Off/Market purchase during the year	0	0.00%	0	0.00%
	At the end of the year	2271865	11.73%	2271865	11.73%

iv Shareholding Pattern of top ten (10) shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
	Sh./Smt.	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ASHOK VISWANATHAN	660546	3.41%	666805	3.44%
2	DAULAT RAM COLLEGE SOCIETY	573307	2.96%	573307	2.96%
3	ATYANT CAPITAL MANAGEMENT LTD	514447	2.66%	514447	2.66%
4	VENKATARAMAN S	304200	1.57%	305100	1.58%
5	ANJALI GUPTA	202703	1.05%	202703	1.05%
6	HINDUSTAN COMM.INV.TRUST LTD	200000	1.03%	200000	1.03%
7	INVESTOR EDUCATION & PROTECTION FUND (IEPF)	195908	1.01%	195908	1.01%
8	SHANTA K MOHAN	119338	0.62%	119338	0.62%
9	SIDDHANT AGGARWAL	110000	0.57%	110000	0.57%
10	SUJATA SHARMA	100704	0.52%	100704	0.52%

v Shareholding of Directors and Key Managerial Personnel

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
	Sh./Smt.	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RAJIV GUPTA / ARTI GUPTA				
	At the beginning of the year	2271865	11.73%	2271865	11.73%
	Off/Market purchase during the year	0	0.00%	1380	0.00%
	At the end of the year	2271865	11.73%	2271865	11.73%

2	**ARTI GUPTA/RAJIV GUPTA**				
	At the beginning of the year	981000	**5.07%**	981000	**5.07%**
	Off/Market purchase during the year	0	**0.00%**	0	**0.00%**
	At the end of the year	981000	**5.07%**	981000	**5.07%**
3	**ARUN MITTER**				
	At the beginning of the year	10606	**0.05%**	10606	**0.05%**
	Off/Market purchase during the year	5126	**0.03%**	5126	**0.03%**
	At the end of the year	15732	**0.08%**	15732	**0.08%**
4	**M.K. MADAN/ROHIT MADAN/ SANDEEP MADAN**				
	At the beginning of the year	1429	**0.01%**	1429	**0.01%**
	Off/Market purchase during the year	0	**0.00%**	0	**0.00%**
	At the end of the year	1429	**0.01%**	1429	**0.01%**

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment (Amount in ₹)

Particulars	**Secured Loans excluding deposits**	**Unsecured Loans**	**Deposits**	**Total Indebtedness (₹)**
Secured Loan				
1. Bank Overdraft	4,10,28,688	-	-	4,10,28,688
2. Vehicle Loan	13,82,757	-	-	13,82,757
Advances				
Amount outstanding dues to related parties	-	-	24,18,00,000	24,18,00,000
Security Deposits outstanding	**-**	-	1,15,89,910	1,15,89,910
Total	4,24,11,445	-	25,33,89,910	29,58,01,355

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration of Executive Directors & KMP

Remuneration Paid to Executive Directors & KMP during the year ended March 31, 2019 is as under:- **(Amount in ₹)**

Name of Director	Basic salary & allowance	Perquisites	Contribution to Provident Fund	Total(₹)
Sh.Rajiv Gupta Chairman & Managing Director &CEO	25,20,000	2,38,057	3,02,400	30,60,457
Smt. Arti Gupta, Joint Managing Director	24,00,000	90,389	2,88,000	27,78,389
Sh. Arun Mitter, Executive Director	27,84,000	2,16,000	2,08,800	32,08,800
Sh. M.K. Madan, Vice President & Company Secretary & CFO	12,74,500	2,30,400	98,508	16,03,408
Total	**89,78,500**	**7,74,846**	**8,97,708**	**1,06,51,054**

Executive Directors are not paid any fees for attending Board or Committee Meetings.

Remuneration paid to Non Executive Directors **(Amount in ₹)**

Name of Director	*Sitting fee for attending the Board Meetings during the year ended March 31,2019
Sh. Bharat Kumar	35,000
Sh. Abhiram Seth	25,000
Sh. Onkar Nath Aggarwal	25,000
Sh. Karun Pratap Hoon	30,000
Total	**1,15,000**

* including GST

No sitting fee for attending any committee meeting was paid.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding feed imposed	Authority (RD/NCLT/ Court	Appeal made, if any (give Details)
A. Company	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding					
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other officers in default	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding					

VIII. EXECUTIVE DIRECTOR & KMP IN CORPORATE GOVERNANCE REPORT

The ratio of remuneration of Chairman & Managing Director & CEO, Joint Managing Director, Executive Director and Company Secretary to the median remuneration of the employees of the company for the financial year ended March 31, 2019 is as under:-

Sl No.	Name of Director	Designation	Ratio	Increase in remuneration over previous Financial Year(in %)
1.	Sh. Rajiv Gupta	Chairman & Managing Director &CEO	2.73:1	(1.02)
2.	Smt. Arti Gupta	Joint Managing Director	2.47:1	0.28
3.	Sh. Arun Mitter	Executive Director	2.85:1	(0.06)
4.	Sh. M.K. Madan	Vice President & Co. Secretary- KMP	1.43:1	6.33

The percentage increase in the median remuneration of employees in the financial year ended March 31, 2019 : 11.26%

The number of permanent employees on the rolls of company during the year : 23

Gross remuneration to employees for the year 2018-19 has not exceeded the total remuneration paid to any of the Directors.

The remuneration of the Directors, Key Managerial Personnel and other employees is in accordance with the remuneration Policy of the company provided under the Report on Corporate Governance which forms part of the Report and Accounts.

Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the company

The company had paid the minimum remuneration to the Managerial Personnel in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 and as such, the same is not comparable with the operations of the company and the for the purpose of median remuneration of the employees.

Annexure 'D'

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To,
The Members,
The Motor & General Finance Limited
MGF House, 4/17-B,
Asaf Ali Road,
New Delhi-110002

I, Anjali Yadav, Proprietor of Anjali Yadav & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Motor & General Finance Limited** (CIN: L74899DL1930PLC000208) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 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 .

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 and made available to me, according to the provisions of:

i. The Companies Act, 2013 (as amended) ('the Act') and the Rules made thereunder;

i. The Securities Contracts (Regulation) Act, 1956(as amended) and the Rules made thereunder;

iii. The Depositories Act, 1996 (as amended) and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 (as amended) and the rules and regulations made thereunder to the extent of Foreign Direct Investment Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended):-

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

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(as amended);

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- ***Not applicable to the Company during the audit period***

   (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(as amended):-***Not applicable to the Company during the audit period***

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - ***Not applicable to the Company during the audit period.***

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

(a) Secretarial Standard1 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India;

(b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015(as amended);

During the audit period, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

All decisions at the Board Meetings and Committee Meetings were carried out unanimously as recorded in the Minutes of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on the review of the compliance reports and the certificates of the Company Executivetaken on record by the Board of Directors of the Company, in my opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as **Annexure 'D1'** and forms an integral part of this Report..

For Anjali Yadav & Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No. 6628
C P No. 7257

Place: New Delhi
Date: August 8, 2019

Annexure 'D1'

To
The Members,
The Motor & General Finance Limited
MGF House 4/17-B, Asaf Ali Road
New Delhi 110002

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about eh 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. I believe that the process and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records Cost Records and Books of Accounts of the Company.
4. Wherever required, I 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. My 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.

For Anjali Yadav& Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No. 6628
C P No. 7257

Place : Delhi
Date : August 8, 2019

Annexure 'E'

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members,
The Motor & General Finance Limited
MGF House 4/17-B, Asaf Ali Road
New Delhi 110002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The Motor & General FinanceLimited having CIN L74899DL1930PLC000208 and having registered office at MGF House 4/17-B, Asaf Ali Road , New Delhi - 110002(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in company
1	Arun Mitter	00022941	02/01/2002
2	Rajiv Gupta	00022964	14/04/1988
3	Arti Gupta	00023237	22/06/2006
4	Abhiram Seth	00176144	29/04/2006
5	OnkarNathAggarwal	00629878	31/12/2005
6	Bharat Kumar	01090141	19/03/2002
7	Karun Pratap Hoon	05202566	18/10/2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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 Anjali Yadav & Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No. 6628
C P No. 7257

Date: May 24, 2019
Place: Delhi

Annexure 'F'

To,

The Board of Directors
The Motor & General Finance Limited
MGF House 4/17-B, Asaf Ali Road
New Delhi 110002

Dear Sir,

Secretarial Compliance Report for the financial year ended March 31, 2019

I have been engaged by **The Motor & General FinanceLimited** having its registered office at MGF House 4/17-B, Asaf Ali Road, New Delhi 110002whose equity shares are listed on National Stock Exchange [Symbol: MOTOGENFIN-] and BSE Limited [Security Code: 501343] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by ICSI. Secretarial Compliance Report is enclosed herewith.

Secretarial Compliance Report of THE MOTOR & GENERAL FINANCE LIMITED for the financial year ended March 31, 2019

I have examined:

(a) all the documents and records made available to us and explanation provided by **THE MOTOR & GENERAL FINANCE LIMITED** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

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

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not applicable as there was no reportable event during the period under the Review];**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**[Not applicable as there was no reportable event during the period under the Review];**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not applicable as there was no reportable event during the period under the Review];**

(g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;**[Not applicable as there was no reportable event during the period under the Review];**

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

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges *(including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if an
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:**[Notapplicable as this being the First Report];**

For Anjali Yadav & Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No. 6628
CP No. 7257

Place : Delhi
Date : May 24, 2019

Annexure 'G'

Corporate Social Responsibility (CSR)

[Pursuant to clause 3(o) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility)Rules,2014]

1. A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web link to the CSR Policy and projects or programmes. The Board of Directors have adopted the CSR policy to undertake school development activities so that it is in a position to promote education to young children and conservation and renovation of school building and class rooms differently.

2. The CSR Committee comprises of four Directors, namely Sh. Abhiram Seth, Sh, Arun Mitter, Sh. Onkar Nath Aggarwal and Sh, Karun Pratap Hoon. Out of four Directors, three Directors are Non Executive Independent Directors.

3. Sh. Abhiram Seth, Non Executive Independent Director, is the Chairman of the Corporate Social Responsibility Committee.

4. Average net profits of the company for last three financial years

5. Prescribed CSR Expenditure(two per cent of the amount as)

6. Details of CSR spent during the financial year

   (a) Total amount to be spent for the financial year - Nil

   (b) Amount unspent, if any; - Nil

Not Applicable
[Refer Page 8 of the Director's Report under the heading Corporate Social Responsibility (CSR)]

7. We state that the implementation and monitoring of the CSR policy, is in compliance with CSR objectives and policy of the company.

.

Sd/-
CHAIRMAN OF CSR COMMITTEE

INDEPENDENT AUDITOR'S REPORT

To The Members of The Motor & General Finance Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of The Motor & General Finance Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the standalone financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its loss, total comprehensive loss, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No	Key Audit Matters	Auditor's Response
1.	**Recoverability of carrying amounts of investments in associates and other entities**	**Audit Procedure Applied**
	Refer to note No. 5 to the standalone financial statements. The Company has investments in Associates and other entities which are listed on Stock Exchange in India. These investment are valued at fair value based on market information. Therefore, the valuation of the investments has a significant impact on the financial results of Company. Management performed assessment at the end of each reporting period whether there is any indication that investments in associates and other entities may be impaired. Should indication of impairment exists, an impairment assessment will be performed accordingly. The recoverable amounts of investments in associates are assessed by current market price of the listed entity on stock exchange. Management has concluded that there is a reversal of impairment in respect of investments in associates as at 31st March 2019. This area is significant to our audit because of the significance of the carrying amounts of the investment and results of impairment	We have obtained an understanding on the Company's policies and procedures to identify impairment indicators on investments in associates and other entities, and performed the following procedures in relation to management's impairment assessment: • evaluated the internal sources and external sources of information to identify impairment indications, if any;· • determining the existence of the investments by obtaining an external confirmation from the custodian· • Recalculation of amounts recognised as impairment, on the basis of latest available information from stock exchanges· • Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment

	assessment and the significant management judgement involved in determining the value of investment.	
2.	**Company's Investment in Investment Property**	**Audit Procedure Applied**
	Investment Properties is significant to our audit due to their magnitude and their value. Refer to note no. 4 to the standalone financial statements.	We have obtained an understanding on the Company's policies and procedures to identify investments of company in investment properties. • verified accurate and complete initial recognition of the investment property portfolio by agreeing the recorded amounts to external documents such as purchase agreements and transfer deeds • Verification of lease deed executed for lease out of properties for earning rental income • Verified whether the transactions were recorded as required by the applicable accounting principles. • Assessed the appropriateness of the disclosures relating to the assumptions, as we consider them likely to be important to users of the financial statements • Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment

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

The Company's Board of Directors are responsible for other information. The other information comprises the Director's Report, Management Discussion and Analysis and Corporate Governance Report but does not include the standalone financial statements and our auditor's report thereon.

The Director's Report, Management Discussion and Analysis and Corporate Governance Report are expected to be made available to us after the date of this auditor's report.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

   d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards(Ind AS) prescribed under Section 133 of the Act.

   e) On the basis of the written representations received from the Directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 standalone financial statements –Refer Note No.30

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March, 2019

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2019.

2. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government in terms of sub-section (11) of Section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

Pawan Kumar
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1(f) of the Independent Auditors' Report of even date to the members of **The Motor & General Finance Limited** on the standalone financial statements for the year ended 31st March, 2019

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

We have audited the internal financial controls over financial reporting of The Motor & General Finance Limited ("the Company") as of 31st March, 2019 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and

evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 31st March, 2019, 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 **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

Pawan Kumar
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 of the Independent Auditors' Report of even date to the members of The Motor & General Finance Limited on the Standalone Financial Statements as of and for the year ended 31st March, 2019

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

(b) The fixed assets of the Company have been physically verified by the Management during the year. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.

(c) The title deeds of immovable properties, as disclosed in Note No. 3 & 4 on fixed assets to the financial statements, are held in the name of the Company.

ii. The physical verification of inventory comprising of stock in trade of commercial project has been conducted at reasonable intervals by the Management during the year. There were no discrepancies noticed on physical verification of inventory as compared to book records.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)a, (iii)b and (iii)c of the said Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products/ Services. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the records of the Company and information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, Investor education and protection fund, goods and service tax, service tax and other material statutory dues applicable to it with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of employees state insurance, Income Tax, goods and service tax, service tax, as at 31st March, 2019 which have not been deposited on account of a dispute are as follows:

Name of the Statute	Nature of the Due	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Finance Act	**Service Tax**	**6,82,986**	**2007-08** **2008-09**	**Commissioner of Service Tax**
Employees State Insurance Act	**Employees State Insurance**	**74,75,606/-**	**1989-90 to 2012-2013**	**Civil Court at Delhi**
NDMC Act	**Property Tax**	**1,62,15,990/-**	**1999-00 to 2016-17**	**Hon'ble High Court, Delhi**
DMC Act	**Property Tax**	**96,23,152/-**	**2004-05 to 2009-10**	**Hon'ble Municipal Taxation Tribunal**

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government. The company has not issued any debentures during the year.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments). Term loans have been applied for the purposes for which they were obtained.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. 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.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. 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.

For **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

Pawan Kumar
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

STANDALONE BALANCE SHEET AS AT MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

PARTICULARS	Note No.	As at 31st March 2019	As at 31st March 2018
I. ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	**26,33,39,136**	26,70,35,790
(b) Investment Property	4	**26,21,60,537**	27,28,37,524
(c) Financial Assets			
(i) Investments	5	**5,95,93,875**	5,38,71,464
(ii) Loans	6	**41,37,030**	41,37,030
(d) Deferred Tax Assets (Net)	7	**3,35,50,978**	2,48,36,921
		62,27,81,556	62,27,18,729
2 Current Assets			
(a) Inventories	8	**92,71,96,425**	92,42,17,428
(b) Financial Assets			
(i) Trade Receivables	9	**5,55,624**	4,04,29,743
(ii) Cash and Cash Equivalents	10	**30,60,286**	37,48,769
(iii) Other Bank Balances	11	**2,68,500**	11,30,182
(iv) Other Financial Assets	12	**1,55,472**	84,899
(c) Current Tax Assets (Net)	13	**2,08,06,820**	2,31,12,662
(d) Other Current Assets	14	**34,17,560**	34,91,609
		95,54,60,687	99,62,15,292
TOTAL ASSETS		**1,57,82,42,243**	1,61,89,34,021
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	15	**19,36,35,950**	19,36,35,950
(b) Other Equity	16	**66,98,21,918**	70,17,31,740
Total Equity		**86,34,57,868**	89,53,67,690
2 Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**-**	14,35,711
(ii) Other Financial Liabilities	18	**1,15,89,910**	3,23,28,510
(b) Other Non Current Liabilities	19	**36,24,77,665**	17,95,73,459
(c) Provisions	20	**90,26,420**	80,73,576
		38,30,93,995	22,14,11,256
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**4,10,28,688**	-
(ii) Trade Payables			
(A) Total outstanding dues of micro enterprises and small enterprises		**-**	-
(B) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		**-**	-
(iii) Other Financial Liabilities	18	**27,96,40,430**	47,34,08,464
(b) Other Current Liabilities	19	**18,06,258**	1,95,71,264
(c) Provisions	20	**92,15,004**	91,75,347
		33,16,90,380	50,21,55,075
TOTAL EQUITY & LIABILITIES		**1,57,82,42,243**	1,61,89,34,021

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 41

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

PARTICULARS	Note No.	For the year ended on March 31, 2019	For the year ended on March 31, 2018
I. **Revenue From Operations**			
Sale of Services	21	**8,80,17,219**	10,55,55,212
II. Other Income	22	**1,73,34,651**	2,59,95,826
III. Total Income (I + II)		**10,53,51,870**	13,15,51,038
IV. **Expenses:**			
Employee Benefits Expense	23	**2,92,28,974**	3,20,12,036
Finance Costs	24	**1,25,88,770**	3,89,33,959
Depreciation and Amortization Expense	25	**1,45,87,313**	1,17,35,314
Other Expenses	26	**9,10,71,433**	6,54,68,454
Total Expenses (IV)		**14,74,76,490**	14,81,49,763
V. Profit before Exceptional Items and Tax (III-IV)		**(4,21,24,620)**	(1,65,98,725)
VI. Exceptional Items		**-**	-
VII. Profit before Tax (V - VI)		**(4,21,24,620)**	(1,65,98,725)
VIII. Tax Expense:	27		
(1) Current Tax		**-**	-
(2) Deferred Tax		**(87,07,291)**	(63,48,391)
(3) Taxation in respect of Earlier Years		**(14,91,361)**	(29,81,174)
IX. Profit / (Loss) for the Period (VII-VIII)		**(3,19,25,968)**	(72,69,160)
X. Other Comprehensive Income			
A (i) Items that will not be reclassified into Profit & Loss	28	**9,380**	5,30,107
(ii) Income tax relating to items that will not be reclassified to profit/loss		**6,766**	(1,42,578)
B (i) Items that will be reclassified to Profit & Loss		**-**	**-**
(ii) Income tax relating to items that will be reclassified to Profit & Loss		**-**	**-**
Other Comprehensive Income		**16,146**	3,87,529
XI. Total Comprehensive Income for the period (IX+X)		**(3,19,09,822)**	(68,81,631)
XII. Earnings per Share (Face value of ₹ 10/- per Equity Share)	29		
(1) Basic (in Rs.)		**(1.65)**	(0.38)
(2) Diluted (in Rs.)		**(1.65)**	(0.38)

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 41

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
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M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

Place: New Delhi
Date: May 29, 2019

Standalone Statement of Changes in Equity As at March 31, 2019

A Equity Share Capital

(All amounts in ₹ unless stated otherwise)

Particulars		Balance at the beginning of the Reporting Period	Changes in Equity Share Capital during the year	Balance at the end of Reporting Period
Balance as at 31st March 2018	Numbers	1,93,63,595	-	**1,93,63,595**
	₹	19,36,35,950	-	**19,36,35,950**
Balance as at 31st March 2019	**Numbers**	**1,93,63,595**	-	**1,93,63,595**
	₹	**19,36,35,950**	-	**19,36,35,950**

B Other Equity

(All amounts in ₹ unless stated otherwise)

PARTICULARS	RESERVES AND SURPLUS					OTHER COMPREHENSIVE INCOME (OCI)		TOTAL
	CAPITAL RESERVE	SECURITIES PREMIUM	REVALUATION RESERVE	GENERAL RESERVE	RETAINED EARNINGS	REMEASUREMENT OF DEFINED BENEFIT PLANS	EQUITY INSTRUMENTS THROUGH OCI	
Balance as at 1st April 2017	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**48,87,27,517**	**(12,96,62,049)**	**4,58,619**	**1,00,508**	**70,86,13,371**
Profit/ (Loss) for the period	-	-	-	-	(72,69,160)	-	-	(72,69,160)
Other Comprehensive Income (OCI)	-	-	-	-	-	6,57,705	(1,27,598)	5,30,107
Income Tax on Items of OCI	-	-	-	-	-	(1,42,578)	-	(1,42,578)
Balance as at 31st March 2018	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**48,87,27,517**	**(13,69,31,209)**	**9,73,746**	**(27,090)**	**70,17,31,740**
Profit/ (Loss) for the period	-	-	-	-	(3,19,25,968)	-	-	(3,19,25,968)
Other Comprehensive Income (OCI)	-	-	-	-		(26,275)	35,655	9,380
Income Tax on Items of OCI	-	-	-	-	-	6,766	-	6,766
Balance as at 31st March 2019	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**48,87,27,517**	**(16,88,57,177)**	**9,54,237**	**8,565**	**66,98,21,918**

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 41

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
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ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

	PARTICULARS		For the year ended on March 31, 2019	For the year ended on March 31, 2018
A.	**Cash flows from operating activities**			
	Net Profit before tax and Extraordinary items		**(4,21,24,620)**	(1,65,98,725)
	Adjustment for:			
	Provision for Impairment of Investments		(56,86,756)	24,88,774
	Depreciation of PPE & Investment Property		1,45,87,313	1,17,35,314
	Amount Written off		-	500
	Bad Debts Written off		3,46,88,392	-
	Other Non Cash Adjustments		(26,276)	6,57,705
	Interest Expenses		29,77,297	3,67,18,630
	Interest on deposits from Bank & ICD		(14,43,656)	(85,73,099)
	Operating Profit before Working Capital Changes		**29,71,694**	2,64,29,099
	Adjustment for:			
	Decrease /(Increase) in Other Financial Assets		(70,573)	27,42,747
	Decrease /(Increase) in Loans		-	(10,46,991)
	Decrease/(Increase) in Inventories		(29,78,997)	(2,65,00,005)
	Decrease/(Increase) in Trade receivables		51,85,727	(1,22,23,528)
	Decrease/(Increase) in Other Current Assets		74,049	(2,52,261)
	(Decrease)/ Increase in Provisions		9,92,501	35,34,851
	(Decrease) /Increase in Other Financial Liabilities		(21,30,00,957)	20,81,05,290
	(Decrease) /Increase in Other Liabilities		16,51,39,200	15,58,24,765
	Cash generated from Operations before Extra Ordinary Items		**(4,16,87,356)**	35,66,13,967
	Exceptional Items		-	-
	Direct Taxes Paid		(37,97,203)	(90,25,077)
	Net Cash from Operating Activities	**(A)**	**(3,78,90,153)**	36,56,39,044
B.	**Cash Flows from Investing Activities:**			
	Purchase of Fixed Assets		(2,13,672)	(7,72,75,181)
	Decrease /(Increase) in Other Bank Balance		8,61,682	26,46,854
	Interest Received (Net of Tax Deducted at Source)		14,43,656	85,73,099
	Net Cash from Investing Activities:	**(B)**	**20,91,666**	(6,60,55,228)
C.	**Cash Flows from Financing Activities:**			
	Increase/(Decrease) in Non Current Borrowing		(14,35,711)	(38,40,17,418)
	Increase/(Decrease) in Current Borrowing		4,10,28,688	-
	Unpaid Dividend now paid		(8,61,682)	(15,15,939)
	Interest Expenses		(29,77,297)	(3,67,18,630)
	Decrease /(Increase) in Loans		-	12,90,00,000
	Net Cash from Financing Activities	**(C)**	**3,57,53,998**	(29,32,51,987)
	Net Increase in Cash and Cash Equivalent	**(A) + (B) + (C)**	**(44,489)**	63,31,829
	Cash and Cash Equivalents - Opening		**26,00,604**	**(37,31,225)**
	Cash and Cash Equivalents - Closing		**25,56,115**	26,00,604

i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

ii) **Cash and Cash Equivalents Includes:**

a)	Cash in Hand	**17,082**	86,806
b)	Balances with Banks	**17,05,633**	16,12,713
c)	Flexi Deposits up to 3 months Original Maturity	**13,37,571**	20,49,250
e)	Less: Bank Overdraft	**(5,04,170)**	(11,48,165)
	TOTAL	**25,56,116**	**26,00,604**

iii) **Reconciliations of Liabilities from Financing Activities**

Particulars	**Borrowings including Long Term and Short Term Borrowings**
As at April 1, 2017	**40,79,83,154**
Proceeds	50,00,062
Repayment	(21,88,20,061)
Fair Value Changes	(63,63,653)
As at March 31, 2018	**18,77,99,502**
Proceeds	32,72,61,322
Repayment	(47,34,47,731)
Fair Value Changes	7,98,352
As at March 31, 2019	**4,24,11,445**

iv) Amounts in brackets, represent Cash Outflow.

v) Previous Year's figures have been regrouped and rearranged wherever necessary.

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As per our Report of even date attached
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M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

Summary of Significant Accounting Policies and other Explanatory Statements of Standalone Financial Statements for the year ended March 31, 2019

NOTE – 1

SIGNIFICANT ACCOUNTING POLICIES

1.1 COMPANY OVERVIEW

The Motor & General Finance Limited (referred to as "MGF" or "the Company" was incorporated under the laws of the Republic of India with its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, is the flagship company of MGF Group. Incorporated in 1930, MGF was one of the oldest finance companies of India. The Company is engaged in the single primary business of "Lease/ Renting of Immovable Property", and has only one reportable segment.

1.2 GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS

The Company is headquartered in New Delhi, India. The shares of the Company are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

I. Certain Financial Assets and Financial Liabilities and Contingent Consideration that are measured at fair value

II. Assets held for sale measured at lower of cost or fair value less cost to sell

III. Defined benefit plan assets measured at fair value

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the date of respective transactions.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All amounts are stated in ₹. All amounts disclosed in the financial statement and notes have been rounded off to the nearest ₹, unless otherwise stated.

The Standalone Financial Statements for the year ended 31st March, 2019 were authorized and approved for issue by the Board of Directors on 29th May, 2019.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Standalone Financial Statements have been prepared using the Accounting Policies and measurement basis summarized below.

2.1 PROPERTY, PLANT AND EQUIPMENT

2.1.1 RECOGNITION

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, less accumulated depreciation/amortized and impairments, if any. Historical cost includes taxes, duties, freight and other incidental expenses related to acquisition & installation.

2.1.2 SUBSEQUENT MEASUREMENT

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 repairs & maintenance are charged to profit or loss.

2.1.3 DEPRECIATION

Depreciation on Property, Plant and Equipment is charged on straight line method on useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

The following useful lives are applied:

Asset category	Estimated useful life (in years)
Land	
- Lease Hold (Finance Lease)	Over the Lease period
- Perpetual Lease	Treated as free hold land due to perpetuity
Buildings	
- Building	55 – 80 Years
- Leasehold Building	Over the Lease Period
Furniture and Fittings	10 Years
Motor Vehicles	
- Hire Purchase & Owned	08 - 10 Years
Office Equipment & Electrical Installations	05 - 15 Years
Computers	
- End user devices viz. desktops, laptops, etc.	03 Years

Leasehold land is amortised on a straight line basis over the unexpired period of their respective lease. Leasehold improvements are depreciated on straight line basis over their initial agreement period. Premium paid on land where lease agreements have been executed for specified period are written off over the period of lease proportionately.

Property, Plant and Equipment individually costing upto ₹ 10,000 are fully depreciated in the year of acquisition.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.1.4 DE-RECOGNITION

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised 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 included in the Statement of Profit and Loss account when the asset is derecognised.

2.2 INVESTMENT PROPERTIES

2.2.1 RECOGNITION

Property (land or a building-or part of a building-or both) that is held (by the owner or by the lessee under a finance lease) for long term rental yields or for capital appreciation or both is recognized as Investment Property, except

i. Use in the production or supply of goods or services or for administrative purposes; or

ii. Sale in the ordinary course of business:

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

2.2.2 SUBSEQUENT MEASUREMENT

Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.2.3 DEPRECIATION

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with depreciation on Property Plant & Equipments as per para “2.1.3” above. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes.

2.2.4 DE-RECOGNITION

An investment property is derecognised (eliminated from the balance sheet) on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

An investment property is also derecognised when property is transferred to owner-occupied property; or commencement of development with a view to sale, or transfer to inventories.

2.3 IMPAIRMENT OF NON FINANCIAL ASSETS

Carrying amount of assets is reviewed at each reporting date where there is any indication of impairment based on internal/ external indicators. An impairment loss is recognised in the Statement of Profit and Loss where carrying amount exceeds recoverable amount of assets. Impairment loss is reversed, if, there is change in recoverable amount and such loss either no longer exists or has decreased or indication on which impairment was recognised no longer exists.

2.4 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.

2.4.1 FINANCIAL ASSETS

2.4.1.1 INITIAL RECOGNITION AND MEASUREMENT

Financial Assets 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 that are attributable to the acquisition of the financial asset.

2.4.1.2 SUBSEQUENT MEASUREMENT

Debt Instruments at Amortised Cost– A 'debt instrument' 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. All other debt instruments are measured at Fair Value through Other Comprehensive Income (FVOCI) or Fair value through Profit and Loss (FVTPL) based on Company's business model.
- **Equity Investments** – All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value through Profit and Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) on an instrument to instrument basis.
- **Other Investments** – All Other Investments in scope of Ind-AS 109 are measured at Fair Value through Profit and Loss (FVTPL).

2.4.1.3 IMPAIRMENT OF FINANCIAL ASSETS

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., Loans, Debt Securities, Deposits and Trade Receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'Simplified Approach' for recognition of impairment loss allowance on trade receivables. The application of simplified recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

- **Financial Assets measured as at amortised cost**: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL**: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI**: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'Accumulated Impairment Amount' in the OCI. The Company does not have any Purchased or Originated Credit Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

2.4.1.4 DE-RECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

i. The rights to receive cash flows from the asset have expired, or

ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement~ and either

(a) The Company has transferred substantially all the risks and rewards of the asset, or

(b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

2.4.2 FINANCIAL LIABILITIES

2.4.2.1 INITIAL RECOGNITION AND MEASUREMENT

Financial liabilities are classified at initial recognition as financial liabilities at fair value through Profit or Loss, Loans and Borrowings, and Payables, net of directly attributable transaction costs. The Company's financial liabilities include Loans and Borrowings including Bank Overdraft, Security Deposit received against lease of building including investment properties and Other Payables.

All Financial Liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the Financial Liabilities is also adjusted. Financial Liabilities are classified as amortised cost.

The measurement of financial liabilities depends on their classification, as described below:

i. **Financial liabilities at Fair Value Through Statement of Profit and Loss -** Financial liabilities at Fair Value through statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at Fair Value through statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

ii. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All other changes in fair value of such liability are recognised in the statement of profit and loss.

iii. **Loans and Borrowings -** After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. Gains and Losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as Finance Costs in the statement of profit and loss.

iv. **Security Deposit -** After initial recognition, interest free security deposits are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. The difference between carrying amount of the deposits and fair value is transferred as deferred income. The EIR amortisation is included as Finance Income in the statement of profit and loss.

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

2.4.2.2 SUBSEQUENT MEASUREMENT

Subsequent to initial recognition, these liabilities are measured at Amortised Cost using the Effective Interest Rate (EIR) method.

2.4.2.3 DE-RECOGNITION OF FINANCIAL LIABILITIES

A Financial Liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. Consequently write back of unsettled credit balances is done on the previous experience of Management and actual facts of each case and recognised in Other Income. 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.

2.4.3 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.

2.5 INVESTMENTS IN ASSOCIATES

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not in control or joint control over those policies.

Investments in associates are carried at cost as per IND AS 28 less impairment recognised. The cost comprises price paid to acquire investment and directly attributable cost.

2.6 INVENTORIES

2.6.1 BASIS OF VALUATION

i. **Stock in Trade - Project** are valued at lower of cost or net realisable value.

2.6.2 METHOD OF VALUATION

i. Stock in Trade Project includes total amount of expenditure incurred upto the date of certificate of completion. Subsequent expenditure which relates to an item of capital nature is added into the cost of stock in trade.

2.7 TRADE RECEIVABLES

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

2.8 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash in hand, Balances in Bank Account, Remittance in Transit, Cheques in hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.9 TAXES

2.9.1 CURRENT INCOME TAX

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income 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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.9.2 DEFERRED TAX

Deferred Income Taxes are calculated using Balance Sheet Approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. 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.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax expense for the year comprises of current tax and deferred tax.

2.9.3 INDIRECT TAX

Expenses and assets are recognised net of the amount of GST/ Service Tax paid, except:

i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

ii. When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.10 EQUITY AND RESERVES

i. **Share Capital** represents the nominal value of Equity shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from retained earnings, net of any related income tax benefits.

ii. **Other Components of Equity** includes Other Comprehensive Income arising from actuarial gain or loss on re-measurement of defined benefit liability and return on plan assets

iii. **Retained Earnings** include all current and prior period retained profits.

2.11 DIVIDEND PAYMENTS

Annual dividend distribution to shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on Dividend Distribution is recognised directly in equity.

2.12 REVENUE RECOGNITION

Ind AS 115 was made effective from 1st April, 2018 and establishes a five-step model to account for revenue arising from contracts with customers. The new revenue standard replaced Ind AS 18 & Ind AS 11 and interpretations on revenue recognition related to sale of goods and services. The Company has adopted the new standard for annual periods beginning on or after 1st April, 2018 using cumulative effect method.

2.12.1 RENTAL INCOME

Rental income arising from lease on investment properties is accounted for on straight line basis over the period for which the investment property is given on rent.

2.13 INCOME RECOGNITION

2.13.1 INTEREST INCOME

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

2.13.2 DIVIDEND INCOME

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

2.13.3 OTHER INCOME

Other claims including interest on outstanding are accounted for when there is virtual certainty of ultimate collection.

2.14 EXPENDITURE

Expenses are accounted on accrual basis.

2.15 EMPLOYEE BENEFIT SCHEMES

2.15.1 SHORT-TERM EMPLOYEE BENEFITS

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

2.15.2 COMPENSATED ABSENCES

Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each Balance Sheet date on the basis of an independent actuarial valuation.

2.15.3 GRATUITY

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method. Gratuity is unfunded.

Actuarial gains and losses arising from changes in actuarial assumptions are recognized in Other Comprehensive Income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

2.15.4 PROVIDENT FUND

Eligible employees of the Company receive benefits from a Provident Fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

2.16 FUNCTIONAL AND PRESENTATION CURRENCY

The Standalone Financial Statements are presented in Indian Rupee (₹), which is Company's functional Currency and presentation currency.

2.17 LEASES

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

2.17.1 COMPANY AS A LESSEE

2.17.1.1 FINANCE LEASES

A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a Finance Lease. Finance Leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments.

The interest element of lease payments is charged to Statement of Profit and Loss, as Finance Costs over the period of the lease. The leased asset is depreciated over the useful life of the asset or lease term whichever is lower.

Land acquired on long term lease (more than 90 years/ Perpetual Lease) are evaluated as own land.

2.17.2 COMPANY AS A LESSOR

2.17.2.1 OPERATING LEASE

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Assets leased out under operating leases are capitalized. Rental income is recognized on straight-line basis over the lease term except where scheduled increase in rent compensates the Company with expected inflationary costs.

2.18 EARNINGS PER SHARE

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares.

i. **Basic EPS** is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

ii. **Diluted EPS** is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

2.19 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

2.19.1 PROVISIONS

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost.

2.19.2 CONTINGENT LIABILITIES

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management of the Company has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

2.19.3 CONTINGENT ASSETS

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

2.20 CASH FLOW STATEMENT

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

2.21 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker “CODM” of the Company.

2.22 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

i. An asset is classified as current when it is:

   a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

   b) Held primarily for the purpose of trading,

   c) Expected to be realised within twelve months after the reporting period, or

   d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

ii. All other assets are classified as non-current.

iii. A liability is classified as current when it is:

   a) Expected to be settled in normal operating cycle,

   b) Held primarily for the purpose of trading,

   c) Due to be settled within twelve months after the reporting period, or

   d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

iv. All other liabilities are classified as non-current.

v. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

vi. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.23 FAIR VALUE MEASUREMENT

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

Other Fair Value related disclosures are given in the relevant notes.

2.24 EXCEPTIONAL ITEMS

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments of subsidiaries, associate and joint ventures and impairment losses/ write down in the value of investment in subsidiaries, associates and joint ventures and significant disposal of fixed assets.

2.25 SIGNIFICANT MANAGEMENT JUDGEMENT IN APPLYING ACCOUNTING POLICIES AND ESTIMATION UNCERTAINTY

The preparation of Standalone Financial Statements requires management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of income & expenses during the periods. Although these estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying financial statements. Any revision to accounting estimates is recognized prospectively from the period in which results are known/ materialise in accordance with applicable Indian accounting standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.26 SIGNIFICANT MANAGEMENT JUDGEMENTS

The following are Significant Management Judgements in applying the Accounting Policies of the Company that have the most significant effect on the Financial Statements.

2.26.1 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.

2.26.2 EVALUATION OF LEASE OF LAND AS FINANCE LEASE OR OPERATING LEASE

One important consideration for evaluating lease of land is that land has an indefinite economic life and it is expected that the value of land generally appreciates. Where in substance there is no transfer of risks and rewards, it should be considered as an operating lease. Some of the indicators to consider in the overall context of whether there is transfer of risks and rewards incidental to ownership include the lessee's ability to renew lease for another term at substantially below market rent, lessee's option to purchase at price significantly below fair value etc.

Accordingly, classification as operating or finance lease requires exercise of judgement based on evaluation of facts and circumstances in each case, while considering the indicators envisaged as above.

2.27 ESTIMATION UNCERTAINTY

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.27.1 REVENUE RECOGNITION

Where revenue contracts include deferred payment terms, the management of Company determines the fair value of consideration receivable using the expected collection period and interest rate applicable to similar instruments with a similar credit rating prevailing at the date of transaction.

2.27.2 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as Liquidity Risk, Credit Risk and Volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.27.3 IMPAIRMENT OF FINANCIAL ASSETS

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.27.4 RECOVERABILITY OF ADVANCES/ RECEIVABLES

The Company from time to time review the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

2.27.5 INCOME TAXES

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

2.27.6 PROVISIONS AND CONTINGENCIES

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

2.27.7 DEFINED BENEFIT OBLIGATION (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the DBO amount and the annual defined benefit expenses.

2.28 NEW AND AMENDED STANDARDS FOR THE YEAR

The Company applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below. Several other standards and amendments apply for the first time in 2018-19, but do not have an impact on the Standalone Financial Statements of the Company.

2.28.1 IND AS 115 REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company applied Ind AS 115 for the first time by using the Cumulative effect method of adoption with date of initial application from 1st April, 2018. Under this method Comparative prior period is not adjusted and the cumulative effect of initially applying Ind AS 115 is recognised as an adjustment to the opening balance of retained earnings as at 1st April, 2018.

There was no impact on retained earnings as on 1st April, 2018 on adoption of Ind AS 115.

2.29 STANDARDS ISSUED BUT NOT EFFECTIVE

2.29.1 IND AS 116 'LEASES'

On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations.

New standard permits two possible methods of transition i.e. Full Retrospective or Modified Retrospective.

The Company will adopt the standard on 1st April 2019 by using Modified retrospective effect method and accordingly comparatives for year ended 31st March 2019 will not be retrospectively adjusted.

The Company is evaluating requirements of Ind AS 116, and has not yet determined the impact on the financial statements.

2.29.2 AMENDMENT TO IND AS 19 – PLAN AMENDMENT, CURTAILMENT OR SETTLEMENT

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

Effective date for application of this amendment is annual period beginning on or after 1st April, 2019. The Company expects that there will be no impact on account of this amendment.

2.29.3 AMENDMENT TO IND AS 12 – 'INCOME TAXES'

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

Effective date for application of this amendment is annual period beginning on or after 1st April, 2019. The Company expects that there will be no impact on account of this amendment.

2.29.4 IND AS 12 APPENDIX C, UNCERTAINTY OVER INCOME TAX TREATMENTS

On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments.

The standard permits two possible methods of transition i.e. Full retrospective or Retrospectively with Cumulative Effect.

The Company will adopt the standard on 1st April 2019 by using the Retrospectively with Cumulative Effect method and accordingly comparatives for the year ending or ended 31st March, 2019 will not be retrospectively adjusted.

The Company expects that there will be no impact on account of this amendment.

Notes to Standalone Financial Statements

Note -03

Property, Plant and Equipment

Details of the Company's Property, Plant and Equipment and reconciliation of their carrying amounts from beginning to end of reporting period are as follows:

(All amounts in ₹ unless stated otherwise)

Particulars	Leasehold Land	Freehold Land	Freehold Land & Buildings	Leasehold Land & Buildings	Vehicles	Furniture and fixtures	Computers	Office Equipment	Lifts	Electric installation	Total
Deemed cost											
Balance as at 1st April 2017	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**79,30,577**	**2,47,258**	**1,13,230**	**2,66,990**	**2,02,703**	**65,40,971**	**26,95,61,252**
Additions/Adjustments	-	-	-	-	27,27,591	-	2,26,368	3,79,453	12,62,338	2,51,959	48,47,709
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**1,06,58,168**	**2,47,258**	**3,39,598**	**6,46,443**	**14,65,041**	**67,92,930**	**27,44,08,961**
Additions/Adjustments	-	-	-	-	-	12,654	81,865	1,19,153	-	-	2,13,672
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**1,06,58,168**	**2,59,912**	**4,21,463**	**7,65,596**	**14,65,041**	**67,92,930**	**27,46,22,633**
Accumulated Depreciation											
Balance as at 1st April 2017	**-**	**-**	**1,48,932**	**2,85,142**	**7,14,599**	**80,956**	**19,865**	**12,860**	**2,842**	**15,22,628**	**27,87,824**
Additions/Adjustments	-	-	1,45,339	2,69,573	27,58,011	49,051	1,20,335	61,167	64,096	11,17,775	45,85,347
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	**-**	**-**	**2,94,271**	**5,54,715**	**34,72,610**	**1,30,007**	**1,40,200**	**74,027**	**66,938**	**26,40,403**	**73,73,171**
Depreciation expense	-	-	1,41,834	2,54,854	21,87,533	33,376	96,877	1,77,645	2,19,905	7,98,302	39,10,326
Elimination on disposals of assets	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	**-**	**-**	**4,36,105**	**8,09,569**	**56,60,143**	**1,63,383**	**2,37,077**	**2,51,672**	**2,86,843**	**34,38,705**	**1,12,83,497**
Net carrying amount											
Balance as at 31st March 2018	11,14,43,394	13,12,05,451	60,94,033	46,67,659	71,85,558	1,17,251	1,99,398	5,72,416	13,98,103	41,52,527	26,70,35,790
Balance as at 31st March 2019	**11,14,43,394**	**13,12,05,451**	**59,52,199**	**44,12,805**	**49,98,025**	**96,529**	**1,84,386**	**5,13,924**	**11,78,198**	**33,54,225**	**26,33,39,136**

Note 3 A

Refer Note No 17 A for Property, Plant & Equipment pledged as security.

Notes to Standalone Financial Statements

Note -04

Investment Property (At Cost)

(All amounts in ₹ unless stated otherwise)

Particulars	Freehold Land & Buildings	Leasehold Land & Buildings	Land	Total
Deemed cost				
Balance as at 1st April 2017	**2,34,57,830**	**9,50,62,557**	**9,66,33,500**	**21,51,53,887**
Additions/Adjustments	-	7,24,27,472	-	7,24,27,472
Disposals	-	-	-	-
Balance as at 31st March 2018	**2,34,57,830**	**16,74,90,029**	**9,66,33,500**	**28,75,81,359**
Additions/Adjustments	-	-	-	-
Disposals	-	-	-	-
Balance as at 31st March 2019	**2,34,57,830**	**16,74,90,029**	**9,66,33,500**	**28,75,81,359**
Accumulated Depreciation				
Balance as at 1st April 2017	**13,57,034**	**62,36,834**	**-**	**75,93,868**
Depreciation expense	12,76,885	58,73,082	-	71,49,967
Elimination on disposals of assets	-	-	-	-
Balance as at 31st March 2018	**26,33,919**	**1,21,09,916**	**-**	**1,47,43,835**
Depreciation expense	12,01,078	94,75,909	-	1,06,76,987
Elimination on disposals of assets	-	-	-	-
Balance as at 31st March 2019	**38,34,997**	**2,15,85,825**	**-**	**2,54,20,822**
Net carrying amount				
Balance as at 31st March 2018	2,08,23,911	15,53,80,113	9,66,33,500	**27,28,37,524**
Balance as at 31st March 2019	**1,96,22,833**	**14,59,04,204**	**9,66,33,500**	**26,21,60,537**

Note -04 A

Amounts recognised in Profit & Loss for Investment Properties:

(All amounts in ₹ unless stated otherwise)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Rental Income	8,80,17,219	10,55,55,212
Direct Operating Expenses from property generating Rental Income (including Repair and Maintenance)	1,16,66,006	68,76,680
Profit from Investment Properties before depreciation	**7,63,51,213**	**9,86,78,532**
Depreciation	1,06,76,987	71,49,967
Profit from Investment Properties	**6,56,74,226**	**9,15,28,565**

Note -04 B

Leasing Arrangements

Certain Investment Properties are leased to tenants under long-term operating leases with rentals payable monthly (Refer Note 32). Future minimum lease payments receivable under long-term operating leases of Investment Properties in the aggregate is ? 75,04,97,685/- (Previous Year ₹ 85,60,52,897/-and for each of the following period:

(All amounts in ₹ unless stated otherwise)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Within one year	5,96,17,964	10,44,28,043
Later than one year but not later than 5 years	25,76,10,657	38,33,16,528
Later than 5 years	20,55,88,254	26,27,53,114

Notes to Standalone Financial Statements

Note -04 C
Fair value

(All amounts in ₹ unless stated otherwise)

Particulars	Fair Value Hierarchy	As at March 31, 2019
Buildings	**Level 3**	**1,76,24,68,587**

Description of Valuation Techniques used and key inputs to Valuation on Investment Properties:

Valuation Approach - Rental or Capitalisation Method:
Rental method of valuation consists in capitalising the Net Annual Rental Income (NARI) at an appropriate rate of interest or rate of capitalisation. Net annual rent income equals to Gross Annual Rental Income (GARI) minus outgoings like Property Tax, Repairs, Maintenance, Service Charges, Insurance Premium, Rent Collection and Management Charges etc.

Note -04 D

Refer Note No 17 A for Property, Plant & Equipment pledged as security.

Note -05

(All amounts in ₹ unless stated otherwise)

INVESTMENTS - NON CURRENT	As at March 31, 2019	As at March 31, 2018
INVESTMENT IN EQUITY INSTRUMENTS :		
Investments at Fair Value Through OCI		
- Investment in Others Companies	2,38,068	2,02,413
INVESTMENT IN ASSOCIATES		
Investments at Cost		
- Investment in Associates Companies	9,05,05,731	9,05,05,731
Gross Investments	**9,07,43,799**	**9,07,08,144**
Aggregate amount of impairment in value of investments		
- Impairment in value of Investments	3,11,49,924	3,68,36,680
Net Investments	**5,95,93,875**	**5,38,71,464**

Note -05 A

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
(a) Aggregate Amount of Quoted Investments - Cost	9,16,23,308	9,16,23,308
(b) Aggregate Amount of Quoted Investments - Market Value	5,95,93,875	5,38,71,464
(c) Aggregate Amount of Unquoted Investments	-	-
(d) Aggregate Amount of Impairment in Value of Investments	3,11,49,924	3,68,36,680

Notes to Standalone Financial Statements

Note -05 B Details of Investment in Equity Shares (Quoted)

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Investment in Equity Shares of Company		
Method of Valuation: Fair Value through OCI		
i) Metal Box India Limited - 1,200 equity shares of ₹ 10 each, fully paid up	1	1
ii) Rajasthan Breweries Ltd - 4,700 equity shares of ₹ 10 each, fully paid up	1	1
iii) Sri Ramakrishna Mills (CBE) Limited - 15,000 equity shares of ₹ 10 each, fully paid up	2,17,500	1,81,800
iv) MTZ (India) Limited - 10,000 equity shares of ₹ 10 each, fully paid up	1	1
v) Mawana Sugars Limited - 450 equity shares of ₹ 10 each, fully paid up	20,565	20,610
Total	**2,38,068**	2,02,413

Note -05 C Detail of Trade Investments in Associates (Quoted)

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Investment in Equity Shares of Company		
Method of Valuation: At Cost		
Companies under the same management		
i) Jayabharat Credit Limited		
- 2,172,300 equity shares of ₹ 10 each, fully paid up	2,93,16,380	2,93,16,380
ii) India Lease Development Limited		
- 4,608,840 equity shares of ₹ 10 each, fully paid up	6,11,89,351	6,11,89,351
Total At Cost	**9,05,05,731**	9,05,05,731
Less: Impairment in value of Investments	3,11,49,924	3,68,36,680
Total Investment in Associates	**5,93,55,807**	5,36,69,051

Note -06

(All amounts in ₹ unless stated otherwise)

LOANS (NON CURRENT)	As at March 31, 2019	As at March 31, 2018
Considered Good - Secured	-	-
Considered Good - Unsecured		
-Security Deposits	41,37,030	41,37,030
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Total	**41,37,030**	41,37,030

Notes to Standalone Financial Statements

Note -07

Deferred Tax Asset/ (Liabilities)

The balance comprises temporary differences attributable to :

(All amounts in ₹ unless stated otherwise)

DEFERRED TAX ASSET/ (LIABILITIES)	As at March 31, 2019	As at March 31, 2018
Deferred tax liability :		
- Depreciation on PPE	2,69,584	4,08,439
- Other timing differences	4,55,440	51,28,261
Total deferred tax liabilities	**7,25,024**	55,36,700
Deferred tax Asset :		
- Depreciation on Investment Properties	65,45,862	37,96,538
- Liabilities / provisions that are deducted for tax purposes when paid	46,97,167	44,41,598
- Business Loss	1,50,66,404	1,24,80,681
- Impairment of Investment	79,59,803	94,85,445
- Other timing differences	6,766	1,69,359
Total deferred tax assets	**3,42,76,002**	3,03,73,621
Net deferred tax assets/ (liabilities)	**3,35,50,978**	2,48,36,921

Note -07 A

Movement in Deferred Tax Assets

(All amounts in ₹ unless stated otherwise)

PARTICULARS	IMPAIRMENT OF INVESTMENTS	LIABILITIES / PROVISIONS THAT ARE DEDUCTED FOR TAX PURPOSES WHEN PAID	CARRIED FORWARD BUSINESS LOSS
Balance as at 1st April 2017	**1,06,13,503**	**42,37,648**	**1,07,03,814**
Recognised in:			
Profit and Loss	(11,28,058)	2,03,950	17,76,867
Other Comprehensive Income			
Equity			
Balance as at 31st March 2018	**94,85,445**	**44,41,598**	**1,24,80,681**
Recognised in:			
Profit and Loss	(15,25,642)	2,55,569	25,85,723
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2019	**79,59,803**	**46,97,167**	**1,50,66,404**

Notes to Standalone Financial Statements

contd..

PARTICULARS	DEPRECIATION ON INVESTMENT PROPERTIES	OTHER ITEMS	TOTAL DEFERRED TAX ASSETS
Balance as at 1st April 2017	**23,46,505**	**61,405**	**2,79,62,875**
Recognised in:			
Profit and Loss	14,50,033	1,07,954	24,10,746
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2018	**37,96,538**	**1,69,359**	**3,03,73,621**
Recognised in:			
Profit and Loss	27,49,324	(1,69,359)	39,02,381
Other Comprehensive Income	-	6,766	6,766
Equity	-	-	-
Balance as at 31st March 2019	**65,45,862**	**6,766**	**3,42,76,002**

Note -07 B

Movement in Deferred Tax Liabilities

(All amounts in ₹ unless stated otherwise)

PARTICULARS	DEPRECIATION ON PPE	OTHER ITEMS	TOTAL DEFERRED TAX LIABILITIES
Balance as at 1st April 2017	**7,30,182**	**86,01,587**	**93,31,769**
Recognised in:			
Profit and Loss	(3,21,743)	(36,15,904)	(39,37,647)
Other Comprehensive Income		1,42,578	1,42,578
Equity	-	-	-
Balance as at 31st March 2018	**4,08,439**	**51,28,261**	**55,36,700**
Recognised in:			
Profit and Loss	(1,38,855)	(46,72,821)	(48,11,676)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2019	**2,69,584**	**4,55,440**	**7,25,024**

Note -07 C

Unused Tax Losses & Credit not Recognised in Deffered Tax

(All amounts in ₹ unless stated otherwise)

Unused Tax Losses & Tax Credit not Recognised	As at March 31, 2019	As at March 31, 2018
Long Term Capital Loss not recognised	46,63,062	46,63,062
Expiry Year	Up to FY 2026-27	Up to FY 2026-27
MAT Credit not Recognised	8,62,61,566	8,62,61,566
Expiry Year	Up to FY 2024-25	Up to FY 2024-25

Note -08

(All amounts in ₹ unless stated otherwise)

INVENTORIES	As at March 31, 2019	As at March 31, 2018
Stock in trade (Commercial/ Real Estate)	92,71,96,425	92,42,17,428
Total	**92,71,96,425**	92,42,17,428

Notes to Standalone Financial Statements

Note -09

(All amounts in ₹ unless stated otherwise)

TRADE RECEIVABLES	As at March 31, 2019	As at March 31, 2018
Unsecured:		
Considered Good - Secured	-	-
Considered Good - Unsecured	5,55,624	4,04,29,743
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Gross Trade Receivables	**5,55,624**	**4,04,29,743**
Impairment Allowance :		
Considered good - Unsecured	-	-
Total Impairment Allowance	**-**	**-**
Net Trade Receivables	**5,55,624**	**4,04,29,743**

Note -10

(All amounts in ₹ unless stated otherwise)

CASH & CASH EQUIVALENTS	As at March 31, 2019	As at March 31, 2018
Cash in Hand		
- Cash in Hand	17,082	86,806
Bank Balances		
- Balances with Banks in Current Account	17,05,633	16,12,713
- Cheques in Hand	-	-
- Flexi Deposits up to 3 months Original Maturity *	13,37,571	20,49,250
Total	**30,60,286**	37,48,769
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	35,340	35,340

Note -11

(All amounts in ₹ unless stated otherwise)

BANK BALANCE OTHER THAN ABOVE	As at March 31, 2019	As at March 31, 2018
Other Bank Balances		
- Balances with Banks in Unpaid Dividend Account	-	8,61,682
- Fixed Deposits having Original Maturity more than 3 months. *	2,68,500	2,68,500
Total	**2,68,500**	11,30,182
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	2,68,500	2,68,500

Note -12

(All amounts in ₹ unless stated otherwise)

OTHER FINANCIAL ASSETS	As at March 31, 2019	As at March 31, 2018
Accrued Interest on		
- Electricity Security Deposit	80,398	-
- Bank Deposits	75,074	84,899
Total	**1,55,472**	84,899

Notes to Standalone Financial Statements

Note -13

(All amounts in ₹ unless stated otherwise)

CURRENT TAX ASSETS (NET)	As at March 31, 2019	As at March 31, 2018
Advance Income Tax (Net of Provision)	2,08,06,820	2,31,12,662
Total	**2,08,06,820**	2,31,12,662

Note -14

(All amounts in ₹ unless stated otherwise)

OTHER CURRENT ASSETS	As at March 31, 2019	As at March 31, 2018
Advance to Employees	9,23,000	5,70,500
Other Advances & Recoverable	10,57,719	19,11,029
Prepaid Expenses	10,13,173	9,12,334
Balances with Government Authorities	4,23,668	97,746
Total	**34,17,560**	34,91,609

Note -15

(All amounts in ₹ unless stated otherwise)

EQUITY SHARE CAPITAL	As at March 31, 2019		As at March 31, 2018	
	NUMBER	(₹)	NUMBER	(₹)
Authorised:				
Equity Shares of ₹ 10/- (Previous Year ₹ 10) each	5,00,00,000	50,00,00,000	5,00,00,000	50,00,00,000
Issued, subscribed and paid up:				
Fully paid up Equity Shares of ₹10/- (Previous Year ₹ 10) each	1,93,63,595	19,36,35,950	1,93,63,595	19,36,35,950
Total	**1,93,63,595**	**19,36,35,950**	**1,93,63,595**	**19,36,35,950**

Note -15 A

(All amounts in ₹ unless stated otherwise)

EQUITY SHARE CAPITAL	As at March 31, 2019		As at March 31, 2018	
	NUMBER	(₹)	NUMBER	(₹)
Shares outstanding at the beginning of the year	1,93,63,595	19,36,35,950	1,93,63,595	19,36,35,950
Add : Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,93,63,595**	**19,36,35,950**	**1,93,63,595**	**19,36,35,950**

Note -15 B Shareholders holding more than 5% of fully paid-up equity shares:

(All amounts in ₹ unless stated otherwise)

NAME	As at March 31, 2019		As at March 31, 2018	
	NO. OF SHARES	%	NO. OF SHARES	%
Equity shares of ₹ 10/- each fully paid up				
Bahubali Services Limited	40,94,800	21.15	40,94,800	21.15
Shri Rajiv Gupta & Smt. Arti Gupta	22,71,865	11.73	22,71,865	11.73
Smt. Arti Gupta & Shri Rajiv Gupta	9,81,000	5.07	9,81,000	5.07

Notes to Standalone Financial Statements

Note -15 C

The Company has one class of equity shares having a par value of ₹10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend(if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Note -16

Reserves and Surplus

(All amounts in ₹ unless stated otherwise)

OTHER EQUITY	As at 31st March 2019	As at 31st March 2018
Capital Reserve	6,10,050	6,10,050
Securities Premium	8,88,40,900	8,88,40,900
Revaluation Reserve	25,95,37,826	25,95,37,826
General Reserve	48,87,27,517	48,87,27,517
Retained Earnings	(16,88,57,177)	(13,69,31,209)
Other Comprehensive Income	9,62,802	9,46,656
Total	**66,98,21,918**	70,17,31,740

Note -16A

Nature and purpose of Other Reserves

CAPITAL RESERVE

The reserve was created on merger of companies under common control.

SECURITIES PREMIUM

The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.

REVALUATION RESERVE

When the value of fixed assets in written up in the books of account of a company on revaluation, a corresponding credit is given to the Revaluation Reserve. Such reserve represents the difference between the estimated present market values and the book values of the fixed assets.

GENERAL RESERVE

General Reserve represents the statutory reserve, this is in accordance with Corporate law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declared dividend, however under Companies Act, 2013 transfer of any amount to General Reserve is at the discretion of the Company.

RETAINED EARNINGS

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

OTHER COMPREHENSIVE INCOME

Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income.

OCI is classified into i). Items that will not be reclassified to profit and loss ii). Items that will be reclassified to profit and loss.

Notes to Standalone Financial Statements

Note -17

(All amounts in ₹ unless stated otherwise)

Financial Liabilities	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Borrowings				
Secured :				
From Bank				
Bank overdraft	-	4,10,28,688	-	-
Unsecured :				
Term Loan From Others	-	-	-	18,41,28,464
Secured :				
Vehicle Loan				
From Others	-	13,82,757	14,35,711	22,35,327
Total	**-**	**4,24,11,445**	14,35,711	18,63,63,791
Current Maturities of Long Term Borrowing	**-**	**13,82,757**	-	18,63,63,791
Total	**-**	**4,10,28,688**	14,35,711	-

Note -17 A

(a) Term Loan from Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. This term loan is repayable by way of monthly instalments and the rate of interest ranging from 9.50% to 13.00 %.

(b) Term loan from other is secured against the securities of mutual funds, shares etc. held by the directors and their family members and group entities. The rate of interest is ranging from 9.00% to 12.25%.

(c) Vehicle Loan from NBFC is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. This loan is repayable by way of monthly instalments and rate of interest is 9.80 %.

Note -18

(All amounts in ₹ unless stated otherwise)

OTHER FINANCIAL LIABILITIES	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Security Deposits	1,15,89,910	-	3,23,28,510	-
Current Maturities of Long Term Debts	-	13,82,757	-	18,63,63,791
Interest accrued but not due on Loans	-	6,865	-	16,854
Bank book overdraft	-	5,04,170	-	11,48,165
Advances from Others	-	2,75,91,412	-	2,01,63,381
Advances from related parties*	-	24,18,00,000	-	25,57,52,500
Unclaimed Dividend	-	-	-	8,61,682
Other liabilities	-	83,55,226	-	91,02,091
Total	**1,15,89,910**	**27,96,40,430**	3,23,28,510	47,34,08,464

* For Advances from Related Parties refer Note No. 33

Notes to Standalone Financial Statements

Note -19

(All amounts in ₹ unless stated otherwise)

OTHER LIABILITIES	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Statutory dues	-	7,78,060	-	23,75,481
Advance against sale of property	35,10,00,000	-	16,50,00,000	-
Advance Revenue on Security Deposit	1,14,77,665	-	1,45,73,459	-
Advances for Projects	-	10,28,198	-	1,71,95,783
Other Liabilities	-	-	-	-
Total	**36,24,77,665**	**18,06,258**	17,95,73,459	1,95,71,264

Note -20

(All amounts in ₹ unless stated otherwise)

PROVISIONS	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Provisions for Employee Benefits :				
Compensated Absences	8,89,036	4,35,735	7,98,666	4,91,656
Gratuity	81,37,384	87,79,269	72,74,910	86,83,691
Total	**90,26,420**	**92,15,004**	80,73,576	91,75,347

For movements in each class of Provision during the Financial Year (Refer Note 20A & 20B)

Disclosure under Ind AS -37 on "Provisions, Contingent Liabilities and Contingent Assets":

Movement in Provisions

Note - 20 A

Movements in each class (Current & Non Current) of provision during the financial year, are set out below:

(All amounts in ₹ unless stated otherwise)

Particular	Gratuity	Compensated Absences
As at 31st March 2018	1,59,58,601	12,90,322
Provision made during the year	17,77,283	1,26,449
Less : Paid during the year	(8,19,231)	(92,000)
As at 31st March 2019	**1,69,16,653**	**13,24,771**

Note - 20 B

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Gratuity

The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to get gratuity on superannuation, resignation, termination, disablement or on death in accordance with Gratuity Act 1972. The liability for the same is recognised on the basis of actuarial valuation.

Compensated Absences

The Company has a other long term benefit plan for Earned Leave Encashment. Provision for Encashment of Earned Leave equivalent to maximum of 60 days (basic pay plus dearness allowance) is provided at the year end and charged to Statement of Profit & Loss. The liability for the year 2018-19 is accounted for on the basis of Actuarial Valuation.

Notes to Standalone Financial Statements

a) The amounts recognized in the Balance Sheet is as under:

Particulars	Period	Gratuity	Compensated Absences
Present value of obligations as at the end of year	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322
Funded status	2018-19	(1,69,16,653)	(13,24,771)
	2017-18	(1,59,58,601)	(12,90,322)
Net Assets/(Liability) recognized in balance sheet	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322

b) Expense recognized in Statement of Profit and Loss is as under:

Particulars	Period	Gratuity	Compensated Absences
Current Service Cost	2018-19	6,01,989	-
	2017-18	5,93,726	-
Past Service Cost	2018-19	-	-
	2017-18	30,77,414	-
Interest Cost on Defined Benefit Obligation	2018-19	11,49,019	92,903
	2017-18	8,37,408	81,435
Net Actuarial (Gain) / Loss recognized in the period	2018-19	(26,275)	-
	2017-18	6,57,705	-
Expenses recognized in Statement of Profit and Loss	2018-19	17,51,008	1,26,449
	2017-18	45,08,548	1,10,073 9

c) Expenses recognized in Other Comprehensive Income is as under:

Particulars	Period	Gratuity	Compensated Absences
Actuarial (Gains)/Loss on Defined Benefit Obligation	2018-19	26,275	-
	2017-18	(6,57,705)	-
Unrecognized actuarial (Gain)/Loss recognized in Other	2018-19	26,275	-
Comprehensive Income	2017-18	(6,57,705)	-

d) Reconciliation of Opening and Closing balances of Defined Benefit Obligation is as under:

Particulars	Period	Gratuity	Compensated Absences
Present Value of Obligations as at beginning of year	2018-19	1,59,58,601	12,90,322
	2017-18	1,24,98,623	12,15,449
Interest Cost	2018-19	11,49,019	92,903
	2017-18	8,37,408	81,435
Current Service Cost	2018-19	6,01,989	-
	2017-18	5,93,726	-
Actuarial (Gains)/Losses arising from changes in Demographic	2018-19	-	-
Assumptions	2017-18	-	-
Changes in Financial Assumptions	2018-19	1,25,377	14,249
	2017-18	(2,13,504)	(24,345)

Notes to Standalone Financial Statements

Experience Adjustments	2018-19	(99,102)	19,297
	2017-18	(4,44,201)	52,983
Past Service Cost	2018-19	-	-
	2017-18	30,77,414	-
Benefits Paid	2018-19	(8,19,231)	(92,000)
	2017-18	(3,90,865)	(35,200)
Present value of obligations as at end of year	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322

e) Actuarial Assumptions are as under:

Particulars	**Period**	**Gratuity**	**Compensated Absences**
Discount Rate	2018-19	6.90%	6.90%
	2017-18	7.20%	7.20%
Expected rate of Future Salary Increase	2018-19	5.67%	5.67%
	2017-18	5.67%	5.67%
Mortality rates	2018-19	As per Indian Assured Lives	
	2017-18	Martality (2006-08) Table	
Retirement Age	2018-19	60	60
	2017-18	60	60
Ages		**Withdrawal Rate**	**Withdrawal Rate**
Up to 30 Years	2018-19	5%	5%
	2017-18	5%	5%
From 31 to 44 years	2018-19	5%	5%
	2017-18	5%	5%
Above 44 years	2018-19	5%	5%
	2017-18	5%	5%

Mortality rates inclusive of provision for disability -100% of IALM (2006 – 08)

Risks Associated with Plan Provisions

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:

Salary Risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government bonds Yield. If plan liability is funded and return on plan asset is below this rate, it will create a plan deficit.
Discount Rate Risk	A decrease in the bond interest rate (discount rate) will increase the plan liability
Mortality Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2006-08) ultimate table. A change in mortality rate will have a bearing on the plan's liability.

Notes to Standalone Financial Statements

f) Maturity Profile of Defined Benefit Obligation is as under:

Particulars	Period	Gratuity	Compensated Absences
Duration of defined benefit obligation Duration (years)			
1	2018-19	87,79,269	4,35,735
	2017-18	86,83,691	4,91,656
2	2018-19	5,02,850	73,328
	2017-18	4,59,122	66,624
3	2018-19	4,68,523	67,415
	2017-18	5,51,772	61,099
4	2018-19	29,53,208	1,99,420
	2017-18	3,88,267	56,014
5	2018-19	8,71,273	1,05,405
	2017-18	25,03,627	1,67,605
Above 5	2018-19	33,41,530	4,43,468
	2017-18	33,72,122	4,47,324
	2018-19	1,69,16,653	13,24,771
Total	2017-18	1,59,58,601	12,90,322

g) Summary of Membership Data:

Particulars	Balance Sheet As at March 31, 2019
Number of Employees	21
Total Monthly Salary for Gratuity in ₹	1,26,65,000
Total Monthly Salary for leave availment in ₹	1,26,65,000
Average Past Service (Years)	29.19
Average Age (Years)	57.33
Average remaining Working Life (Years)	2.67

h) Major Categories of Plan Assets (as percentage of total plan assets) is as under:

Particulars	Period	Gratuity	Compensated Absences
Fund Managed by Insurer	2018-19	-	-
	2017-18	-	-

i) Sensitivity analysis is as under:

Impact of the Change in Discount Rate

Particulars	Period	Gratuity	Compensated Absences
Impact due to Increase of 1%	2018-19	4,39,304	50,006
	2017-18	4,35,798	49,734
Impact due to Decrease of 1%	2018-19	4,07,149	46,222
	2017-18	4,02,379	45,792

Notes to Standalone Financial Statements

Impact of the Change in Salary Increase

Particulars	Period	Gratuity	Compensated Absences
Impact due to Increase of 1%	2018-19	3,87,508	50,116
	2017-18	3,78,169	49,991
Impact due to Decrease of 1%	2018-19	3,64,100	47,162
	2017-18	3,53,894	46,853

Changes in Defined Benefit Obligation due to 1% Increase/Decrease in Mortality Rate, if all other assumptions remain constant is negligible.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Note -21

(All amounts in ₹ unless stated otherwise)

REVENUE FROM OPERATIONS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Sale of Services		
Rent from Immovable Properties	8,80,17,219	10,55,55,212
Total	**8,80,17,219**	10,55,55,212

Note -22

(All amounts in ₹ unless stated otherwise)

OTHER INCOME	For the year ended on March 31, 2019		For the year ended on March 31, 2018	
Interest Received (Gross)				
- Fixed deposits with banks	1,45,818		7,51,477	
- Intercorporate deposits	-		44,76,053	
- Others	12,97,838	14,43,656	33,45,569	85,73,099
Interest income on Unwinding of Financial Instruments		79,87,865		25,93,637
Miscellaneous income		73,53,130		90,50,932
Credit balances written back		-		57,78,158
Realisation of debts earlier written off		5,50,000		-
Total		**1,73,34,651**		2,59,95,826

Note -23

(All amounts in ₹ unless stated otherwise)

EMPLOYEE BENEFITS EXPENSE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Salaries and Incentives (see note 23A below)	2,48,50,054	2,71,61,661
Contributions to Provident and Other Fund	20,31,315	19,74,426
Staff Welfare Expenses	23,47,605	28,75,949
Total	**2,92,28,974**	3,20,12,036

Notes to Standalone Financial Statements

Note -23 A The Remuneration of Key Managerial Personnels including Chairman-cum-Managing Director, Functional Directors and Company Secretary included in various schedules to Statement of Profit & Loss is as under:-

(All amounts in ₹ unless stated otherwise)

REMUNERATION OF KEY MANAGERIAL PERSONNELS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Salaries and Incentives	97,53,346	96,80,435
Directors Meeting Fees	1,15,000	1,28,750
Contribution to provident and other funds	8,97,708	8,91,420
Total	**1,07,66,054**	1,07,00,605

Note -24

(All amounts in ₹ unless stated otherwise)

FINANCE COSTS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Interest Others	29,77,297	3,67,18,630
Interest Expenses on Unwinding of Financial Instruments	96,11,473	22,15,329
Total	**1,25,88,770**	3,89,33,959

Note -25

(All amounts in ₹ unless stated otherwise)

DEPRECIATION AND AMORTISATION EXPENSE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Depreciation on PPE	39,10,326	45,85,347
Depreciation on Investment Properties	1,06,76,987	71,49,967
Total	**1,45,87,313**	1,17,35,314

Note -26

(All amounts in ₹ unless stated otherwise)

OTHER EXPENSES	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Rent	37,40,496	6,69,200
Legal and professional charges	94,16,654	1,23,75,712
Power and fuel	59,90,174	56,62,755
Travelling and conveyance	74,68,687	79,63,609
Communication	12,60,021	10,10,660
Printing & stationary	16,41,787	13,75,073
Bank charges	1,68,010	59,811
General expenses	83,15,577	1,05,66,563
Donation	1,52,400	-
Payments to auditors (see note 26A below)	6,85,000	4,75,000
Repair and maintenance - Building	6,98,490	18,01,791
Repair and maintenance - Others	58,38,803	49,69,843
Insurance	10,73,062	8,97,989
Rates and taxes	1,32,68,234	87,47,182
Compensation charges	-	22,00,000
Commission and brokerage	-	1,89,500
Amount written off	-	500
Bad Debts Written off	3,46,88,392	-
Impairment of Investment at Cost	(56,86,756)	24,88,774
Miscellaneous expenses	23,52,402	40,14,492
Total	**9,10,71,433**	6,54,68,454

Notes to Standalone Financial Statements

Note -26 A

(All amounts in ₹ unless stated otherwise)

PAYMENT TO AUDITORS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Audit fee	3,25,000	3,25,000
Tax Audit	75,000	75,000
Other Services	2,85,000	75,000
Total	**6,85,000**	4,75,000

Note -27

(All amounts in ₹ unless stated otherwise)

TAX EXPENSES	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Tax expense comprises of:		
Current Income Tax	-	-
Deferred Tax	(87,07,291)	(63,48,391)
Taxation in Respect of Earlier Year	(14,91,361)	(29,81,174)
Total	**(1,01,98,652)**	(93,29,565)

Note -27 A The major components of Income Tax Expense and the reconciliation of Expected Tax Expense based on the Domestic Effective Tax Rate of the Company and the reported Tax Expense in Profit or Loss are as follows:

(All amounts in ₹ unless stated otherwise)

TAX RECONCILIATION	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Accounting Profit before Tax from Continuing Operations		
India Statutory Income Tax Rate	25.75%	25.75%
Accounting Profit before Income Tax	(4,21,24,620)	(1,65,98,725)
Expenses not deductible (allowable) in calculating taxable income	7,63,60,912	4,85,02,012
Income Chargeable under Other Income Heads	(9,60,05,084)	(10,81,48,849)
Expenses allowed under Income Tax	(42,58,672)	(42,34,536)
Income from House Property (Net)	5,42,38,774	6,66,51,611
Adjustment in Long Term Capital Gain/ (Loss)		
Net Taxable Income *	(1,17,88,690)	(1,38,28,487)
Income Tax at Taxable Income	-	-
Tax in respect of Earlier Years	(14,91,361)	(29,81,174)
Deferred Tax (Asset)/ Liability	(87,07,291)	(63,48,391)
Adhoc Income Tax Provided	-	-
Tax Expense	**(1,01,98,652)**	(93,29,565)
Effective Income Tax Rate applicable	**NIL**	**NIL**

* Net Taxable Income for current year is calculated on the basis of draft Income Tax Computation, which may change at the time of final submission of Income Tax Return at a later date.

Notes to Standalone Financial Statements

Note -28

(All amounts in ₹ unless stated otherwise)

OTHER COMPREHENSIVE INCOME	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Items that will not be reclassified to profit or loss :		
Re-measurement of the defined benefit plans	(26,275)	6,57,705
Net (loss)/gain on FVTOCI equity securities	35,655	(1,27,598)
Income tax effect of the above	(6,766)	1,42,578
Items that will be reclassified to profit or loss:		
Exchange differences in translating the financial statements of foreign operations	-	-
Income tax effect	-	-
Total	**16,146**	3,87,529

Note -29

(All amounts in ₹ unless stated otherwise)

EARNINGS PER EQUITY SHARE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Profit attributable to Equity Share Holders for basic Earnings	(3,19,25,968)	(72,69,160)
Profit attributable to Equity Share Holders adjusted for the effect of dilution	(3,19,25,968)	(72,69,160)
Earnings per Equity Share (for continuing operations):		
(1) Basic (in ₹)	**(1.65)**	(0.38)
(2) Diluted (in ₹)	**(1.65)**	(0.38)

Note -29 A

(All amounts in ₹ unless stated otherwise)

WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED AS DENOMINATOR	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Number of Equity shares at the beginning of the year	**1,93,63,595**	1,93,63,595
Add: Weighted average number of equity shares issued during the year	-	-
Weighted average number of Equity shares for Basic EPS (₹)	**1,93,63,595**	1,93,63,595
Add: Adjustments	-	-
Weighted average number of equity shares for Diluted EPS (₹)	**1,93,63,595**	1,93,63,595
Face Value per Equity Share (₹)	**10**	10

Notes to Standalone Financial Statements

Note -30

(All amounts in ₹ unless stated otherwise)

CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	As at March 31, 2019	As at March 31, 2018
(i) (a) Claims against the Company not acknowledged as debt		
- Electricity Charges (BSES)	-	69,24,304
- Employee's State Insurance Corporation	74,75,606	74,75,606
- Disputed demands related to Service tax	6,82,986	1,03,51,192
- Disputed demands related to Property Tax	2,58,39,142	2,58,39,142
(b) Guarantees excluding financial guarantees		
- Sale Tax & Others	3,03,840	3,03,840
(c) Other money for which Company is contingently liable	-	-
(ii) Commitments shall be classified as		
- Other Commitments	-	-
Total	**3,43,01,574**	**5,08,94,084**

Note -31

Disclosure as per Indian Accounting Standard (Ind AS) 108 "Operating Segments"

The Company's business activities predominantly relate to leasing and development of premises. Accordingly revenue from the leasing of premises comprises the primary basis of segmental reporting. Hence other disclosures as defined in Ind AS 108 is not applicable.

Geographical Information

The operations of the Company are mainly carried out within the country and therefore, geographical segments are not disclosed.

Information about major customers

Four Customers of Company (previous Year Four Customers) accounted for 10% or more of revenue during financial year ending 31st March 2019 and 31st March 2018.

Revenue from these customers contribute 81% of total revenue (Previous Year 75% of total revenue) of Company.

Note -32

Leases

Operating Lease Commitments — As Lessor

The Company has entered into operating leases on its Investment Property, Portfolio consisting of certain office and manufacturing buildings. These leases have terms of between five and 20 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions.

For future minimum rentals receivable under non-cancellable operating leases as at 31st March refer Note 4B

Note -33

Related Party Transactions

Under Common Control	Key Managerial Personnels (KMP) & Independent Director(s)
Bahubali Services Limited	Shri Rajiv Gupta (Chairman & Managing Director & Chief Executive Officer)
MGF Estate Private Limited	Smt Arti Gupta (Joint Managing Director)
Ram Prakash & Co. Private Limited	Shri Arun Mitter (Executive Director)
Grosvenor Estates Private Limited	Shri M.K. Madan (Vice President & Company - Secretary & Chief Financial Officer)
GEE GEE Holdings Private Limited	
Post employee benefit plan for the benefitted employees	Shri Abhiram Seth (Independent Director)
The Motor & General Finance Limited Staff Provident Fund Trust	Shri Bharat Kumar (Independent Director)
	Shri O.N. Aggarwal (Independent Director)
	Shri Karun Pratap Hoon (Independent Director)

Notes to Standalone Financial Statements

Associate Companies	Enterprises over which KMP are able to exercise significant influence
India Lease Development Limited (Holding 31.35% Equity Shares)	Nil
Jayabharat Credit Limited (Holding 43.45% Equity Shares)	

(All amounts in ₹ unless stated otherwise)

NATURE OF TRANSACTION	March 31, 2019	March 31, 2018
Nature of Transaction :		
Advance Received during the year		
Under Common Control		
Bahubali Services Limited	-	22,00,000
Ram Prakash & Co Private Limited	1,58,00,000	25,70,00,000
	1,58,00,000	25,92,00,000
Advance Received earlier Repaid during the year		
Under Common Control		
Bahubali Services Limited	-	5,50,52,000
MGF Estate Private Limited	-	1,60,00,000
Grosvenor Estates Private Limited	-	5,03,25,000
GEE GEE Holdings Private Limited	-	5,60,00,000
Ram Prakash & Co Private Limited	2,97,52,500	3,83,25,000
	2,97,52,500	21,57,02,000
Advances Received outstanding balance as on the year end		
Under Common Control		
Ram Prakash & Co Private Limited	24,18,00,000	25,57,52,500
	24,18,00,000	25,57,52,500
Inter Corporate Deposit Given earlier received during the year		
Associate Companies		
Jayabharat Credit Limited	-	12,90,00,000
	-	12,90,00,000
Interest Received On Inter Corporate Deposit Given		
Associate Companies		
Jayabharat Credit Limited	-	44,76,052
	-	44,76,052
Directors Sitting Fees		
Shri Abhiram Seth	25,000	25,750
Shri Bharat Kumar	35,000	52,250
Shri O.N. Aggarwal	25,000	30,750
Shri Karun Pratap Hoon	30,000	20,000
	1,15,000	1,28,750
Defined Benefit Obligation for Compensated Absences for Key Managerial Personnel		
Shri M. K. Madan	**1,18,000**	1,26,000

Notes to Standalone Financial Statements

Defined Benefit Obligation for Gratuity Benefit for Key Managerial Personnel		
Shri Rajiv Gupta	20,00,000	20,00,000
Smt. Arti Gupta	12,69,231	11,53,846
Shri Arun Mitter	15,81,779	14,88,462
Shri M. K. Madan	11,63,077	10,55,192
	60,14,087	56,97,500
Post employee benefit plan for the benefitted employees		
The Motor & General Finance Limited Staff Provident Fund Trust	**17,79,750**	17,02,592
Remuneration		
Key Managerial Personnel		
Shri Rajiv Gupta	30,60,457	30,91,889
Smt. Arti Gupta	27,78,389	27,70,560
Shri Arun Mitter	32,08,800	32,06,286
Shri M. K. Madan	16,03,408	15,03,120
	1,06,51,054	1,05,71,855

Non Financial Transactions

(i) Shri Rajiv Gupta and Shri Arun Mitter had given personal guarantee to banks for company's borrowings.

Other Information

(i) Disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed.

(ii) Transport, Travelling and Motor Car Expenses include ₹ 1,64,106/- (Previous Year ₹ 1,90,936/-) for Directors Travelling.

Notes to Standalone Financial Statements

Note -34

FAIR VALUE MEASUREMENTS

The carrying amounts of Financial Assets and Financial Liabilities in each category are as follows:

(All amounts in ₹ unless stated otherwise)

PARTICULARS	NOTE REFERENCE	March 31, 2019				March 31, 2018			
		FVPL	FVOCI	AMORTIZED COST	FAIR VALUE	FVPL	FVOCI	AMORTIZED COST	FAIR VALUE
Financial Assets									
Investments	05	5,93,55,807	2,38,068	-	5,95,93,875	5,36,69,051	2,02,413	-	5,38,71,464
Security Deposits Paid	06	-	-	41,37,030	41,37,030	-	-	41,37,030	41,37,030
Trade Receivables	09			5,55,624	5,55,624	-	-	4,04,29,743	4,04,29,743
Cash and Bank Balances	10	-	-	30,60,286	30,60,286	-	-	37,48,769	37,48,769
Other Bank Balances	11	-	-	2,68,500	2,68,500	-	-	11,30,182	11,30,182
Other Financial Assets	12	-	-	1,55,472	1,55,472	-	-	84,899	84,899
Total financial assets		**5,93,55,807**	**2,38,068**	**81,76,912**	**6,77,70,787**	5,36,69,051	2,02,413	4,95,30,623	10,34,02,087
Financial Liabilities									
Borrowings	17	4,24,11,445	-	-	4,24,11,445	18,77,99,502	-	-	18,77,99,502
Security Deposits & Advance Revenue on Security Deposits	18 & 19	-	-	2,30,67,575	2,35,66,224	-	-	4,69,01,969	3,65,83,374
Other Financial Liabilities	18	-	-	27,82,57,673	27,82,57,673	-	-	28,70,44,673	28,70,44,673
Total financial liabilities		**4,24,11,445**	**-**	**30,13,25,248**	**34,42,35,342**	18,77,99,502	-	33,39,46,642	51,14,27,549

The carrying amount of Trade Receivables, Cash & Cash Equivalent, Security Deposits Paid, Other Bank Balances, Other Financial Liabilities & Other Financial Assets are considered to be the same as their Fair Values due to their short term nature.

The carrying amount of the Financial Assets and Liabilities carried Amortised Cost is considered a reasonable approximation of Fair Value.

Notes to Standalone Financial Statements

Note -35

FAIR VALUE HIERARCHY

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Amount in ₹)

Financial assets and liabilities measured at fair value - recurring fair value measurements as March 31, 2019	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	5,95,93,875	-	-	5,95,93,875
Investments property	4C	-	-	1,76,24,68,587	1,76,24,68,587

Financial assets and liabilities measured at fair value - recurring fair value measurements as March 31, 2018	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	5,38,71,464	-	-	5,38,71,464
Investments property	4C	-	-	1,76,24,68,587	1,76,24,68,587

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements).

The categories used are as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

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 rely as little as possible on entity specific estimates.

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 Company's policy is to recognize transfers into and transfer out of fair value hierarchy levels as at the end of the reporting period.

Note -36

FINANCIAL RISK MANAGEMENT

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management polices, act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

36.1. MARKET RISK

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

Price Risk;

Interest Rate Risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

36.1.1.PRICE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the price risk due to its investment in Equity Shares & Mutual Funds. The price risk arises due to uncertainties about the future market values of these investments.

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in Equity Shares & Mutual Funds.

The majority of investments of the Company are publicly traded and listed in BSE Index. Carrying amounts of the Company's investment in Equity Shares at the end of the reporting period are given in Note No. 5.

Notes to Standalone Financial Statements

36.1.2. PRICE RISK - SENSITIVITY TO RISK

The following tables demonstrate the sensitivity to a reasonably possible change in equity index where investments of the Company are listed. The impact on the company profit before tax is due to changes in the BSE Index.

PARTICULARS	IMPACT ON PROFIT AFTER TAX		IMPACT ON OTHER COMPONENTS OF EQUITY AFTER TAX	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
BSE Index Increase by 5%	29,67,790	26,83,453	11,903	10,121
BSE Index Decrease by 5%	(29,67,790)	(26,83,453)	(11,903)	(10,121)

36.1.3. INTEREST RATE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the interest rate risk due to its investment in term deposits with banks. The Company invests in term deposits for a period of up to one year. Considering the short-term nature, there is no significant interest rate risk pertaining to these deposits.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and term deposits. The Company's fixed rate borrowings and deposits are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate of borrowings.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(Amount in ₹)

PARTICULARS	March 31, 2019	March 31, 2018
Variable rate borrowings	4,10,28,688	18,41,28,464
Fixed rate borrowings	13,82,757	36,71,038
Total borrowings	**4,24,11,445**	**18,77,99,502**

36.1.4. INTEREST RATE RISK – SENSITIVITY

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

Particulars	IMPACT ON PROFIT AFTER TAX ON INCREASE		IMPACT ON PROFIT AFTER TAX ON DECREASE	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Interest Rate – Increase/ Decrease by 50 basis point (50 bps)	-	1,51,457	-	(1,51,457)

36.2. CREDIT RISK

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company is exposed to credit risk from its operating activities (primarily trade receivables and also from its investing activities including deposits with banks and cash and cash equivalents.

In respect of its investments, the Company aims to minimize its financial credit risk through the application of risk management policies. Credit limits are set based on a counterparty value. The methodology used to set the list of counterparty limits includes, counterparty Credit Ratings (CR) and sector exposure. Evolution of counterparties is monitored regularly, taking into consideration CR and sector exposure evolution. As a result of this review, changes on credit limits and risk allocation are carried out.

For financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by international credit-rating agencies. Defined limits are in place for exposure to individual counterparties in case of mutual funds schemes and bonds. The carrying value of the financial assets other than cash represents the maximum credit exposure.

None of the Company's cash equivalents, including flexi deposits with banks, are past due or impaired.

Notes to Standalone Financial Statements

Trade receivables are subject to credit limits, controls & approval processes. These terms and conditions are determined on a case to case basis with reference to the customer's credit quality and prevailing market conditions. The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. Due to large geographical base & number of customers, the Company is not exposed to material concentration of credit risk. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances & the historical experience of the group. The solvency of customers and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables are impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The Company assesses and manages credit risk of Financial Assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of Financial Assets.

A: Low Credit Risk

B: Moderate Credit Risk

C: High Credit Risk

The Company provides for Expected Credit Loss based on the following:

ASSET GROUP	BASIS OF CATEGORISATION	PROVISION FOR EXPENSES CREDIT LOSS
Low Credit Risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	12 month expected credit loss
Moderate Credit Risk	Trade Receivables	Life time expected credit loss
High Credit Risk	Trade Receivables and other Financial Assets	Life time expected credit loss or fully provided for

CREDIT RATING	PARTICULARS	March 31, 2019	March 31, 2018
A: Low credit risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	33,28,786	48,78,951
B: Moderate credit risk	Trade Receivables	5,55,624	4,04,29,743
C: High credit risk	-	-	-

A: Low Credit Risk

March 31, 2019

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	30,60,286	-	30,60,286
Other Bank Balances	11	2,68,500	-	2,68,500
Loans	6	41,37,030	-	41,37,030
Other Financial Assets	12	1,55,472	-	1,55,472

March 31, 2018

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	37,48,769	-	37,48,769
Other Bank Balances	11	11,30,182	-	11,30,182
Loans	6	41,37,030	-	41,37,030
Other Financial Assets	12	84,899	-	84,899

Notes to Standalone Financial Statements

B: Moderate Credit Risk

March 31, 2019 (Amount in ₹)

AGEING	NOTE REFERENCE	UPTO 1 YEAR	BETWEEN 1 AND 2 YEARS	ABOVE 2 YEARS	TOTAL
Gross Carrying Amount (Considered Good)	9	5,55,624	-	-	5,55,624
Expected Credit Losses (Loss Allowance Provision)		-	-	-	-
Carrying Amount of Trade Receivables (Net of Impairment)		**5,55,624**	**-**	**-**	**5,55,624**

March 31, 2018

AGEING	NOTE REFERENCE	UPTO 1 YEAR	BETWEEN 1 AND 2 YEARS	ABOVE 2 YEARS	TOTAL
Gross Carrying Amount (Considered Good)	9	4,04,29,743	-	-	4,04,29,743
Expected Credit Losses (Loss Allowance Provision)		-	-	-	-
Carrying Amount of Trade Receivables (Net of Impairment)		**4,04,29,743**	**-**	**-**	**4,04,29,743**

C: High Credit Risk : NIL

36.3. LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March 2019 and 31st March 2018.

Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

(Amount in ₹)

March 31, 2019	UNDISCOUNTED AMOUNT			
NON-DERIVATIVE LIABILITIES	**CARRYING AMOUNT**	**PAYABLE WITHIN 1 YEAR**	**MORE THAN 1 YEARS**	**TOTAL**
Borrowings	4,24,11,445	13,82,757	-	13,82,757
Other current financial liabilities	27,82,57,673	27,82,57,673	-	27,82,57,673
Other noncurrent financial liabilities	1,15,89,910	-	2,48,10,000	2,48,10,000

March 31, 2018	UNDISCOUNTED AMOUNT			
NON-DERIVATIVE LIABILITIES	**CARRYING AMOUNT**	**PAYABLE WITHIN 1 YEAR**	**MORE THAN 1 YEARS**	**TOTAL**
Borrowings	18,77,99,502	18,71,62,143	14,35,711	18,85,97,854
Unpaid dividend	8,61,682	8,61,682	-	8,61,682
Other current financial liabilities	28,61,82,991	28,61,82,991	-	28,61,82,991
Other noncurrent financial liabilities	3,23,28,510	-	5,02,68,000	5,02,68,000

Notes to Standalone Financial Statements

36.3.1.CURRENT & LIQUID RATIO

The following table shows the Ratio analysis of the Company for respective periods

PERIOD	CURRENT RATIO	LIQUID RATIO
March 31, 2019	2.88	0.02
March 31, 2018	1.98	0.09

36.3.2.COLLATERAL

Vehicle Loan is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. Term Loan from Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. The counterparties have an obligation to return the securities to Company. Bank Overdraft is secured by personal guarantee of one of the directors of the Company.

There are no other significant terms and conditions associated with the use of collateral.

Note -37

CAPITAL MANAGEMENT

37.1. RISK MANAGEMENT

Capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Company's capital. The Management monitors the capital structure and the net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short term investments.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the Gearing Ratio within 30%.

(Amount in ₹)

PARTICULARS	March 31, 2019	March 31, 2018
Debt @	4,24,11,445	18,77,99,502
Cash and bank balances	33,28,786	48,78,951
NET DEBT	**3,90,82,659**	**18,29,20,551**
Equity Share Capital	19,36,35,950	19,36,35,950
Other Equity	66,98,21,918	70,17,31,740
TOTAL EQUITY	**86,34,57,868**	**89,53,67,690**
GEARING RATIO (NET DEBT TO EQUITY RATIO)	**4.53%**	**20.43%**

@ Debt is defined as long-term and short-term borrowings (excluding derivative and contingent consideration).

Note -38

Disclosure relating to dues outstanding to micro and small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 and the Companies Act, 2013 the outstanding Interest due thereon interest paid etc to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In absence of information about registration of the enterprises under the above Act, the required information could not be furnished.

Note -39

Corporate Social Responsibility (CSR)

As per the provisions of section 135 of the Companies Act, 2013, the Company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. The company has incurred ' NIL (Previous Year ' NIL) on promotion of education.

Notes to Standalone Financial Statements

Note -40

Investment in Associates

These financial statement are separate financial statements prepared in accordance with Ind AS-27 "Separate Financial Statements".

Company's investment in Associates are as under:

	Particulars	Portion of ownership interest	
		As at 31st March 2019	As at 31st March 2018
i)	**Jayabharat Credit Limited**	43.45%	43.45%
	Country of incorporation: India		
	Method used to account for the investment: At Cost		
ii)	**India Lease Development Limited**	31.35%	31.35%
	Country of incorporation: India		
	Method used to account for the investment: At Cost		

Note -41

Previous year figures have been regrouped/rearranged wherever considered necessary.

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

INDEPENDENT AUDITOR'S REPORT

To The Members of The Motor & General Finance Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of The Motor & General Finance Limited (hereinafter referred to as "the Company") which includes Company's share of loss in its associates which comprise the Consolidated Balance Sheet as at 31st March 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the consolidated financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 Group as at 31 March 2019, and their consolidated loss, consolidated total comprehensive loss, consolidated cash flows and consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company, its Associates 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 consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in the sub-paragraph (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis for Qualified Opinion included in Auditors Report of an Associate

The audit report on the financial statements of Jayabharat Credit Limited, an associate of the Company, issued by an independent firm of Chartered Accountants, vide its report dated 23.05.2019,contains the following qualified opinion reproduced by us as under:

" The Company has written off Trade Receivables and long term loans and advance outstanding as on 31st March 2019 amounting to Rs.59.31 crores (Rs.59,30,90,653) as required under the applicable law or accounting standards, for material foreseeable losses.

On November 18, 2016, the company has voluntarily surrendered its certificate of Registration (COR) as Non-Banking Financial Company (Deposit Accepting) to Reserve Bank of India and as on date Reserve Bank of India has not confirmed the cancellation of certificate of registration of the company as Non-Banking Financial Company.

Company made the aforesaid written off of Trade Receivables and long term loans and advance which has resulted in a loss of Rs 59.31 crores (Rupees 59,30,90,653) for the year ended 31st March 2019.

Qualified Opinion included in Auditors Report of an Assoicate

We are informed by the company that as per its Directors discussion with RBI, the company has written off, as discussed with RBI, its dues i.e. Trade Receivables and long term loans and advances of Rs. 59.31 crores (Rupees 59,30,90,653) during the accounting year ending on 31st March 2019, we have been informed by the management of the company that company has taken exhaustive efforts to recover these dues and are still taking efforts to recover these dues. We are, however unable to ascertain the exact recoverable amount for the want of reconciliation/ confirmation for the concerned parties of the company. Any amount recovered may impact the financial results in future."

Emphasis of Matter included in Auditors Report of an Associate

We draw attention to the following Emphasis of matter to the audit opinion of the financial statements of India Lease Development Limited, an associate of the Company, vide our report dated 29.05.2019, reproduced as under:

- There is a non-compliance of the provisions of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 1998 with regard to maintenance of Credit Concentration/ Investment norms in respect of lending to one of the Company where these are exceeding the limits.

Our opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.no	Key Audit Matters	Auditor's Response
1.	**Company's Investment in Investment Property**	**Audit Procedure Applied**
	Investment Properties is significant to our audit due to their magnitude and their value. Refer to Note No. 4 to the consolidated financial statements.	We have obtained an understanding on the Company's policies and procedures to identify investments of company in investment properties. • verified accurate and complete initial recognition of the investment property portfolio by agreeing the recorded amounts to external documents such as purchase agreements and transfer deeds • Verification of lease deed executed for lease out of properties for earning rental income • Verified whether the transactions were recorded as required by the applicable accounting principles. • Assessed the appropriateness of the disclosures relating to the assumptions, as we consider them likely to be important to users of the financial statements • Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment
2.	**Recoverability of carrying amounts of investments in associates and other entities**	**Audit Procedure Applied**
	Refer to note no. 5 to the consolidated financial statements. The Company has investments in Associates and other entities which are listed on Stock Exchange in India. These investment are valued at fair value based on market information. Therefore, the valuation of the investments has a significant impact on the financial results of Company. As at 31st March 2019, Management performed assessment at the end of each reporting period whether there is any indication that investments in associates and other entities may be impaired. Should indication of impairment exists, an impairment assessment will be performed accordingly. The recoverable amounts of investments in associates are calculated using Ind AS 28 "Investment in Associates & joint Ventures" and Ind AS 36 "Impairment of Assets". Management has concluded that there is Impairment Loss in case of one associate of the company as at 31st March 2019.	We have obtained an understanding on the Company's policies and procedures to identify impairment indicators on investments in associates and other entities, and performed the following procedures in relation to management's impairment assessment: • Evaluated the internal sources and external sources of information to identify impairment indications, if any; • Recalculation of amounts recognised as impairment, on the basis of latest available information of Audited Financial Statements of the Associate companies. • Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment

	This area is significant to our audit because of the significance of the carrying amounts of the investment and results of impairment assessment and the significant management judgement involved in determining the value of Investement.	
3.	**Audit Opinion of an Associate Company**	**Audit Procedure applied**
	Independent Statutory Auditor of the Associate Company M/s Jayabharat Credit Limited has made a Qualified Opinion on the financial statement for the year ended 31st March 2019.	We have obtained an understanding on the financial statement and accompanying audit report of Associate Company • Evaluated the qualification made by auditor of Associate Company and the impact thereon in the consolidated financial statements of the Company. • Appropriateness and adequacy of the disclosure in consolidated financial statement of the company.

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

The Company's Board of Directors are responsible for other information. The other information comprises the Director's Report, Management Discussion and Analysis and Corporate Governance Report but does not include the consolidated financial statements and our auditor's report thereon.

The Director's Report, Management Discussion and Analysis and Corporate Governance Report are expected to be made available to us after the date of this auditor's report.

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

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

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

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Company including its Associates in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the company and of its Associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, its Associates and for preventing and detecting frauds and other irregularities; the 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 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 financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Company, its Associates are responsible for assessing the ability of the Company, its Associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company and its Associates are responsible for overseeing the financial reporting process of the Company and its Associates.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material

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

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

- Identify and assess the risks of material misstatement of the consolidated 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 and its Associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its Associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Company and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditor, such other auditor 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 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.

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

Other Matters

(a) The consolidated financial statements also include the Company's share of net loss of ₹ 11,92,424 for the year ended 31st March, 2019, as considered in the consolidated financial statements, in respect of an associate, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of subsection (3) of section 143 of the Act, insofar as it relates to the aforesaid associate is based solely on the report of other auditor.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on the separate financial statements/ financial information of associate referred to in the Other Matters section above we report, to the extent applicable, that:

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

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the report of the other auditor.

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

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

   e) On the basis of the written representations received from the Directors of the Company as on 31st March, 2019 taken on record by the Board of Directors of the Company and the reports of the Statutory Auditors of its associate companies, none of the directors of the Company and its associate companies is disqualified as on 31st March, 2019 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Company and associate companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies, for the reasons stated therein.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company and its associates– Refer Note No. 30.

      ii. The Company and its one associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March, 2019.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and one of its associate during the year ended 31st March, 2019. In case of another associate there were no amount to be transferred to the Investor Education and Protection Fund during the year ended 31st March, 2019.

For **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

Pawan Kumar
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of The Motor & General Finance Limited (hereinafter referred to as "Company") and its associate companies as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

3. 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, 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.

4. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. 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

8. In our opinion to the best of our information and according to the explanations given to us, the Company and its associate companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial

controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

9. Our aforesaid report under Section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 2 associate companies, is based on the corresponding reports of the auditors of such companies. Our opinion is not qualified in respect of this matter.

For **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

(Pawan Kumar)
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

PARTICULARS	Note No.	As at 31st March 2019	As at 31st March 2018
I. ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	**26,33,39,136**	26,70,35,790
(b) Investment Property	4	**26,21,60,537**	27,28,37,524
(c) Financial Assets			
(i) Investments	5	**3,94,13,208**	3,64,27,895
(ii) Loans	6	**41,37,030**	41,37,030
(d) Deferred Tax Assets (Net)	7	**2,37,42,398**	1,68,47,959
		59,27,92,309	59,72,86,198
2 Current Assets			
(a) Inventories	8	**92,71,96,425**	92,42,17,428
(b) Financial Assets			
(i) Trade Receivables	9	**5,55,624**	4,04,29,743
(ii) Cash and Cash Equivalents	10	**30,60,286**	37,48,769
(iii) Other Bank Balances	11	**2,68,500**	11,30,182
(iv) Other Financial Assets	12	**1,55,472**	84,899
(c) Current Tax Assets (Net)	13	**2,08,06,820**	2,31,12,662
(d) Other Current Assets	14	**34,17,560**	34,91,609
		95,54,60,687	99,62,15,292
TOTAL ASSETS		**1,54,82,52,996**	1,59,35,01,490
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	15	**19,36,35,950**	19,36,35,950
(b) Other Equity	16	**63,98,32,671**	67,62,99,209
Total Equity		**83,34,68,621**	86,99,35,159
2 Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**-**	14,35,711
(ii) Other Financial Liabilities	18	**1,15,89,910**	3,23,28,510
(b) Other Non Current Liabilities	19	**36,24,77,665**	17,95,73,459
(c) Provisions	20	**90,26,420**	80,73,576
		38,30,93,995	22,14,11,256
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**4,10,28,688**	-
(ii) Trade Payables			
(A) Total outstanding dues of Micro Enterprises and Small Enterprises		**-**	-
(B) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		**-**	-
(iii) Other Financial Liabilities	18	**27,96,40,430**	47,34,08,464
(b) Other Current Liabilities	19	**18,06,258**	1,95,71,264
(c) Provisions	20	**92,15,004**	91,75,347
		33,16,90,380	50,21,55,075
TOTAL EQUITY & LIABILITIES		**1,54,82,52,996**	1,59,35,01,490

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 44

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

	PARTICULARS	Note No.	For the year ended on March 31, 2019	For the year ended on March 31, 2018
I.	**Revenue From Operations**			
	Sale of Services	21	**8,80,17,219**	10,55,55,212
II.	Other Income	22	**1,73,34,651**	2,59,95,826
III.	**Total Income (I + II)**		**10,53,51,870**	13,15,51,038
IV.	**Expenses:**			
	Employee Benefits Expense	23	**2,92,28,974**	3,20,12,036
	Finance Costs	24	**1,25,88,770**	3,89,33,959
	Depreciation and Amortization Expense	25	**1,45,87,313**	1,17,35,314
	Other Expenses	26	**9,26,16,107**	6,55,06,074
	Total Expenses (IV)		**14,90,21,164**	14,81,87,383
V.	**Profit/ (loss) before share of profit /(loss) of Associate and Tax (III-IV)**		**(4,36,69,294)**	(1,66,36,345)
V(i)	Share of profit/ (loss) of associates (net of tax)		**(11,92,424)**	(39,26,879)
VI.	**Profit before Exceptional Items and Tax (V-V(i))**		**(4,48,61,718)**	(2,05,63,224)
VII.	Exceptional Items		**-**	-
VIII.	**Profit before Tax (VI - VII)**		**(4,48,61,718)**	(2,05,63,224)
IX	Tax Expense:	27		
	(1) Current Tax		**-**	-
	(2) Deferred Tax		**(68,87,673)**	(48,98,211)
	(3) Taxation in respect of Earlier Years		**(14,91,361)**	(29,81,174)
X	**Profit / (Loss) for the Period (VIII+IX)**		**(3,64,82,684)**	(1,26,83,839)
XI	**Other Comprehensive Income**			
A	(i) Items that will not be reclassified into Profit & Loss	28	**9,380**	5,30,107
	(ii) Income tax relating to items that will not be reclassified to profit/loss		**6,766**	(1,42,578)
B	(i) Items that will be reclassified to Profit & Loss		**-**	**-**
	(ii) Income tax relating to items that will be reclassified to Profit & Loss		**-**	**-**
	Other Comprehensive Income		**16,146**	3,87,529
XII	**Total Comprehensive Income for the period (X+XI)**		**(3,64,66,538)**	(1,22,96,310)
XIII	**Profit/(Loss) attributable to**			
	Owners of the Parent		**(3,64,82,684)**	(1,26,83,839)
	Non Controlling Interests		**-**	-
XIV	**Other Comprehensive Income attributable to**			
	Owners of the Parent		**16,146**	3,87,529
	Non Controlling Interests		**-**	-
XV	**Total Comprehensive Income attributable to**			
	Owners of the Parent		**(3,64,66,538)**	(1,22,96,310)
	Non Controlling Interests		**-**	-
XVI	Earnings per Share (Face value of ₹ 10/- per Equity Share)	29		
	(1) Basic (in Rs.)		**(1.88)**	(0.66)
	(2) Diluted (in Rs.)		**(1.88)**	(0.66)

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 44

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

Consolidated Statement of Changes in Equity As at March 31, 2019

A Equity Share Capital

(All amounts in ₹ unless stated otherwise)

Particulars		Balance at the beginning of the Reporting Period	Changes in Equity Share Capital during the year	Balance at the end of Reporting Period
Balance as at 31st March 2018	Numbers	1,93,63,595	-	**1,93,63,595**
	₹	19,36,35,950	-	**19,36,35,950**
Balance as at 31st March 2019	**Numbers**	**1,93,63,595**	-	**1,93,63,595**
	₹	**19,36,35,950**	-	**19,36,35,950**

B Other Equity

(All amounts in ₹ unless stated otherwise)

PARTICULARS	RESERVES AND SURPLUS					OTHER COMPREHENSIVE INCOME (OCI)		TOTAL
	CAPITAL RESERVE	SECURITIES PREMIUM	REVALUATION RESERVE	GENERAL RESERVE	RETAINED EARNINGS	REMEASUREMENT OF DEFINED BENEFIT PLANS	EQUITY INSTRUMENTS THROUGH OCI	
Balance as at 1st April 2017	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**49,20,93,094**	**(15,30,45,478)**	**4,58,619**	**1,00,508**	**68,85,95,519**
Profit/ (Loss) for the period	-	-	-	-	(1,26,83,839)	-	-	(1,26,83,839)
Other Comprehensive Income (OCI)	-	-	-	-	-	6,57,705	(1,27,598)	5,30,107
Income Tax on Items of OCI	-	-	-	-	-	(1,42,578)	-	(1,42,578)
Balance as at 31st March 2018	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**49,20,93,094**	**(16,57,29,317)**	**9,73,746**	**(27,090)**	**67,62,99,209**
Profit/ (Loss) for the period	-	-	-	-	(3,64,82,684)	-	-	(3,64,82,684)
Other Comprehensive Income (OCI)	-	-	-	-		(26,275)	35,655	9,380
Income Tax on Items of OCI	-	-	-	-	-	6,766	-	6,766
Balance as at 31st March 2019	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**49,20,93,094**	**(20,22,12,001)**	**9,54,237**	**8,565**	**63,98,32,671**

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 44

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

	PARTICULARS		For the year ended on March 31, 2019	For the year ended on March 31, 2018
A.	**Cash flows from operating activities**			
	Net Profit before tax and Extraordinary items		**(4,48,61,718)**	(2,05,63,224)
	Adjustment for:			
	Share in Loss in Associates		11,92,424	39,26,879
	Provision for Impairment of Investments		(41,42,082)	25,26,394
	Depreciation of PPE & Investment Property		1,45,87,313	1,17,35,314
	Amount Written off		-	500
	Bad Debts Written off		3,46,88,392	-
	Other Non Cash Adjustments		(26,275)	6,57,705
	Interest Expenses		29,77,297	3,67,18,630
	Interest on deposits from Bank & ICD		(14,43,656)	(85,73,099)
	Operating Profit before Working Capital Changes		**29,71,695**	2,64,29,099
	Adjustment for:			
	Decrease /(Increase) in Other Financial Assets		(70,573)	27,42,747
	Decrease /(Increase) in Loans		-	(10,46,991)
	Decrease/(Increase) in Inventories		(29,78,997)	(2,65,00,005)
	Decrease/(Increase) in Trade receivables		51,85,727	(1,22,23,528)
	Decrease/(Increase) in Other Current Assets		74,049	(2,52,261)
	(Decrease)/ Increase in Provisions		9,92,501	35,34,851
	(Decrease) /Increase in Other Financial Liabilities		(21,30,00,957)	20,81,05,290
	(Decrease) /Increase in Other Liabilities		16,51,39,200	15,58,24,765
	Cash generated from Operations before Extra Ordinary Items		**(4,16,87,355)**	35,66,13,967
	Exceptional Items		-	-
	Direct Taxes Paid		(37,97,203)	(90,25,077)
	Net Cash from Operating Activities	**(A)**	**(3,78,90,152)**	36,56,39,044
B.	**Cash Flows from Investing Activities:**			
	Purchase of Fixed Assets		(2,13,672)	(7,72,75,181)
	Decrease /(Increase) in Other Bank Balance		8,61,682	26,46,854
	Interest Received (Net of Tax Deducted at Source)		14,43,656	85,73,099
	Net Cash from Investing Activities:	**(B)**	**20,91,666**	(6,60,55,228)
C.	**Cash Flows from Financing Activities:**			
	Increase/(Decrease) in Non Current Borrowing		(14,35,711)	(38,40,17,418)
	Increase/(Decrease) in Current Borrowing		4,10,28,688	-
	Unpaid Dividend now paid		(8,61,682)	(15,15,939)
	Interest Expenses		(29,77,297)	(3,67,18,630)
	Decrease /(Increase) in Loans		-	12,90,00,000
	Net Cash from Financing Activities	**(C)**	**3,57,53,998**	(29,32,51,987)
	Net Increase in Cash and Cash Equivalent	**(A) + (B) + (C)**	**(44,488)**	63,31,829
	Cash and Cash Equivalents - Opening		**26,00,604**	(37,31,225)
	Cash and Cash Equivalents - Closing		**25,56,116**	26,00,604
i)	The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".			
ii)	**Cash and Cash Equivalents Includes:**			
a)	Cash in Hand		**17,082**	86,806
b)	Balances with Banks		**17,05,633**	16,12,713
c)	Flexi Deposits up to 3 months Original Maturity		**13,37,571**	20,49,250
e)	Less: Bank Overdraft		**(5,04,170)**	(11,48,165)
	TOTAL		**25,56,116**	26,00,604
iii)	**Reconciliations of Liabilities from Financing Activities**			
	Particulars		**Borrowings including Long Term and Short Term Borrowings**	
	As at April 1, 2017		**40,79,83,154**	
	Proceeds		50,00,062	
	Repayment		(21,88,20,061)	
	Fair Value Changes		(63,63,653)	
	As at March 31, 2018		**18,77,99,502**	
	Proceeds		32,72,61,322	
	Repayment		(47,34,47,731)	
	Fair Value Changes		7,98,352	
	As at March 31, 2019		**4,24,11,445**	
iv)	Amounts in brackets, represent Cash Outflow.			
v)	Previous Year's figures have been regrouped and rearranged wherever necessary.			

RAJIV GUPTA
Chairman & Managing Director &
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As per our Report of even date attached
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Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

Summary of Significant Accounting Policies and other Explanatory Statements of Consolidated Financial Statements for the year ended March 31, 2019

NOTE – 1

SIGNIFICANT ACCOUNTING POLICIES

1.1 COMPANY OVERVIEW

The Motor & General Finance Limited (referred to as "MGF" or "the Company") was incorporated under the laws of the Republic of India with its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, is the flagship Company of MGF Group, Incorporated in 1930, MGF was one of the oldest finance companies of India. The Company is engaged in the single primary business of "Lease/ Renting of Immovable Property", and has only one reportable segment.

1.2 GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS

The Company is headquartered in New Delhi, India. The shares of the Company are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

The Consolidated Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

I. Certain Financial Assets and Financial Liabilities and Contingent Consideration that are measured at fair value

II. Assets held for sale measured at lower of cost or fair value less cost to sell

III. Defined benefit plan assets measured at fair value

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the date of respective transactions.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All amounts are stated in ₹. All amounts disclosed in the financial statement and notes have been rounded off to the nearest ₹, unless otherwise stated.

The Consolidated Financial Statements for the year ended 31st March, 2019 were authorized and approved for issue by the Board of Directors of Company on 29th May, 2019.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Consolidated Financial Statements have been prepared using the Accounting Policies and measurement basis summarized below.

2.1 BASIS OF CONSOLIDATION

2.1.1 BASIS OF ACCOUNTING

i. The Financial Statements of the Associates in the consideration are drawn up to the same reporting date as of the Company for the purpose of consolidation.

ii. The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard (Ind AS) 110 – 'Consolidated Financial Statements' and Indian Accounting Standard (Ind AS) 28 – 'Investments in Associates and Joint Ventures' specified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

2.1.2 PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements comprise the financial statements of the Company and its Associates as at 31st March, 2019.

An Associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Consolidated Financial Statements have been prepared as per the following principles:

i. The results, assets and liabilities of associates are incorporated in the consolidated financial statements using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever applicable. An investment in Associate is initially recognised at cost and adjusted thereafter to recognise the Company's share of profit or loss and Other Comprehensive Income of the Associate.

ii. Gain or loss in respect of changes in Other Equity of Associates resulting in dilution of stake in the Associates is recognised in the Statement of Profit and Loss. On acquisition of investment in an Associate, any excess of cost of investment over the fair value of the assets and liabilities of the joint venture, is recognised as goodwill and is included in the carrying value of the investment in the associate. The excess of fair value of assets and liabilities over the investment is recognised directly in equity as capital reserve. The unrealised profits/ losses on transactions with associates are eliminated by reducing the carrying amount of investment.

iii. The carrying amount of investment in Associates is reduced to recognise impairment, if any, when there is objective evidence of impairment.

iv. When the Company's share of losses of an associate exceeds the Company's interest in that Associate (which includes any long term interests that, in substance, form part of the Company's net investment in the Associate), the Company discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate.

2.2 PROPERTY, PLANT AND EQUIPMENT

2.2.1 RECOGNITION

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, less accumulated depreciation/amortized and impairments, if any. Historical cost includes taxes, duties, freight and other incidental expenses related to acquisition & installation.

2.2.2 SUBSEQUENT MEASUREMENT

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 repairs & maintenance are charged to profit or loss.

2.2.3 DEPRECIATION

Depreciation on Property, Plant and Equipment is charged on straight line method based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

The following useful lives are applied:

Asset category	**Estimated useful life (in years)Land**
- Lease Hold (Finance Lease)	Over the Lease period
- Perpetual Lease	Treated as free hold land due to perpetuity
Buildings	
- Building	55 – 80 Years
- Leasehold Building	Over the Lease Period
Furniture and Fittings 10 Years	
Motor Vehicles	
- Hire Purchase & Owned	08 - 10 Years
Office Equipment & Electrical Installations	05 - 15 Years
Computers	
- End user devices viz. desktops, laptops, etc.	03 Years

Leasehold land is amortised on a straight line basis over the unexpired period of their respective lease. Leasehold improvements are depreciated on straight line basis over their initial agreement period. Premium paid on land where lease agreements have been executed for specified period are written off over the period of lease proportionately.

Property, Plant and Equipment individually costing upto ₹ 10,000 are fully depreciated in the year of acquisition.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.2.4 DE-RECOGNITION

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised 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 included in the Statement of Profit and Loss account when the asset is derecognised.

2.3 INVESTMENT PROPERTIES

2.3.1 RECOGNITION

Property (land or a building-or part of a building-or both) that is held (by the owner or by the lessee under a finance lease) for long term rental yields or for capital appreciation or both is recognized as Investment Property, except

i. Use in the production or supply of goods or services or for administrative purposes; or

ii. Sale in the ordinary course of business:

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

2.3.2 SUBSEQUENT MEASUREMENT

Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.3.3 DEPRECIATION

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with depreciation on Property Plant & Equipment's as per para "2.1.3" above. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes.

2.3.4 DE-RECOGNITION

An investment property is derecognised (eliminated from the balance sheet) on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

An investment property is also derecognised when property is transferred to owner-occupied property; or commencement of development with a view to sale, or transfer to inventories.

2.4 IMPAIRMENT OF NON FINANCIAL ASSETS

Carrying amount of assets is reviewed at each reporting date where there is any indication of impairment based on internal/ external indicators. An impairment loss is recognised in the Statement of Profit and Loss where carrying amount exceeds recoverable amount of assets. Impairment loss is reversed, if, there is change in recoverable amount and such loss either no longer exists or has decreased or indication on which impairment was recognised no longer exists.

2.5 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.

2.5.1 FINANCIAL ASSETS

2.5.1.1 INITIAL RECOGNITION AND MEASUREMENT

Financial Assets 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 that are attributable to the acquisition of the financial asset.

2.5.1.2 SUBSEQUENT MEASUREMENT

Debt Instruments at Amortised Cost– A 'debt instrument' 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. All other debt instruments are measured at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) based on Company's business model.

- **Equity Investments** – All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value through Profit and Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) on an instrument to instrument basis.
- **Other Investments** – All Other Investments in scope of Ind-AS 109 are measured at Fair Value through Profit and Loss (FVTPL).

2.5.1.3 IMPAIRMENT OF FINANCIAL ASSETS

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., Loans, Debt Securities, Deposits and Trade Receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'Simplified Approach' for recognition of impairment loss allowance on trade receivables. The application of simplified recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

- **Financial Assets measured as at amortised cost**: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL**: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI**: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'Accumulated Impairment Amount' in the OCI. The Company does not have any Purchased or Originated Credit Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

2.5.1.4 DE-RECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of the Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

i. The rights to receive cash flows from the asset have expired, or

ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement~ and either

(a) The Company has transferred substantially all the risks and rewards of the asset, or

(b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

2.5.2 FINANCIAL LIABILITIES

2.5.2.1 INITIAL RECOGNITION AND MEASUREMENT

Financial liabilities are classified at initial recognition as financial liabilities at fair value through Profit or Loss, Loans and Borrowings, and Payables, net of directly attributable transaction costs. The Company's financial liabilities include Loans and Borrowings including Bank Overdraft, Security Deposit received against lease of building including investment properties and Other Payables.

All Financial Liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the Financial Liabilities is also adjusted. Financial Liabilities are classified as amortised cost.

The measurement of financial liabilities depends on their classification, as described below:

i. **Financial liabilities at Fair Value Through Statement of Profit And Loss -** Financial liabilities at Fair Value through statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at Fair Value through statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

ii. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All other changes in fair value of such liability are recognised in the statement of profit and loss.

iii. **Loans and Borrowings -** After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. Gains and Losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by

taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as Finance Costs in the statement of profit and loss.

iv. **Security Deposit -** After initial recognition, interest free security deposits are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. The difference between carrying amount of the deposits and fair value is transferred as deferred income. The EIR amortisation is included as Finance Income in the statement of profit and loss.

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

2.5.2.2 SUBSEQUENT MEASUREMENT

Subsequent to initial recognition, these liabilities are measured at Amortised Cost using the Effective Interest Rate (EIR) method.

2.5.2.3 DE-RECOGNITION OF FINANCIAL LIABILITIES

A Financial Liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. Consequently write back of unsettled credit balances is done on the previous experience of Management and actual facts of each case and recognised in Other Income. 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.

2.5.3 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.

2.6 INVENTORIES

2.6.1 BASIS OF VALUATION

i. **Stock in Trade - Project** are valued at lower of cost or net realisable value.

2.6.2 METHOD OF VALUATION

i. Stock in Trade Project includes total amount of expenditure incurred upto the date of certificate of completion. Subsequent expenditure which relates to an item of capital nature is added into the cost of stock in trade.

2.7 TRADE RECEIVABLES

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

2.8 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash in hand, Balances in Bank Account, Remittance in Transit, Cheques in hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.9 TAXES

2.9.1 CURRENT INCOME TAX

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income 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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.9.2 DEFERRED TAX

Deferred Income Taxes are calculated using Balance Sheet Approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of unused tax credits and any unused tax

losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. 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.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax expense for the year comprises of current tax and deferred tax.

2.9.3 INDIRECT TAX

Expenses and assets are recognised net of the amount of GST/ Service Tax paid, except:

i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

ii. When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.10 EQUITY AND RESERVES

i. **Share Capital** represents the nominal value of Equity shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from retained earnings, net of any related income tax benefits.

ii. **Other Components of Equity** includes Other Comprehensive Income arising from actuarial gain or loss on re-measurement of defined benefit liability and return on plan assets

iii. **Retained Earnings** include all current and prior period retained profits.

2.11 DIVIDEND PAYMENTS

Annual dividend distribution to shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on Dividend Distribution is recognised directly in equity.

2.12 REVENUE RECOGNITION

Ind AS 115 was made effective from 1st April, 2018 and establishes a five-step model to account for revenue arising from contracts with customers. The new revenue standard replaced Ind AS 18 & Ind AS 11 and interpretations on revenue recognition related to sale of goods and services. The Company has adopted the new standard for annual periods beginning on or after 1st April, 2018 using cumulative effect method.

2.12.1 RENTAL INCOME

Rental income arising from lease on investment properties is accounted for on straight line basis over the period for which the investment property is given on rent.

2.13 INCOME RECOGNITION

2.13.1 INTEREST INCOME

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

2.13.2 DIVIDEND INCOME

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

2.13.3 OTHER INCOME

Other claims including interest on outstanding are accounted for when there is virtual certainty of ultimate collection.

2.14 EXPENDITURE

Expenses are accounted on accrual basis.

2.15 EMPLOYEE BENEFIT SCHEMES

2.15.1 SHORT-TERM EMPLOYEE BENEFITS

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

2.15.2 COMPENSATED ABSENCES

Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each Balance Sheet date on the basis of an independent actuarial valuation.

2.15.3 GRATUITY

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method. Gratuity is unfunded.

Actuarial gains and losses arising from changes in actuarial assumptions are recognized in Other Comprehensive Income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

2.15.4 PROVIDENT FUND

Eligible employees of the Company receive benefits from a Provident Fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

2.16 FUNCTIONAL AND PRESENTATION CURRENCY

The Standalone Financial Statements are presented in Indian Rupee (₹), which is Company's functional Currency and presentation currency.

2.17 LEASES

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

2.17.1 COMPANY AS A LESSEE

2.17.1.1 FINANCE LEASES

A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a Finance Lease. Finance Leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments.

The interest element of lease payments is charged to Statement of Profit and Loss, as Finance Costs over the period of the lease. The leased asset is depreciated over the useful life of the asset or lease term whichever is lower.

Land acquired on long term lease (more than 90 years/ Perpetual Lease) are evaluated as own land.

2.17.2 COMPANY AS A LESSOR

2.17.2.1 OPERATING LEASE

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Assets leased out under operating leases are capitalized. Rental income is recognized on straight-line basis over the lease term except where scheduled increase in rent compensates the Company with expected inflationary costs.

2.18 EARNINGS PER SHARE

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares.

i. **Basic EPS** is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

ii. **Diluted EPS** is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

2.19 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

2.19.1 PROVISIONS

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost.

2.19.2 CONTINGENT LIABILITIES

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management of the Company has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

2.19.3 CONTINGENT ASSETS

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

2.20 CASH FLOW STATEMENT

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

2.21 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker “CODM” of the Company.

2.22 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

i. An asset is classified as current when it is:

   a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

   b) Held primarily for the purpose of trading,

   c) Expected to be realised within twelve months after the reporting period, or

   d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

ii. All other assets are classified as non-current.

iii. A liability is classified as current when it is:

   a) Expected to be settled in normal operating cycle,

   b) Held primarily for the purpose of trading,

   c) Due to be settled within twelve months after the reporting period, or

   d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

iv. All other liabilities are classified as non-current.

v. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

vi. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.23 FAIR VALUE MEASUREMENT

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

Other Fair Value related disclosures are given in the relevant notes.

2.24 EXCEPTIONAL ITEMS

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments of subsidiaries, associate and joint ventures and impairment losses/ write down in the value of investment in subsidiaries, associates and joint ventures and significant disposal of fixed assets.

2.25 SIGNIFICANT MANAGEMENT JUDGEMENT IN APPLYING ACCOUNTING POLICIES AND ESTIMATION UNCERTAINTY

The preparation of Standalone Financial Statements requires management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of income & expenses during the periods. Although these estimates and assumptions used in accompanying Companying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying Companying financial statements. Any revision to accounting estimates is recognized prospectively from the period in which results are known/ materialise in accordance with applicable Indian accounting standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.26 SIGNIFICANT MANAGEMENT JUDGEMENTS

The following are Significant Management Judgements in applying the Accounting Policies of the Company that have the most significant effect on the Financial Statements.

2.26.1 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.

2.26.2 EVALUATION OF LEASE OF LAND AS FINANCE LEASE OR OPERATING LEASE

One important consideration for evaluating lease of land is that land has an indefinite economic life and it is expected that the value of land generally appreciates. Where in substance there is no transfer of risks and rewards, it should be considered as an operating lease. Some of the indicators to consider in the overall context of whether there is transfer of risks and rewards incidental to ownership include the lessee's ability to renew lease for another term at substantially below market rent, lessee's option to purchase at price significantly below fair value etc..

Accordingly, classification as operating or finance lease requires exercise of judgement based on evaluation of facts and circumstances in each case, while considering the indicators envisaged as above.

2.27 ESTIMATION UNCERTAINTY

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.27.1 REVENUE RECOGNITION

Where revenue contracts include deferred payment terms, the management of Company determines the fair value of consideration receivable using the expected collection period and interest rate applicable to similar instruments with a similar credit rating prevailing at the date of transaction.

2.27.2 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as Liquidity Risk, Credit Risk and Volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.27.3 IMPAIRMENT OF FINANCIAL ASSETS

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.27.4 RECOVERABILITY OF ADVANCES/ RECEIVABLES

The Company from time to time review the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

2.27.5 INCOME TAXES

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

2.27.6 PROVISIONS AND CONTINGENCIES

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

2.27.7 DEFINED BENEFIT OBLIGATION (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the DBO amount and the annual defined benefit expenses.

2.28 NEW AND AMENDED STANDARDS FOR THE YEAR

The Company applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below. Several other standards and amendments apply for the first time in 2018-19, but do not have an impact on the Standalone Financial Statements of the Company.

2.28.1 IND AS 115 REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company applied Ind AS 115 for the first time by using the Cumulative effect method of adoption with date of initial application from 1st April, 2018. Under this method Comparative prior period is not adjusted and the cumulative effect of initially applying Ind AS 115 is recognised as an adjustment to the opening balance of retained earnings as at 1st April, 2018.

There was no impact on retained earnings as on 1st April, 2018 on adoption of Ind AS 115.

2.29 STANDARDS ISSUED BUT NOT EFFECTIVE

2.29.1 IND AS 116 'LEASES'

On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations.

New standard permits two possible methods of transition i.e. Full Retrospective or Modified Retrospective.

The Company will adopt the standard on 1st April 2019 by using Modified retrospective effect method and accordingly comparatives for

year ended 31st March 2019 will not be retrospectively adjusted.

The Company is evaluating requirements of Ind AS 116, and has not yet determined the impact on the financial statements.

2.29.2 AMENDMENT TO IND AS 19 – PLAN AMENDMENT, CURTAILMENT OR SETTLEMENT

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

Effective date for application of this amendment is annual period beginning on or after 1st April, 2019. The Company expects that there will be no impact on account of this amendment.

2.29.3 AMENDMENT TO IND AS 12 – 'INCOME TAXES'

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

Effective date for application of this amendment is annual period beginning on or after 1st April, 2019. The Company expects that there will be no impact on account of this amendment.

2.29.4 IND AS 12 APPENDIX C, UNCERTAINTY OVER INCOME TAX TREATMENTS

On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments.

The standard permits two possible methods of transition i.e. Full retrospective or Retrospectively with Cumulative Effect.

The Company will adopt the standard on 1st April 2019 by using the Retrospectively with Cumulative Effect method and accordingly comparatives for the year ending or ended 31st March, 2019 will not be retrospectively adjusted.

The Company expects that there will be no impact on account of this amendment.

Notes to Consolidated Financial Statements

Note -03

Property, Plant and Equipment

Details of the Company's Property, Plant and Equipment and reconciliation of their carrying amounts from beginning to end of reporting period are as follows:

(All amounts in ₹ unless stated otherwise)

Particulars	Leasehold Land	Freehold Land	Freehold Land & Buildings	Leasehold Land & Buildings	Vehicles	Furniture and fixtures	Computers	Office Equipment	Lifts	Electric installation	Total
Deemed cost											
Balance as at 1st April 2017	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**79,30,577**	**2,47,258**	**1,13,230**	**2,66,990**	**2,02,703**	**65,40,971**	**26,95,61,252**
Additions/Adjustments	-	-	-	-	27,27,591	-	2,26,368	3,79,453	12,62,338	2,51,959	48,47,709
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**1,06,58,168**	**2,47,258**	**3,39,598**	**6,46,443**	**14,65,041**	**67,92,930**	**27,44,08,961**
Additions/Adjustments	-	-	-	-	-	12,654	81,865	1,19,153	-	-	2,13,672
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**1,06,58,168**	**2,59,912**	**4,21,463**	**7,65,596**	**14,65,041**	**67,92,930**	**27,46,22,633**
Accumulated Depreciation											
Balance as at 1st April 2017	**-**	**-**	**1,48,932**	**2,85,142**	**7,14,599**	**80,956**	**19,865**	**12,860**	**2,842**	**15,22,628**	**27,87,824**
Additions/Adjustments	-	-	1,45,339	2,69,573	27,58,011	49,051	1,20,335	61,167	64,096	11,17,775	45,85,347
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	**-**	**-**	**2,94,271**	**5,54,715**	**34,72,610**	**1,30,007**	**1,40,200**	**74,027**	**66,938**	**26,40,403**	**73,73,171**
Depreciation expense	-	-	1,41,834	2,54,854	21,87,533	33,376	96,877	1,77,645	2,19,905	7,98,302	39,10,326
Elimination on disposals of assets	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	**-**	**-**	**4,36,105**	**8,09,569**	**56,60,143**	**1,63,383**	**2,37,077**	**2,51,672**	**2,86,843**	**34,38,705**	**1,12,83,497**
Net carrying amount											
Balance as at 31st March 2018	11,14,43,394	13,12,05,451	60,94,033	46,67,659	71,85,558	1,17,251	1,99,398	5,72,416	13,98,103	41,52,527	26,70,35,790
Balance as at 31st March 2019	**11,14,43,394**	**13,12,05,451**	**59,52,199**	**44,12,805**	**49,98,025**	**96,529**	**1,84,386**	**5,13,924**	**11,78,198**	**33,54,225**	**26,33,39,136**

Note 3 A

Refer Note No 17 A for Property, Plant & Equipment pledged as security.

Notes to Consolidated Financial Statements

Note -04

Investment Property (At Cost)

(All amounts in ₹ unless stated otherwise)

Particulars	Freehold Land & Buildings	Leasehold Land & Buildings	Land	Total
Deemed cost				
Balance as at 1st April 2017	**2,34,57,830**	**9,50,62,557**	**9,66,33,500**	**21,51,53,887**
Additions/Adjustments	-	7,24,27,472	-	7,24,27,472
Disposals	-	-	-	-
Balance as at 31st March 2018	**2,34,57,830**	**16,74,90,029**	**9,66,33,500**	**28,75,81,359**
Additions/Adjustments	-	-	-	-
Disposals	-	-	-	-
Balance as at 31st March 2019	**2,34,57,830**	**16,74,90,029**	**9,66,33,500**	**28,75,81,359**
Accumulated Depreciation				
Balance as at 1st April 2017	**13,57,034**	**62,36,834**	**-**	**75,93,868**
Depreciation expense	12,76,885	58,73,082	-	71,49,967
Elimination on disposals of assets	-	-	-	-
Balance as at 31st March 2018	**26,33,919**	**1,21,09,916**	**-**	**1,47,43,835**
Depreciation expense	12,01,078	94,75,909	-	1,06,76,987
Elimination on disposals of assets	-	-	-	-
Balance as at 31st March 2019	**38,34,997**	**2,15,85,825**	**-**	**2,54,20,822**
Net carrying amount				
Balance as at 31st March 2018	2,08,23,911	15,53,80,113	9,66,33,500	**27,28,37,524**
Balance as at 31st March 2019	**1,96,22,833**	**14,59,04,204**	**9,66,33,500**	**26,21,60,537**

Note -04 A

Amounts recognised in Profit & Loss for Investment Properties:

(All amounts in ₹ unless stated otherwise)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Rental Income	8,80,17,219	10,55,55,212
Direct Operating Expenses from property generating Rental Income (including Repair and Maintenance)	1,16,66,006	68,76,680
Profit from Investment Properties before depreciation	**7,63,51,213**	**9,86,78,532**
Depreciation	1,06,76,987	71,49,967
Profit from Investment Properties	**6,56,74,226**	**9,15,28,565**

Note -04 B

Leasing Arrangements

Certain Investment Properties are leased to tenants under long-term operating leases with rentals payable monthly (Refer Note 32). Future minimum lease payments receivable under long-term operating leases of Investment Properties in the aggregate is ? 75,04,97,685/- (Previous Year ₹ 85,60,52,897/-and for each of the following period:

(All amounts in ₹ unless stated otherwise)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Within one year	5,96,17,964	10,44,28,043
Later than one year but not later than 5 years	25,76,10,657	38,33,16,528
Later than 5 years	20,55,88,254	26,27,53,114

Notes to Consolidated Financial Statements

Note -04 C
Fair value

(All amounts in ₹ unless stated otherwise)

Particulars	Fair Value Hierarchy	As at March 31, 2019
Buildings	**Level 3**	**1,76,24,68,587**

Description of Valuation Techniques used and key inputs to Valuation on Investment Properties:

Valuation Approach - Rental or Capitalisation Method:
Rental method of valuation consists in capitalising the Net Annual Rental Income (NARI) at an appropriate rate of interest or rate of capitalisation. Net annual rent income equals to Gross Annual Rental Income (GARI) minus outgoings like Property Tax, Repairs, Maintenance, Service Charges, Insurance Premium, Rent Collection and Management Charges etc.

Note -04 D

Refer Note No 17 A for Property, Plant & Equipment pledged as security.

Note -05

(All amounts in ₹ unless stated otherwise)

INVESTMENTS - NON CURRENT	As at March 31, 2019	As at March 31, 2018
IINVESTMENT IN EQUITY INSTRUMENTS :		
Investments at Fair Value Through OCI		
- Investment in Others Companies	2,38,068	2,02,413
INVESTMENT IN ASSOCIATES		
Investments at Equity Method		
- Investment in Associates Companies	9,05,05,731	9,05,05,731
Gross Investments	**9,07,43,799**	**9,07,08,144**
Aggregate amount of impairment in value of investments		
- Impairment in value of Investments	5,13,30,591	5,42,80,249
Net Investments	**3,94,13,208**	**3,64,27,895**

Note -05 A

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
(a) Aggregate Amount of Quoted Investments - Cost	9,16,23,308	9,16,23,308
(b) Aggregate Amount of Quoted Investments - Market Value	3,94,13,208	5,38,71,464
(c) Aggregate Amount of Unquoted Investments	-	-
(d) Aggregate Amount of Impairment in Value of Investments	5,13,30,591	5,42,80,249

Notes to Consolidated Financial Statements

Note -05 B Details of Investment in Equity Shares (Quoted)

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Investment in Equity Shares of Company		
Method of Valuation: Fair Value through OCI		
i) Metal Box India Limited - 1,200 equity shares of ₹ 10 each, fully paid up	1	1
ii) Rajasthan Breweries Ltd - 4,700 equity shares of ₹ 10 each, fully paid up	1	1
iii) Sri Ramakrishna Mills (CBE) Limited - 15000 equity shares of ₹ 10 each, fully paid up	2,17,500	1,81,800
iv) MTZ (India) Limited - 10000 equity shares of ₹ 10 each, fully paid up	1	1
v) Mawana Sugars Limited - 450 equity shares of ₹ 10 each, fully paid up	20,565	20,610
Total	**2,38,068**	2,02,413

Note -05 C Detail of Trade Investments in Associates (Quoted)

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Investment in Equity Shares of Company		
Method of Valuation: At Cost		
Companies under the same management		
i) Jayabharat Credit Limited - 2,172,300 equity shares of ₹ 10 each, fully paid up	2,93,16,380	2,93,16,380
ii) India Lease Development Limited - 4,608,840 equity shares of ₹ 10 each, fully paid up	6,11,89,351	6,11,89,351
Total At Cost	**9,05,05,731**	9,05,05,731
Less: Impairment in value of Investments	3,07,99,929	3,07,99,929
Less: Share of Profit & (Loss) as per Equity Consolidation	(11,92,424)	(39,26,879)
Less: Impairment in value of Investments on Consolidation as per IND AS 36	(1,93,38,238)	(1,95,53,441)
Total Investment in Associates	**3,91,75,140**	3,62,25,482

Note -06

(All amounts in ₹ unless stated otherwise)

LOANS (NON CURRENT)	As at March 31, 2019	As at March 31, 2018
Considered Good - Secured	-	-
Considered Good - Unsecured		
-Security Deposits	41,37,030	41,37,030
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Total	**41,37,030**	41,37,030

Notes to Consolidated Financial Statements

Note -07

Deferred Tax Asset/ (Liabilities)

The balance comprises temporary differences attributable to :

(All amounts in ₹ unless stated otherwise)

DEFERRED TAX ASSET/ (LIABILITIES)	As at March 31, 2019	As at March 31, 2018
Deferred tax liability :		
- Depreciation on PPE	2,69,584	4,08,439
- Other timing differences	4,55,440	51,28,261
Total deferred tax liabilities	**7,25,024**	55,36,700
Deferred tax Asset :		
- Depreciation on Investment Properties	65,45,862	37,96,538
- Liabilities / provisions that are deducted for tax purposes when paid	46,97,167	44,41,598
- Business Loss	-	-
- Impairment of Investment	1,32,17,627	1,39,77,164
- Other timing differences	6,766	1,69,359
Total deferred tax assets	**2,44,67,422**	2,23,84,659
Net deferred tax assets/ (liabilities)	**2,37,42,398**	1,68,47,959

Note -07 A

Movement in Deferred Tax Assets

(All amounts in ₹ unless stated otherwise)

PARTICULARS	IMPAIRMENT OF INVESTMENTS	LIABILITIES / PROVISIONS THAT ARE DEDUCTED FOR TAX PURPOSES WHEN PAID	CARRIED FORWARD BUSINESS LOSS
Balance as at 1st April 2017	**1,47,78,536**	**42,37,648**	**-**
Recognised in:			
Profit and Loss	(8,01,372)	2,03,950	-
Other Comprehensive Income			
Equity			
Balance as at 31st March 2018	**1,39,77,164**	**44,41,598**	**-**
Recognised in:			
Profit and Loss	(7,59,537)	2,55,569	-
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2019	**1,32,17,627**	**46,97,167**	**-**

Notes to Consolidated Financial Statements

contd..

PARTICULARS	DEPRECIATION ON INVESTMENT PROPERTIES	OTHER ITEMS	TOTAL DEFERRED TAX ASSETS
Balance as at 1st April 2017	**23,46,505**	**61,405**	**2,14,24,094**
Recognised in:			
Profit and Loss	14,50,033	1,07,954	9,60,565
Other Comprehensive Income			-
Equity			-
Balance as at 31st March 2018	**37,96,538**	**1,69,359**	**2,23,84,659**
Recognised in:			
Profit and Loss	27,49,324	(1,69,359)	20,82,763
Other Comprehensive Income	-	6,766	6,766
Equity	-	-	
Balance as at 31st March 2019	**65,45,862**	**6,766**	**2,44,67,422**

Note -07 B

Movement in Deferred Tax Liabilities

(All amounts in ₹ unless stated otherwise)

PARTICULARS	DEPRECIATION ON PPE	OTHER ITEMS	TOTAL DEFERRED TAX LIABILITIES
Balance as at 1st April 2017	**7,30,182**	**86,01,587**	**93,31,769**
Recognised in:			
Profit and Loss	(3,21,743)	(36,15,904)	(39,37,647)
Other Comprehensive Income		1,42,578	1,42,578
Equity	-	-	-
Balance as at 31st March 2018	**4,08,439**	**51,28,261**	**55,36,700**
Recognised in:			
Profit and Loss	(1,38,855)	(46,72,821)	(48,11,676)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2019	**2,69,584**	**4,55,440**	**7,25,024**

Note -07 C

Unused Tax Losses & Credit not Recognised in Deffered Tax

(All amounts in ₹ unless stated otherwise)

Unused Tax Losses & Tax Credit not Recognised	As at March 31, 2019	As at March 31, 2018
Long Term Capital Loss not recognised	46,63,062	46,63,062
Expiry Year	Up to FY 2026-27	Up to FY 2026-27
MAT Credit not Recognised	8,62,61,566	8,62,61,566
Expiry Year	Up to FY 2024-25	Up to FY 2024-25

Note -08

(All amounts in ₹ unless stated otherwise)

INVENTORIES	As at March 31, 2019	As at March 31, 2018
Stock in trade (Commercial/ Real Estate)	92,71,96,425	92,42,17,428
Total	**92,71,96,425**	92,42,17,428

Notes to Consolidated Financial Statements

Note -09

(All amounts in ₹ unless stated otherwise)

TRADE RECEIVABLES	As at March 31, 2019	As at March 31, 2018
Considered Good - Secured	-	-
Considered Good - Unsecured	5,55,624	4,04,29,743
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Gross Trade Receivables	**5,55,624**	**4,04,29,743**
Impairment Allowance :		
Considered good - Unsecured	-	-
Total Impairment Allowance	**-**	**-**
Net Trade Receivables	**5,55,624**	**4,04,29,743**

Note -10

(All amounts in ₹ unless stated otherwise)

CASH & CASH EQUIVALENTS	As at March 31, 2019	As at March 31, 2018
Cash in Hand		
-Cash in Hand		
- Cash in Hand	17,082	86,806
Bank Balances		
- Balances with Banks in Current Account	17,05,633	16,12,713
- Cheques in Hand	-	-
- Flexi Deposits up to 3 months Original Maturity *	13,37,571	20,49,250
Total	**30,60,286**	37,48,769
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	35,340	35,340

Note -11

(All amounts in ₹ unless stated otherwise)

BANK BALANCE OTHER THAN ABOVE	As at March 31, 2019	As at March 31, 2018
Other Bank Balances		
- Balances with Banks in Unpaid Dividend Account	-	8,61,682
- Fixed Deposits having Original Maturity more than 3 months. *	2,68,500	2,68,500
Total	**2,68,500**	11,30,182
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	2,68,500	2,68,500

Note -12

(All amounts in ₹ unless stated otherwise)

OTHER FINANCIAL ASSETS	As at March 31, 2019	As at March 31, 2018
Accrued Interest on		
- Electricity Security Deposit	80,398	-
- Bank Deposits	75,074	84,899
Total	**1,55,472**	84,899

Notes to Consolidated Financial Statements

Note -13

(All amounts in ₹ unless stated otherwise)

CURRENT TAX ASSETS (NET)	As at March 31, 2019	As at March 31, 2018
Advance Income Tax (Net of Provision)	2,08,06,820	2,31,12,662
Total	**2,08,06,820**	2,31,12,662

Note -14

(All amounts in ₹ unless stated otherwise)

OTHER CURRENT ASSETS	As at March 31, 2019	As at March 31, 2018
Advance to Employees	9,23,000	5,70,500
Other Advances & Recoverable	10,57,719	19,11,029
Prepaid Expenses	10,13,173	9,12,334
Balances with Government Authorities	4,23,668	97,746
Total	**34,17,560**	34,91,609

Note -15

EQUITY SHARE CAPITAL	As at March 31, 2019		As at March 31, 2018	
	NUMBER	₹	NUMBER	₹
Authorised:				
Equity Shares of ₹ 10/- (Previous Year ₹ 10) each	5,00,00,000	50,00,00,000	5,00,00,000	50,00,00,000
Issued, subscribed and paid up:				
Fully paid up Equity Shares of ₹10/- (Previous Year ₹ 10) each	1,93,63,595	19,36,35,950	1,93,63,595	19,36,35,950
Total	**1,93,63,595**	**19,36,35,950**	**1,93,63,595**	**19,36,35,950**

Note -15 A

EQUITY SHARE CAPITAL	As at March 31, 2019		As at March 31, 2018	
	NUMBER	₹	NUMBER	₹
Shares outstanding at the beginning of the year	1,93,63,595	19,36,35,950	1,93,63,595	19,36,35,950
Add : Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,93,63,595**	**19,36,35,950**	**1,93,63,595**	**19,36,35,950**

Note -15 B Shareholders holding more than 5% of fully paid-up equity shares:

NAME	As at March 31, 2019		As at March 31, 2018	
	NO. OF SHARES	%	NO. OF SHARES	%
Equity shares of ₹ 10/- each fully paid up				
Bahubali Services Limited	40,94,800	21.15	40,94,800	21.15
Shri Rajiv Gupta & Smt. Arti Gupta	22,71,865	11.73	22,71,865	11.73
Smt. Arti Gupta & Shri Rajiv Gupta	9,81,000	5.07	9,81,000	5.07

Notes to Consolidated Financial Statements

Note -15 C

The Company has one class of equity shares having a par value of ₹10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend(if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding..

Note -16

Reserves and Surplus

(All amounts in ₹ unless stated otherwise)

OTHER EQUITY	As at 31st March 2019	As at 31st March 2018
Capital Reserve	6,10,050	6,10,050
Securities Premium	8,88,40,900	8,88,40,900
Revaluation Reserve	25,95,37,826	25,95,37,826
General Reserve	49,20,93,094	49,20,93,094
Retianed Earnings	(20,22,12,001)	(16,57,29,317)
Other Comprehensive Income	9,62,802	9,46,656
Total	**63,98,32,671**	**67,62,99,209**

Note -16A

Nature and purpose of Other Reserves

CAPITAL RESERVE

The reserve was created on merger of companies under common control.

SECURITIES PREMIUM

The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.

REVALUATION RESERVE

When the value of fixed assets in written up in the books of account of a company on revaluation, a corresponding credit is given to the Revaluation Reserve. Such reserve represents the difference between the estimated present market values and the book values of the fixed assets.

GENERAL RESERVE

General Reserve represents the statutory reserve, this is in accordance with Corporate law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declared dividend, however under Companies Act, 2013 transfer of any amount to General Reserve is at the discretion of the Company.

RETAINED EARNINGS

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

OTHER COMPREHENSIVE INCOME

Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income.
OCI is classified into i). Items that will not be reclassified to profit and loss. ii). Items that will be reclassified to profit and loss.

Notes to Consolidated Financial Statements

Note -17

(All amounts in ₹ unless stated otherwise)

Financial Liabilities	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Borrowings				
Secured :				
From Bank				
Bank overdraft	-	4,10,28,688	-	-
Unsecured :				
Term Loan From Others	-	-	-	18,41,28,464
Secured :				
Vehicle Loan				
From Others	-	13,82,757	14,35,711	22,35,327
Total	**-**	**4,24,11,445**	14,35,711	18,63,63,791
Current Maturities of Long Term Borrowing		**13,82,757**		18,63,63,791
Total	**-**	**4,10,28,688**	14,35,711	-

Note -17 A

(a) Term Loan from Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. This term loan is repayable by way of monthly instalments and the rate of interest ranging from 9.50% to 13.00 %.

(b) Term loan from other is secured against the securities of mutual funds, shares etc. held by the directors and their family members and group entities. The rate of interest is ranging from 9.00% to 12.25%.

(c) Vehicle Loan from NBFC is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. This loan is repayable by way of monthly instalments and rate of interest is 9.80 %.

Note -18

(All amounts in ₹ unless stated otherwise)

OTHER FINANCIAL LIABILITIES	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Security Deposits	1,15,89,910	-	3,23,28,510	-
Current Maturities of Long Term Debts	-	13,82,757	-	18,63,63,791
Interest accrued but not due on Loans	-	6,865	-	16,854
Bank book overdraft	-	5,04,170	-	11,48,165
Advances from Others	-	2,75,91,412	-	2,01,63,381
Advances from related parties*	-	24,18,00,000	-	25,57,52,500
Unclaimed Dividend	-	-	-	8,61,682
Other liabilities	-	83,55,226	-	91,02,091
Total	**1,15,89,910**	**27,96,40,430**	3,23,28,510	47,34,08,464

* For Advances from Related Parties refer Note No. 33

Notes to Consolidated Financial Statements

Note -19

(All amounts in ₹ unless stated otherwise)

OTHER LIABILITIES	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Statutory dues	-	7,78,060	-	23,75,481
Advance against sale of property	35,10,00,000	-	16,50,00,000	-
Advance Revenue on Security Deposit	1,14,77,665	-	1,45,73,459	-
Advances for Projects	-	10,28,198	-	1,71,95,783
Other Liabilities	-	-	-	-
Total	**36,24,77,665**	**18,06,258**	17,95,73,459	1,95,71,264

Note -20

(All amounts in ₹ unless stated otherwise)

PROVISIONS	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Provisions for Employee Benefits :				
Compensated Absences	8,89,036	4,35,735	7,98,666	4,91,656
Gratuity	81,37,384	87,79,269	72,74,910	86,83,691
Total	**90,26,420**	**92,15,004**	80,73,576	91,75,347

For movements in each class of Provision during the Financial Year (Refer Note 20A & 20B)

Disclosure under Ind AS -37 on "Provisions, Contingent Liabilities and Contingent Assets":

Movement in Provisions

Note - 20 A

Movements in each class (Current & Non Current) of provision during the financial year, are set out below:

(All amounts in ₹ unless stated otherwise)

Particular	Gratuity	Compensated Absences
As at 31st March 2018	1,59,58,601	12,90,322
Provision made during the year	17,77,283	1,26,449
Less : Paid during the year	(8,19,231)	(92,000)
As at 31st March 2019	**1,69,16,653**	**13,24,771**

Note - 20 B

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Gratuity

The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to get gratuity on superannuation, resignation, termination, disablement or on death in accordance with Gratuity Act 1972. The liability for the same is recognised on the basis of actuarial valuation.

Compensated Absences

The Company has a other long term benefit plan for Earned Leave Encashment. Provision for Encashment of Earned Leave equivalent to maximum of 60 days (basic pay plus dearness allowance) is provided at the year end and charged to Statement of Profit & Loss. The liability for the year 2018-19 is accounted for on the basis of Actuarial Valuation.

Notes to Consolidated Financial Statements

a) The amounts recognized in the Balance Sheet is as under:

Particulars	Period	Gratuity	Compensated Absences
Present value of obligations as at the end of year	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322
Funded status	2018-19	(1,69,16,653)	(13,24,771)
	2017-18	(1,59,58,601)	(12,90,322)
Net Assets/(Liability) recognized in balance sheet	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322

b) Expense recognized in Statement of Profit and Loss is as under:

Particulars	Period	Gratuity	Compensated Absences
Current Service Cost	2018-19	6,01,989	-
	2017-18	5,93,726	-
Past Service Cost	2018-19	-	-
	2017-18	30,77,414	-
Interest Cost on Defined Benefit Obligation	2018-19	11,49,019	92,903
	2017-18	8,37,408	81,435
Net Actuarial (Gain) / Loss recognized in the period	2018-19	(26,275)	-
	2017-18	6,57,705	-
Expenses recognized in Statement of Profit and Loss	2018-19	17,51,008	1,26,449
	2017-18	45,08,548	1,10,073

c) Expenses recognized in Other Comprehensive Income is as under:

Particulars	Period	Gratuity	Compensated Absences
Actuarial (Gains)/Loss on Defined Benefit Obligation	2018-19	26,275	-
	2017-18	(6,57,705)	-
Unrecognized actuarial (Gain)/Loss recognized in Other	2018-19	26,275	-
Comprehensive Income	2017-18	(6,57,705)	-

d) Reconciliation of Opening and Closing balances of Defined Benefit Obligation is as under:

Particulars	Period	Gratuity	Compensated Absences
Present Value of Obligations as at beginning of year	2018-19	1,59,58,601	12,90,322
	2017-18	1,24,98,623	12,15,449
Interest Cost	2018-19	11,49,019	92,903
	2017-18	8,37,408	81,435
Current Service Cost	2018-19	6,01,989	-
	2017-18	5,93,726	-
Actuarial (Gains)/Losses arising from changes in Demographic	2018-19	-	-
Assumptions	2017-18	-	-
Changes in Financial Assumptions	2018-19	1,25,377	14,249
	2017-18	(2,13,504)	(24,345)

Notes to Consolidated Financial Statements

Experience Adjustments	2018-19	(99,102)	19,297
	2017-18	(4,44,201)	52,983
Past Service Cost	2018-19	-	-
	2017-18	30,77,414	-
Benefits Paid	2018-19	(8,19,231)	(92,000)
	2017-18	(3,90,865)	(35,200)
Present value of obligations as at end of year	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322

e) Actuarial Assumptions are as under:

Particulars	**Period**	**Gratuity**	**Compensated Absences**
Discount Rate	2018-19	6.90%	6.90%
	2017-18	7.20%	7.20%
Expected rate of Future Salary Increase	2018-19	5.67%	5.67%
	2017-18	5.67%	5.67%
Mortality rates	2018-19	As per Indian Assured Lives	
	2017-18	Martality (2006-08) Table	
Retirement Age	2018-19	60	60
	2017-18	60	60
Ages		**Withdrawal Rate**	**Withdrawal Rate**
Up to 30 Years	2018-19	5%	5%
	2017-18	5%	5%
From 31 to 44 years	2018-19	5%	5%
	2017-18	5%	5%
Above 44 years	2018-19	5%	5%
	2017-18	5%	5%

Mortality rates inclusive of provision for disability -100% of IALM (2006 – 08)

Risks Associated with Plan Provisions

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:

Salary Risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government bonds Yield. If plan liability is funded and return on plan asset is below this rate, it will create a plan deficit.
Discount Rate Risk	A decrease in the bond interest rate (discount rate) will increase the plan liability
Mortality Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2006-08) ultimate table. A change in mortality rate will have a bearing on the plan's liability.

Notes to Consolidated Financial Statements

f) Maturity Profile of Defined Benefit Obligation is as under:

Particulars	Year	Gratuity	Compensated Absences
Duration of defined benefit obligation Duration (years)			
1	2018-19	87,79,269	4,35,735
	2017-18	86,83,691	4,91,656
2	2018-19	5,02,850	73,328
	2017-18	4,59,122	66,624
3	2018-19	4,68,523	67,415
	2017-18	5,51,772	61,099
4	2018-19	29,53,208	1,99,420
	2017-18	3,88,267	56,014
5	2018-19	8,71,273	1,05,405
	2017-18	25,03,627	1,67,605
Above 5	2018-19	33,41,530	4,43,468
	2017-18	33,72,122	4,47,324
	2018-19	1,69,16,653	13,24,771
Total	2017-18	1,59,58,601	12,90,322

g) Summary of Membership Data:

Particulars	As at March 31, 2019
Number of Employees	21
Total Monthly Salary for Gratuity in ₹	1,26,65,000
Total Monthly Salary for leave availment in ₹	1,26,65,000
Average Past Service (Years)	29.19
Average Age (Years)	57.33
Average remaining Working Life (Years)	2.67

h) Major Categories of Plan Assets (as percentage of total plan assets) is as under:

Particulars	Year	Gratuity	Compensated Absences
Fund Managed by Insurer	2018-19	-	-
	2017-18	-	-

i) Sensitivity analysis is as under:

Impact of the Change in Discount Rate

Particulars	Year	Gratuity	Compensated Absences
Impact due to Increase of 1%	2018-19	4,39,304	50,006
	2017-18	4,35,798	49,734
Impact due to Decrease of 1%	2018-19	4,07,149	46,222
	2017-18	4,02,379	45,792

Notes to Consolidated Financial Statements

Impact of the Change in Salary Increase

Particulars	Year	Gratuity	Compensated Absences
Impact due to Increase of 1%	2018-19	3,87,508	50,116
	2017-18	3,78,169	49,991
Impact due to Decrease of 1%	2018-19	3,64,100	47,162
	2017-18	3,53,894	46,853

*Changes in Defined Benefit Obligation due to 1% Increase/Decrease in Mortality Rate, if all other assumptions remain constant is negligible.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Note -21

(All amounts in ₹ unless stated otherwise)

REVENUE FROM OPERATIONS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Sale of Services		
Rent from Immovable Properties	8,80,17,219	10,55,55,212
Total	**8,80,17,219**	**10,55,55,212**

Note -22

(All amounts in ₹ unless stated otherwise)

OTHER INCOME	For the year ended on March 31, 2019		For the year ended on March 31, 2018	
Interest Received (Gross)				
- Fixed deposits with banks	1,45,818		7,51,477	
- Intercorporate deposits	-		44,76,053	
- Others	12,97,838	14,43,656	33,45,569	85,73,099
Interest income on Unwinding of Financial Instruments		79,87,865		25,93,637
Miscellaneous income		73,53,130		90,50,932
Credit balances written back		-		57,78,158
Realisation of debts earlier written off		5,50,000		-
Total		**1,73,34,651**		**2,59,95,826**

Note -23

(All amounts in ₹ unless stated otherwise)

EMPLOYEE BENEFITS EXPENSE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Salaries and Incentives (see note 23A below)	2,48,50,054	2,71,61,661
Contributions to Provident and Other Fund	20,31,315	19,74,426
Staff Welfare Expenses	23,47,605	28,75,949
Total	**2,92,28,974**	3,20,12,036

Notes to Consolidated Financial Statements

Note -23 A The Remuneration of Key Managerial Personnels including Chairman-cum-Managing Director, Functional Directors and Company Secretory included in various schedules to Statement of Profit & Loss is as under:-

(All amounts in ₹ unless stated otherwise)

REMUNERATION OF KEY MANAGERIAL PERSONNELS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Salaries and Incentives	97,53,346	96,80,435
Directors Meeting Fees	1,15,000	1,28,750
Contribution to provident and other funds	8,97,708	8,91,420
Total	**1,07,66,054**	1,07,00,605

Note -24

(All amounts in ₹ unless stated otherwise)

FINANCE COSTS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Interest Others	29,77,297	3,67,18,630
Interest Expenses on Unwinding of Financial Instruments	96,11,473	22,15,329
Total	**1,25,88,770**	3,89,33,959

Note -25

(All amounts in ₹ unless stated otherwise)

DEPRECIATION AND AMORTISATION EXPENSE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Depreciation on PPE	39,10,326	45,85,347
Depreciation on Investment Properties	1,06,76,987	71,49,967
Total	**1,45,87,313**	1,17,35,314

Note -26

(All amounts in ₹ unless stated otherwise)

OTHER EXPENSES	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Rent	37,40,496	6,69,200
Legal and professional charges	94,16,654	1,23,75,712
Power and fuel	59,90,174	56,62,755
Travelling and conveyance	74,68,687	79,63,609
Communication	12,60,021	10,10,660
Printing & stationary	16,41,787	13,75,073
Bank charges	1,68,010	59,811
General expenses	83,15,577	1,05,66,563
Donation	1,52,400	-
Payments to auditors (see note 26A below)	6,85,000	4,75,000
Repair and maintenance - Building	6,98,490	18,01,791
Repair and maintenance - Others	58,38,803	49,69,843
Insurance	10,73,062	8,97,989
Rates and taxes	1,32,68,234	87,47,182
Compensation charges	-	22,00,000
Commission and brokerage	-	1,89,500
Amount written off	-	500
Bad Debts Written off	3,46,88,392	-
Impairment of Investment at Cost	(41,42,082)	25,26,394
Miscellaneous expenses	23,52,402	40,14,492
Total	**9,26,16,107**	6,55,06,074

Notes to Consolidated Financial Statements

Note -26 A

(All amounts in ₹ unless stated otherwise)

PAYMENT TO AUDITORS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Audit fee	3,25,000	3,25,000
Tax Audit	75,000	75,000
Other Services	2,85,000	75,000
Total	**6,85,000**	4,75,000

Note -27

(All amounts in ₹ unless stated otherwise)

TAX EXPENSES	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Tax expense comprises of:		
Current Income Tax	-	-
Deferred Tax	(68,87,673)	(48,98,211)
Taxation in Respect of Earlier Year	(14,91,361)	(29,81,174)
Total	**(83,79,034)**	(78,79,385)

Note -27 A The major components of Income Tax Expense and the reconciliation of Expected Tax Expense based on the Domestic Effective Tax Rate of the Company and the reported Tax Expense in Profit or Loss are as follows:

TAX RECONCILIATION	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Accounting Profit before Tax from Continuing Operations		
India Statutory Income Tax Rate	25.75%	25.75%
Accounting Profit before Income Tax	(4,48,61,718)	(1,65,98,725)
Expenses not deductible (allowable) in calculating taxable income	7,63,60,912	4,85,02,012
Income Chargeable under Other Income Heads	(9,60,05,084)	(10,81,48,849)
Expenses allowed under Income Tax	(42,58,672)	(42,34,536)
Income from House Property (Net)	5,42,38,774	6,66,51,611
Adjustment in Long Term Capital Gain/ (Loss)		
Net Taxable Income *	(1,45,25,788)	(1,38,28,487)
Income Tax at Taxable Income	-	-
Tax in respect of Earlier Years	(14,91,361)	(29,81,174)
Deferred Tax (Asset)/ Liability	(68,87,673)	(63,48,391)
Adhoc Income Tax Provided	-	-
Tax Expense	**(83,79,034)**	(93,29,565)
Effective Income Tax Rate applicable	**NIL**	**NIL**

* Net Taxable Income for current year is calculated on the basis of draft Income Tax Computation, which may change at the time of final submission of Income Tax Return at a later date.

Notes to Consolidated Financial Statements

Note -28

(All amounts in ₹ unless stated otherwise)

OTHER COMPREHENSIVE INCOME	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Items that will not be reclassified to profit or loss :		
Re-measurement of the defined benefit plans	(26,275)	6,57,705
Net (loss)/gain on FVTOCI equity securities	35,655	(1,27,598)
Income tax effect of the above	(6,766)	1,42,578
Items that will be reclassified to profit or loss:		
Exchange differences in translating the financial statements of foreign operations	-	-
Income tax effect	-	-
Total	**16,146**	**3,87,529**

Note -29

(All amounts in ₹ unless stated otherwise)

EARNINGS PER EQUITY SHARE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Profit attributable to Equity Share Holders for basic Earnings	(3,64,82,684)	(1,26,83,839)
Profit attributable to Equity Share Holders adjusted for the effect of dilution	(3,64,82,684)	(1,26,83,839)
Earnings per Equity Share (for continuing operations):		
(1) Basic (in ₹)	**(1.88)**	(0.66)
(2) Diluted (in ₹)	**(1.88)**	(0.66)

Note -29 A

WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED AS DENOMINATOR	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Number of Equity shares at the beginning of the year	**1,93,63,595**	1,93,63,595
Add: Weighted average number of equity shares issued during the year	-	-
Weighted average number of Equity shares for Basic EPS (₹)	**1,93,63,595**	1,93,63,595
Add: Adjustments	-	-
Weighted average number of equity shares for Diluted EPS (₹)	**1,93,63,595**	1,93,63,595
Face Value per Equity Share (₹)	**10**	10

Notes to Consolidated Financial Statements

Note -30

(All amounts in ₹ unless stated otherwise)

CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	As at March 31, 2019	As at March 31, 2018
(i) (a) Claims against the Company not acknowledged as debt		
- Electricity Charges (BSES)	-	69,24,304
- Employee's State Insurance Corporation	74,75,606	74,75,606
- Disputed demands related to Service tax	6,82,986	1,03,51,192
- Disputed demands related to Property Tax	2,58,39,142	2,58,39,142
(b) Claims against the Company not acknowledged as debt in case of Associate Company		
- Stamp Duty (Amount Paid under Protest ₹ 13,49,997/- (Previous Year ₹ 13,49,997/-))	13,49,997	13,49,997
(c) Guarantees excluding financial guarantees		
- Sale Tax & Others	3,03,840	3,03,840
(d) Other money for which Company is contingently liable	-	-
(ii) Commitments shall be classified as		
- Other Commitments	-	-
Total	**3,56,51,571**	**5,22,44,081**

Note -31

Disclosure as per Indian Accounting Standard (Ind AS) 108 "Operating Segments"

The Company's business activities predominantly relate to leasing and development of premises. Accordingly revenue from the leasing of premises comprises the primary basis of segmental reporting. Hence other disclosures as defined in Ind AS 108 is not applicable.

Geographical Information

The operations of the Company are mainly carried out within the country and therefore, geographical segments are not disclosed.

Information about major customers

Four Customers of Company (previous Year Four Customers) accounted for 10% or more of revenue during financial year ending 31st March 2019 and 31st March 2018.

Revenue from these customers contribute 81% of total revenue (Previous Year 75% of total revenue) of Company.

Note -32

Leases

Operating Lease Commitments — As Lessor

The Company has entered into operating leases on its Investment Property, Portfolio consisting of certain office and manufacturing buildings. These leases have terms of between five and 20 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions.

For future minimum rentals receivable under non-cancellable operating leases as at 31st March refer Note 4B

Note -33

Related party transactions

Under Common Control	Key Managerial Personnels (KMP)
Bahubali Services Limited MGF Estate Private Limited Ram Prakash & Co. Private Limited Grosvenor Estates Private Limited GEE GEE Holdings Private Limited	Shri Rajiv Gupta (Chairman & Managing Director- & Chief Executive Officer) Smt Arti Gupta (Joint Managing Director) Shri Arun Mitter (Executive Director) Shri M.K. Madan (Vice President & Company- Secretary & Chief Financial Officer)
Post employee benefit plan for the benefitted employees	Shri Abhiram Seth (Independent Director)
The Motor & General Finance Limited Staff Provident Fund Trust	Shri Bharat Kumar (Independent Director) Shri O.N. Aggarwal (Independent Director) Shri Karun Pratap Hoon (Independent Director)

Notes to Consolidated Financial Statements

Associate Companies	Enterprises over which KMP are able to exercise significant influence
India Lease Development Limited (Holding 31.35% Equity Shares)	Nil
Jayabharat Credit Limited (Holding 43.45% Equity Shares)	

(All amounts in ₹ unless stated otherwise)

NATURE OF TRANSACTION	March 31, 2019	March 31, 2018
Nature of Transaction :		
Advance Received during the year		
Under Common Control		
Bahubali Services Limited	-	22,00,000
Ram Prakash & Co Private Limited	1,58,00,000	25,70,00,000
	1,58,00,000	25,92,00,000
Advance Received earlier Repaid during the year		
Under Common Control		
Bahubali Services Limited	-	5,50,52,000
MGF Estate Private Limited	-	1,60,00,000
Grosvenor Estates Private Limited	-	5,03,25,000
GEE GEE Holdings Private Limited	-	5,60,00,000
Ram Prakash & Co Private Limited	2,97,52,500	3,83,25,000
	2,97,52,500	21,57,02,000
Advances Received outstanding balance as on the year end		
Under Common Control		
Ram Prakash & Co Private Limited	24,18,00,000	25,57,52,500
	24,18,00,000	25,57,52,500
Inter Corporate Deposit Given earlier received during the year		
Associate Companies		
Jayabharat Credit Limited	**-**	12,90,00,000
	-	12,90,00,000
Interest Received On Inter Corporate Deposit Given		
Associate Companies		
Jayabharat Credit Limited	-	44,76,052
	-	44,76,052
Directors Sitting Fees		
Shri Abhiram Seth	25,000	25,750
Shri Bharat Kumar	35,000	52,250
Shri O.N. Aggarwal	25,000	30,750
Shri Karun Pratap Hoon	30,000	20,000
	1,15,000	1,28,750
Defined Benefit Obligation for Compensated Absences for Key Managerial Personnel		
Shri M. K. Madan	**1,18,000**	1,26,000

Notes to Consolidated Financial Statements

Defined Benefit Obligation for Gratuity Benefit for Key Managerial Personnel		
Shri Rajiv Gupta	20,00,000	20,00,000
Smt. Arti Gupta	12,69,231	11,53,846
Shri Arun Mitter	15,81,779	14,88,462
Shri M. K. Madan	11,63,077	10,55,192
	60,14,087	56,97,500
Post employee benefit plan for the benefitted employees		
The Motor & General Finance Limited Staff Provident Fund Trust	**17,79,750**	17,02,592
Remuneration		
Key Managerial Personnel		
Shri Rajiv Gupta	30,60,457	30,91,889
Smt. Arti Gupta	27,78,389	27,70,560
Shri Arun Mitter	32,08,800	32,06,286
Shri M. K. Madan	16,03,408	15,03,120
	1,06,51,054	1,05,71,855

Non Financial Transactions

(i) Shri Rajiv Gupta and Shri Arun Mitter had given personal guarantee to banks for company's borrowings.

Other Information

(i) Disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed.

(ii) Transport, Travelling and Motor Car Expenses include ₹ 1,64,106/- (Previous Year ₹ 1,90,936/-) for Directors Travelling.

Notes to Consolidated Financial Statements

Note -34

FAIR VALUE MEASUREMENTS

The carrying amounts of Financial Assets and Financial Liabilities in each category are as follows:

(All amounts in ₹ unless stated otherwise)

PARTICULARS	NOTE REFERENCE	March 31, 2019				March 31, 2018			
		FVPL	FVOCI	AMORTIZED COST	FAIR VALUE	FVPL	FVOCI	AMORTIZED COST	FAIR VALUE
Financial Assets									
Investments	05	3,91,75,140	2,38,068	-	3,94,13,208	3,62,25,482	2,02,413	-	3,64,27,895
Security Deposits Paid	06	-	-	41,37,030	41,37,030	-	-	41,37,030	41,37,030
Trade Receivables	09			5,55,624	5,55,624	-	-	4,04,29,743	4,04,29,743
Cash and Bank Balances	10	-	-	30,60,286	30,60,286	-	-	37,48,769	37,48,769
Other Bank Balances	11	-	-	2,68,500	2,68,500	-	-	11,30,182	11,30,182
Other Financial Assets	12	-	-	1,55,472	1,55,472	-	-	84,899	84,899
Total financial assets		**3,91,75,140**	**2,38,068**	**81,76,912**	**4,75,90,120**	**3,62,25,482**	**2,02,413**	**10,31,99,674**	**10,34,02,087**
Financial Liabilities									
Borrowings	17	4,24,11,445	-	-	4,24,11,445	18,77,99,502	-	-	18,77,99,502
Security Deposits & Advance Revenue on Security Deposits	18 & 19	-	-	2,30,67,575	2,35,66,224	-	-	4,69,01,969	3,65,83,374
Other Financial Liabilities	18	-	-	27,82,57,673	27,82,57,673	-	-	28,70,44,673	28,70,44,673
Total financial liabilities		**4,24,11,445**	**-**	**30,13,25,248**	**34,42,35,342**	**18,77,99,502**	**-**	**33,39,46,642**	**51,14,27,549**

The carrying amount of Trade Receivables, Cash & Cash Equivalent, Security Deposits Paid, Other Bank Balances, Other Financial Liabilities & Other Financial Assets are considered to be the same as their Fair Values due to their short term nature.

The carrying amount of the Financial Assets and Liabilities carried Amortised Cost is considered a reasonable approximation of Fair Value.

Notes to Consolidated Financial Statements

Note -35

FAIR VALUE HIERARCHY

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements as March 31, 2019	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	3,94,13,208	-	-	3,94,13,208
Investments property	4C	-	-	1,76,24,68,587	1,76,24,68,587

Financial assets and liabilities measured at fair value - recurring fair value measurements as March 31, 2018	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	3,64,27,895	-	-	3,64,27,895
Investments property	4C	-	-	1,76,24,68,587	1,76,24,68,587

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements).

The categories used are as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

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 rely as little as possible on entity specific estimates.

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 Company's policy is to recognize transfers into and transfer out of fair value hierarchy levels as at the end of the reporting period.

Note -36

FINANCIAL RISK MANAGEMENT

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management polices, act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

36.1. MARKET RISK

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

Price Risk;

Interest Rate Risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

36.1.1.PRICE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the price risk due to its investment in Equity Shares & Mutual Funds. The price risk arises due to uncertainties about the future market values of these investments.

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in Equity Shares & Mutual Funds.

The majority of investments of the Company are publicly traded and listed in BSE Index. Carrying amounts of the Company's investment in Equity Shares at the end of the reporting period are given in Note No. 5.

Notes to Consolidated Financial Statements

36.1.2. PRICE RISK - SENSITIVITY TO RISK

The following tables demonstrate the sensitivity to a reasonably possible change in equity index where investments of the Company are listed. The impact on the company profit before tax is due to changes in the BSE Index.

PARTICULARS	IMPACT ON PROFIT AFTER TAX		IMPACT ON OTHER COMPONENTS OF EQUITY AFTER TAX	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
BSE Index Increase by 5%	19,58,757	18,11,274	11,903	10,121
BSE Index Decrease by 5%	(19,58,757)	(18,11,274)	(11,903)	(10,121)

36.1.3. INTEREST RATE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the interest rate risk due to its investment in term deposits with banks. The Company invests in term deposits for a period of up to one year. Considering the short-term nature, there is no significant interest rate risk pertaining to these deposits.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and term deposits. The Company's fixed rate borrowings and deposits are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate of borrowings.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

PARTICULARS	March 31, 2019	March 31, 2018
Variable rate borrowings	4,10,28,688	18,41,28,464
Fixed rate borrowings	13,82,757	36,71,038
Total borrowings	**4,24,11,445**	**18,77,99,502**

36.1.4. INTEREST RATE RISK – SENSITIVITY

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

Particulars	IMPACT ON PROFIT AFTER TAX ON INCREASE		IMPACT ON PROFIT AFTER TAX ON DECREASE	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Interest Rate – Increase/ Decrease by 50 basis point (50 bps)	-	1,51,457	-	(1,51,457)

36.2. CREDIT RISK

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company is exposed to credit risk from its operating activities primarily trade receivables and also from its investing activities including deposits with banks and cash and cash equivalents.

In respect of its investments, the Company aims to minimize its financial credit risk through the application of risk management policies. Credit limits are set based on a counterparty value. The methodology used to set the list of counterparty limits includes, counterparty Credit Ratings (CR) and sector exposure. Evolution of counterparties is monitored regularly, taking into consideration CR and sector exposure evolution. As a result of this review, changes on credit limits and risk allocation are carried out.

For financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by international credit-rating agencies. Defined limits are in place for exposure to individual counterparties in case of mutual funds schemes and bonds. The carrying value of the financial assets other than cash represents the maximum credit exposure.

None of the Company's cash equivalents, including flexi deposits with banks, are past due or impaired.

Trade receivables are subject to credit limits, controls & approval processes. These terms and conditions are determined on a case to case

Notes to Consolidated Financial Statements

basis with reference to the customer's credit quality and prevailing market conditions. The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. Due to large geographical base & number of customers, the Company is not exposed to material concentration of credit risk. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances & the historical experience of the group. The solvency of customers and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables are impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The Company assesses and manages credit risk of Financial Assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of Financial Assets.

A: Low Credit Risk

B: Moderate Credit Risk

C: High Credit Risk

The Company provides for Expected Credit Loss based on the following:

ASSET GROUP	BASIS OF CATEGORISATION	PROVISION FOR EXPENSES CREDIT LOSS
Low Credit Risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	12 month expected credit loss
Moderate Credit Risk	Trade Receivables	Life time expected credit loss
High Credit Risk	Trade Receivables and other Financial Assets	Life time expected credit loss or fully provided for

CREDIT RATING	PARTICULARS	March 31, 2018	March 31, 2017
A: Low credit risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	33,28,786	48,78,951
B: Moderate credit risk	Trade Receivables	5,55,624	4,04,29,743
C: High credit risk	-	-	-

A: Low Credit Risk

March 31, 2019

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	30,60,286	-	30,60,286
Other Bank Balances	11	2,68,500	-	2,68,500
Loans	6	41,37,030	-	41,37,030
Other Financial Assets	12	1,55,472	-	1,55,472

March 31, 2018

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	37,48,769	-	37,48,769
Other Bank Balances	11	11,30,182	-	11,30,182
Loans	6	41,37,030	-	41,37,030
Other Financial Assets	12	84,899	-	84,899

Notes to Consolidated Financial Statements

B: Moderate Credit Risk

March 31, 2019

AGEING	NOTE REFERENCE	UPTO 1 YEAR	BETWEEN 1 AND 2 YEARS	ABOVE 2 YEARS	TOTAL
Gross Carrying Amount (Considered Good)	9	5,55,624	-	-	5,55,624
Expected Credit Losses (Loss Allowance Provision)		-	-	-	-
Carrying Amount of Trade Receivables (Net of Impairment)		**5,55,624**	**-**		**- 5,55,624**

March 31, 2018

AGEING	NOTE REFERENCE	UPTO 1 YEAR	BETWEEN 1 AND 2 YEARS	ABOVE 2 YEARS	TOTAL
Gross Carrying Amount (Considered Good)	9	4,04,29,743	-	-	4,04,29,743
Expected Credit Losses (Loss Allowance Provision)		-	-	-	-
Carrying Amount of Trade Receivables (Net of Impairment)		**4,04,29,743**	**-**	**-**	**4,04,29,743**

C: High Credit Risk : NIL

36.3. LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March 2019 and 31st March 2018.

Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

March 31, 2019	UNDISCOUNTED AMOUNT			
NON-DERIVATIVE LIABILITIES	**CARRYING AMOUNT**	**PAYABLE WITHIN 1 YEAR**	**MORE THAN 1 YEARS**	**TOTAL**
Borrowings	4,24,11,445	13,82,757	-	13,82,757
Other current financial liabilities	27,82,57,673	27,82,57,673	-	27,82,57,673
Other noncurrent financial liabilities	1,15,89,910	-	2,48,10,000	2,48,10,000

March 31, 2018	UNDISCOUNTED AMOUNT			
NON-DERIVATIVE LIABILITIES	**CARRYING AMOUNT**	**PAYABLE WITHIN 1 YEAR**	**MORE THAN 1 YEARS**	**TOTAL**
Borrowings	18,77,99,502	18,71,62,143	14,35,711	18,85,97,854
Unpaid dividend	8,61,682	8,61,682	-	8,61,682
Other current financial liabilities	28,61,82,991	28,61,82,991	-	28,61,82,991
Other noncurrent financial liabilities	3,23,28,510	-	5,02,68,000	5,02,68,000

Notes to Consolidated Financial Statements

36.3.1.CURRENT & LIQUID RATIO

The following table shows the Ratio analysis of the Company for respective periods

PERIOD	CURRENT RATIO	LIQUID RATIO
March 31, 2019	2.88	0.02
March 31, 2018	1.98	0.09

36.3.2.COLLATERAL

Vehicle Loan is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. Term Loan from Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. The counterparties have an obligation to return the securities to Company. Bank Overdraft is secured by personal guarantee of one of the directors of the Company.

There are no other significant terms and conditions associated with the use of collateral.

Note -37

CAPITAL MANAGEMENT

37.1. RISK MANAGEMENT

Capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Company's capital. The Management monitors the capital structure and the net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short term investments.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the Gearing Ratio within 30%.

PARTICULARS	March 31, 2019	March 31, 2018
Debt @	4,24,11,445	18,77,99,502
Cash and bank balances	33,28,786	48,78,951
NET DEBT	**3,90,82,659**	**18,29,20,551**
Equity Share Capital	19,36,35,950	19,36,35,950
Other Equity	63,98,32,671	67,62,99,209
TOTAL EQUITY	**83,34,68,621**	**86,99,35,159**
GEARING RATIO (NET DEBT TO EQUITY RATIO)	**5%**	**21%**

@ Debt is defined as long-term and short-term borrowings (excluding derivative and contingent consideration).

Note - 38

Interest in Other Entities

Associates

Set out below are the associates of the Company as at 31st March 2019 which, in the opinion of the directors, are material to the group. The entities listed below have share capital consisting solely of equity shares, which are held directly by the Company. The country of incorporation and their principal place of business is India, and the proportion of ownership interest is the same as the proportion of voting rights held.

(All amounts in ₹ unless stated otherwise)

Name of Entity	Functional Currency	Ownership Interest held by the Company		Relationship
		March 31, 2019	March 31, 2018	
India Lease Development Limited	₹	31.35%	31.35%	Associate
Jayabharat Credit Limited	₹	43.45%	43.45%	Associate

(a) No Dividend is received from any of the below mentioned entities.

Notes to Consolidated Financial Statements

(b) Summarised Financial Information for Associate's is set out below:

(All amounts in ₹ unless stated otherwise)

Particulars	India Lease Development Limited		Jayabharat Credit Limited	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Non-Current Assets	5,98,09,725	6,21,10,380	1,01,15,874	46,47,34,435
Current Assets	11,16,57,267	11,29,84,149	7,36,111	13,94,95,869
Total Assets (A)	**17,14,66,992**	**17,50,94,529**	**1,08,51,985**	**60,42,30,304**
Non-Current Liabilities	7,95,02,807	7,92,76,513	55,22,07,000	53,78,07,500
Current Liabilities	1,54,49,751	1,54,99,996	37,05,661	49,67,894
Total Liabilities (B)	**9,49,52,558**	**9,47,76,509**	**55,59,12,661**	**54,27,75,394**
Net Assets C= (A-B)	**7,65,14,434**	**8,03,18,020**	**(54,50,60,676)**	**6,14,54,910**
a) Includes Cash and Cash Equivalents	1,23,970	17,71,429	3,30,368	5,85,366
b) Includes Financial Liabilities (excluding Trade and Other Payables and Provisions)	1,13,38,255	1,14,35,813	55,22,07,000	53,77,32,500

(c) Summarised statement of Profit & Loss for Associate's is set out below: **(All amounts in ₹ unless stated otherwise)**

Particulars	India Lease Development Limited		Jayabharat Credit Limited	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue	-	-	-	-
Interest Income	65,87,229	65,35,300	64,853	9,941
Other Non Operating & Misc. Income	-	-	5,73,123	21,15,383
Interest Expense	-	-	-	45,67,106
Depreciation and Amortisation	21,155	21,535	1,05,168	1,30,967
Tax expense	22,87,774	-	-	-
Profit and Total Comprehensive Income for the year	**(38,03,586)**	**1,19,998**	**(60,65,15,586)**	**(1,79,73,228)**

(d) Reconciliation of carrying amounts is set out below: **(All amounts in ₹ unless stated otherwise)**

Particulars	India Lease Development Limited	Jayabharat Credit Limited
Opening Net Assets (1st April, 2017)	8,01,98,022	7,71,68,342
Capital Introduction	-	
Profit/ (Loss) for the year	1,19,998	(1,57,13,432)
Profit Distribution	-	
Closing Net Assets (31st March 2018)	**8,03,18,020**	**6,14,54,910**
Profit/ (Loss) for the year	(38,03,586)	(60,65,15,586)
Capital Distribution	-	
Closing Net Assets (31st March 2019)	**7,65,14,434**	**(54,50,60,676)**
Company's share in %	31.35%	43.45%
Carrying Amount	**2,39,87,275**	**(23,68,28,864)**

Notes to Consolidated Financial Statements

Note - 39

Statement pursuant to Section 129(3) of Companies Act, 2013 related to:

Part "A" : Subsidiaries

Company does not have any subsidiary as at March 31 2019 and March 31 2018

Part "B" : Associates & Joint Venture

Statement pursuant to Section 129(3) of Companies Act, 2013 related to Associate Companies and Joint Ventures

(All amounts in ₹ unless stated otherwise)

S. No.	Name of Associates	India Lease Development Limited	Jayabharat Credit Limited
1	Latest Audited Balance Sheet Date	March 31, 2019	March 31, 2019
2	Date on which the Associate was associated or acquired	November 6, 1994	April 1, 2002
3	Shares of Joint Ventures held by the Company on the year end	31.35%	43.45%
	Numbers	4,608,840 equity shares of ₹ 10 each, fully paid up	2,172,300 equity shares of ₹ 10 each, fully paid up
	Amount of Investment in Associates*	3,94,13,208	NIL**
	Extent of Share in Profit/Loss	31.35%	43.45%
4	Description of how there is significant influence	By holding of 31.35% Equity Shares of India Lease Development Limited	By holding of 43.45% Equity Shares Jayabharat Credit Limited
5	Reason why the Joint Venture is not consolidated	Not Applicable	Not Applicable
6	Networth Attributable to Shareholding as per latest audited Balance Sheet	2,39,87,275	(23,68,28,864)
7	Profit / (Loss) for the year		
	(i) Considered in Consolidation (ii) Not Considered in Consolidation	(11,92,424) NIL	NIL (26,35,31,022)

* Investment in Associate is accounted for using Equity Method as defined in Ind AS 28 "Investment in Associates and Joint Ventures"

**Due to losses in Associate Company, Impairment Loss has been recognised and the net investment in Associate is calculated after recognistion of Impairment Loss as per Ind AS 36 "Impairment of Assets"

Notes to Consolidated Financial Statements

Note -40

Additional Information in pursuant to Schedule III of the Companies Act, 2013 (All amounts in ₹ unless stated otherwise)

S. No	Name of the Entity	Ownership Interest	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
			As % of Consolidated net Assets	Amount	As % of consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Total Comprehensive Income	Amount
1	**Parent**	-	100.00	86,34,57,869	96.40	(3,19,25,967)	100.00	16,146	96.40	(3,19,09,821)
2	**Subsidiaries**	N.A	-	-	-	-	-	-	-	-
3	**Non - Controlling Interest in All Subsidiaries**	N.A	-	-	-	-	-	-	-	-
4	**Associates**		-	-	-	-	-	-	-	-
	Investments Accounted for using Equity Method		-	-	-	-	-	-	-	-
A	Indian									
a.)	**India Lease Development Limited**	31.35%	-	-	3.60	(11,92,424)	-	-	3.60	(11,92,424.00)
b.)	**Jayabharat Credit Limited**	43.45%	-	-	-	-	-	-	-	-
	TOTAL		**100.00**	**86,34,57,869**	**100.00**	**(3,31,18,391)**	**100.00**	**16,146**	**100.00**	**(3,31,02,245)**

Note -41

Disclosure relating to dues outstanding to micro and small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 and the Companies Act, 2013 the outstanding Interest due thereon interest paid etc to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In absence of information about registration of the enterprises under the above Act, the required information could not be furnished.

Note -42

Corporate Social Responsibility (CSR)

As per the provisions of section 135 of the Companies Act, 2013, the Company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. The company has incurred ₹ NIL (Previous Year ₹ NIL) on promotion of education.

Note -43

Notes in respect of one of the Associate Company "India Lease Development Limited"

Going Concern

The accumulated losses as at the close of the year amounts to, ₹ 21,35,97,512 (after adjustment of General Reserve) against the Paid-Up Capital and other Reserves amounting to ₹ 29,20,17,772 which results in positive net worth. The Company is already a debt free company. In view of utilization of funds to liquidate the liabilities there has been no fresh exposure of business undertaken by the Company.

The management is of the considered view that considering the availability of assets and its realization there will be sufficient cushion available to repay all other liabilities. The accounts, as such, have been prepared on a Going Concern basis.

Other Matters

The net owned funds (NOF) although have become positive yet the Company could not comply with the Reserve Bank of India guidelines prescribed for Non Banking Financial Companies Prudential Norms (Reserve Bank Directions, 1988), with regard to (i) Maintenance of Minimum Capital Adequacy Ratio,(ii) the credit / investment exposures which have become in excess of prescribed limits.

The Company continues to hold the certificate issued by Reserve Bank of India in Category "B" as Non-Accepting Deposits Non Banking Finance Company

Note -44

Previous year figures have been regrouped/rearranged wherever considered necessary.

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

NOTES

NOTES

If undelivered, please return to :

The Motor & General Finance Limited

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New Delhi - 110 002.

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MGF

89th Annual Report 2018-2019

THE MOTOR & GENERAL FINANCE LIMITED

Shri Ved Prakash Gupta

(15th August, 1915 - 20th August 2005)

A True Karmayogi.

Your integrity, values and vision will continue to guide and inspire us for all our activities and future growth.

THE MOTOR & GENERAL FINANCE LIMITED

MANAGEMENT

BOARD OF DIRECTORS

SHRI RAJIV GUPTA, CHAIRMAN & MANAGING DIRECTOR & CEO
SMT. ARTI GUPTA, JOINT MANAGING DIRECTOR
SHRI ARUN MITTER, EXECUTIVE DIRECTOR
SHRI ONKAR NATH AGGARWAL, NON EXECUTIVE INDEPENDENT DIRECTOR
SHRI BHARAT KUMAR, NON EXECUTIVE INDEPENDENT DIRECTOR
SHRI ABHIRAM SETH, NON EXECUTIVE INDEPENDENT DIRECTOR
SHRI KARUN PRATAP HOON, NON EXECUTIVE INDEPENDENT DIRECTOR

VP & CS & COMPLIANCE OFFICER & CFO

SHRI M.K. MADAN

BANKERS

BANK OF INDIA,
KOTAK MAHINDRA BANK LIMITED
KOTAK MAHINDRA PRIME LIMITED
KOTAK MAHINDRA INVESTMENTS LIMITED
UNION BANK OF INDIA
CENTRAL BANK OF INDIA

AUDITORS

M/s. JAGDISH CHAND & CO.,
CHARTERED ACCOUNTANTS
H-20, LGF, GREEN PARK(MAIN)
NEW DELHI-110016
PHONE: 011-26511953, 26533626

REGISTRAR & SHARE TRANSFER AGENTS

M/S ALANKIT ASSIGNMENTS LIMITED
205-208, ANARKALI COMPLEX,
JHANDEWALAN EXTENSION,
NEW DELHI-110055
PHONE: 011-42541234/23541234

REGISTERED OFFICE

MGF HOUSE
4/17-B, ASAF ALI ROAD,
NEW DEHI-110002
PHONE : 011-23272216-18,
011-23278001-02
FAX NO. 011-23274606
E-mail: mgfltd@hotmail.com
Website: www. mgfltd.com
CIN: L74899DL1930PLC000208
GST No. : 07AAACT2356D2ZN

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DIRECTOR'S REPORT

Your Directors are pleased to present the 89th Annual Report on the business and operations of the company and the accounts for the financial year ended March 31,2019.

Financial Summary

The Board's Report is prepared based on the Standalone Financial Statements of the company.

(₹ in lacs)

Financial Results	Year ended March 31, 2019	Year ended March 31, 2018
Gross Profit before depreciation, finance cost and provisioning	**(149.49)**	340.71
Less: Finance Cost	**125.89**	389.34
Less: Depreciation including impairment and property reserves	**145.87**	117.35
Profit /(Loss) before exceptional items and tax	**(421.25)**	(165.99)
Exceptional Items	**-**	-
Profit /(Loss) before, tax	**(421.25)**	(165.99)
Tax expense	**(101.99)**	(93.30)
Profit(/Loss) for the year	**(319.26)**	(72.69)
Other Comprehensive income(net of tax)	**0.16**	3.87
Total comprehensive income for the year	**(319.10)**	(68.82)

The financial statement for the year ended on March 31,2019 have been prepared in accordance with the Indian Accounting Standards(IND-AS) notified under Section 133 of the Companies Act, 2013 read with the Companies(Indian Accounting Standards) Rules, 2015. The estimates and judgements relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner. Revenue from operations on Standalone basis which includes rent from properties as on March 31, 2019 amounts to ₹ 1053.52 lakhs.

1. Dividend

In view of losses, your Board has not recommended any dividend for the current year.

2. Share Capital

There is no change in the Paid up Equity Share Capital of the company as on March 31,2019 which, remained at ₹ 1936.35 lakhs.

3. Change in Nature of Business

There has been no change in the nature of business of the company during the financial year 2018-19.

4. Transfer to Reserves

The company has not transferred any amount to General Reserves for the financial year ended March 31,2019.

5. Disclosure under Section 43(a)(ii) of the Companies Act,2013

The company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture)Rules,2014 has been furnished.

6. Disclosure under Section 54(1) (d) of the Companies Act,2013

The company has not issued any Sweat Equity Shares during the financial year under review and hence no information as

per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

7. Disclosure under Section 62(1)(b) of the Companies Act,2013

The company has not issued any equity shares under Employees Stock Option Scheme during the financial year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rules 12(9) of the Companies (Share Capital and Debenture)Rules,2014 has been issued.

8. Material changes and commitments, if any, affecting financial position of the company from the end of the financial year and till the date of this report.

There are no material changes and commitments, if any, which could affect the financial position of the company that have occurred between the end of the financial year to which the financial statement relates and the date of this report unless otherwise stated in this report.

9. Significant and Material Orders passed by the Regulators or Courts or Tribunal

There are no significant and/or material orders passed by the Regulator(s) or Court(s) or Tribunal(s) impacting the Going Concern status of the company and its business operations in future.

10. Corporate Governance

In terms of the provisions of Schedule V(C) of the SEBI Listing Regulations, a detailed Report on Corporate Governance, along with report on Management Discussion and Analysis and General Shareholder Information is enclosed as per **Annexure "A"** forming part of this report.

The Company is in full compliance with the requirements and disclosures that have to be made in terms of the requirements of Corporate Governance as specified in SEBI Listing Regulations.

11. Extract of Annual Return

Details forming part of the extract of Annual Return as on March 31,2019 is available in Form MGT 9 which is in accordance with Section 92 of the Companies Act,2013 read with the Companies(Management and Administration) Rules, 2014 included in this report as **Annexure "C"** and forms an integral part of this report.

12. Directors Retiring by Rotation

The company in total has 7 (Seven) Directors out of which 4 (Four) Directors are Non Executive Independent Directors and 3 (Three) are Executive Directors including one Woman Director.

In accordance with the provisions of Section 152 of the Companies Act, 2013 as required under Regulation 36 of the SEBI(LODR) Regulations, 2015 read with Article 60(e) of the Articles of Association of the company, Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director &CEO, Smt. Arti Gupta(DIN:00023237), Joint Managing Director and Sh. Arun Mitter(DIN:00022941), Executive Director shall retire by rotation at the ensuing 89th Annual General Meeting and being eligible, offer themselves for re-appointment. Profile of these Directors, as required by Regulation 36(3) of the SEBI(LODR) Regulations,2015 and other applicable provision(s) is given in the Notice convening the forthcoming AGM.

None of the Directors of your company is disqualified under the provisions of Section 164(2)(a) and (b) of the Companies Act, 2013

13. Key Managerial Personnel

As per the requirements under the provisions of Section 203 of the Companies Act, 2013, Sh. Rajiv Gupta(DIN:00022964), Chairman & Managing Director &CEO, Smt.Arti Gupta(DIN:00023237), Joint Managing Director, Sh. Arun Mitter(DIN:00022941), Executive Director and Sh. M.K. Madan, Vice President & Company Secretary &CFO are the Key Managerial Personnel of the company as on the date of this Board's Report.

14. Independent Directors with materially significant, pecuniary or business relationship with the company.

There is no pecuniary or business relationship between Non Executive Independent Directors and the company, except for the Board Meeting Fee paid in accordance with the applicable laws and with the approval of the members. No meeting fee is paid for attending the Committee Meetings.

15. Declaration by Independent Directors

The Board has taken on record the declarations and confirmations received from the Independent Directors, namely, Sh. Bharat Kumar (DIN:01090141), Sh. Onkar Nath Aggarwal (DIN:00629878), Sh. Abhiram Seth (DIN:00176144) and Sh. Karun Pratap Hoon(DIN:052025664) regarding their independence pursuant to Section 149 of the Act and Regulation 16 of Listing Regulations.

16. Re-appointment of Chairman & Managing Director &CEO, Joint Managing Director & Executive Director

The Board on the favourable recommendations of Nomination & Remuneration Committee proposed that on the expiry of term i.e. August 12, 2019 Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director be re-appointed for a further period of three years i.e. from August 13,2019 to August 12,2022 on the existing terms & conditions. Further to comply with Regulation 17(6)(e) of SEBI(LODR) Regulations, 2015, as amended, resolution has been placed before the Members to seek their consent for payment of remuneration to Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director and Sh. Arun Mitter, Executive Director & promoters of the company or member of the promoter group on such terms & conditions as approved by the members by way of Special Resolution through Postal Ballot dated March 29,2019 & notwithstanding that the annual aggregate remuneration payable to them exceeds 5% of the net profits of the company as calculated under Section 198 of the Companies Act,2013 in any year during the tenure of their appointments viz upto August 12,2019 and renewal of the term from August 13,2019 to August 12,2022 on the existing terms & conditions.

17. Re-appointment of Independent Directors

The first term of Sh. Bharat Kumar, Non Executive Independent Director expires on September 17,2019. Keeping in view the rich experience, acumen, qualification, immense knowledge of the industry & the substantial contribution & as well as performance evaluation, as a member of the Board, Committee of the Board, the Board of Directors, on the recommendation of Nomination & Remuneration Committee have, pursuant to Section 149 of the Companies Act,2013 & Regulation 25 of the Listing Regulations, have recommended to the members to consider the re-appointment of Sh. Bharat Kumar for another term of five consecutive years commencing from September 18,2019 to September 17,2024, not liable to retire by rotation. In terms of Regulation 17(1A) of the Listing Regulation approval of the members of the company is also required for continuation of directorship exceeding the age of 75 years of Sh. Bharat Kumar during his second term of his appointment. Accordingly appropriate resolution is placed before the members for approval. Necessary details are given in the resolution & explanatory statement in accompanying notice of the ensuing 89th AGM of the company, Sh. Bharat Kumar has declared that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act,2013 along with Rules framed there under & Regulation 16(1)(b) of the Listing Regulations.

As on the date of this Report, the Board of Directors have decided that pending approval of the application made under Regulation 31A of SEBI(LODR) Regulations,2015, duly amended to the Stock Exchanges, the matter regarding re-appointment of Sh. Abhiram Seth, Non Executive Independent Director for a further period of five years starting from September 18, 2019 will be taken up at a later date.

18. Number of Meeting of Board of Directors

7 (seven) meetings of the Board of Directors were held during the financial year. The details of the meetings of the Board of Directors of the company and its Committees convened during the financial year 2018-19 are given in the Corporate Governance Report which forms part of this Annual Report.

19. Directorship and Membership on Committees and Shareholding of Non Executive Directors

All the Directors at the beginning of the financial year, have periodically and regularly informed the company about their Directorship and Membership on the Board/Committees of the Board of other companies. As per the disclosures received, none of the Directors of the company hold Memberships/Chairmanships of more than the prescribed limits across all companies in which he/she is a Director.

20. Director's Responsibility Statement

Pursuant to Section 134(3)(c)/134(5) of the Companies Act,2013(including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of your company confirm that:-

i) In the preparation of the annual accounts for the financial year ended March 31,2019, applicable Accounting Standards and Schedule III of the Companies Act,2013(including any statutory modification(s) or en-enactment(s) for the time

being in force), have been followed and there are no material departures from the same;

ii) Such accounting policies have been selected and applied consistently and the Directors have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on March 31,2019 and of the Loss of the company for the year ended on that date;

iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013(including any_ statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv) The annual accounts have been prepared on a 'Going Concern' basis;

v) Internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and operating effectively; and

vi) Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

21. Formal annual evaluation of the performance of the Board, its Committees and Directors

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

Pursuant to provisions of part VII of the Schedule IV of the Companies Act,2013 and regulation 25 of the SEBI Obligations and Disclosures Requirements)Regulations,2015, a separate meeting of Independent Directors was held on March 15,2019 for transacting the business enumerated under said provisions and also Non Independent Directors and the Executive Directors of the company were evaluated by the Independent Directors of the company in the said separate meeting.

The formal Annual evaluation of the Board as a whole, Chairman of the Company, Committees of the Board, namely, Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination & Remuneration Committee and Risk Management Committee and all the Directors were undertaken in the Board Meeting.

More details on the same are provided in the Corporate Governance Report which forms part of this Annual Report.

22. Policy on Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act,2013

The company has zero tolerance for sexual harassment at workplace. A policy has been adopted in line with the Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act, 2013 and rules framed therein. During the year, no complaint pertaining to sexual harassment was received.

23. Vigil Mechanism Policy

In compliance with the provisions of Section 177(9) of the Companies Act,2013 read with the Rules made there under, the Company has instituted a Whistle Blower Mechanism which, inter-alia, facilitates its employees to report genuine concerns. The mechanism provides for adequate safeguards against victimisation of persons using the mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The policy is available on the Company's website at http/ **www.mgfltd.com**

24. Adequacy of Internal financial controls with reference to the financial statements

The company has documented its internal financial controls considering the essential components of various critical processes, physical and operation. This includes its design, implementation and maintenance, along with periodical internal review of operational effectiveness and sustenance, which are in commensurate with the nature of its business and the size and complexity of its operations.

This ensures orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The internal financial controls with reference to the financial statements were adequate and operating effectively.

25. Particulars of Loans/Advances/Investments as required under the Listing Regulations

The details of related party disclosures with respect to loans/advances/investments during the year, as required under Part A of Schedule V of the Listing Regulations have been provided in the Financial Statements of the company. Term Loan from Kotak Mahindra Bank Limited is secured against the securities of mutual funds ,shares etc. held by the directors and their family members and group entities .

26. Related Party Transactions

All contracts/arrangements/transactions entered by the company with Related Parties were in the ordinary course of business and on an arm's length basis.

During the year under review, the company has not entered into any contracts/arrangements/transactions with related parties which qualify as material in accordance with the policy of the company on materiality of related party transactions.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on Related Party Transactions formulated by the company.

There are no materially significant related party transactions that may have potential conflict with the interest of the company at large. The company does not have a 'Material Subsidiary' as defined under Regulation 16(1) (c) of the Securities and Exchange Board of India(Listing Obligations and Disclosures Requirements) Regulations,2015[Listing Regulations]. The Board shall formulate a policy to determine 'Material Subsidiary' as and when considered appropriate in the future.

The details of the related party transactions as per Indian Accounting Standards (IND-AS)-24 are set out in Note No.33 to the Standalone Financial Statements of the company.

Form AOC-2 pursuant to Section 134(3) (h) of the Companies Act,2013 read with Rule 8(2) of the Companies(Accounts)Rules, 2014 is set out in the **Annexure 'B2'** to this Report.

27. Board Meetings

The Company Secretary, in consultation with the Chairman, prepares the agenda of the Board/Committee Meetings which is ordinarily intimated 7 (seven) days in advance in writing to the members prior to the meeting in order to permit adequate review. The Company Secretary records minutes of each meeting and draft minutes are circulated to all members of the Board/Committee well in advance.

28. Code of Conduct for Directors and Senior Management

The Board of Directors of the company has adopted a Code of Conduct for all members of the Board and Senior Management and the same is available on the website of the company i.e. **http//www.mgfltd.com.**

29. Audit & Auditors

Statutory Auditors

At the 87th Annual General Meeting held on September 26,2017, the members approved appointment of M/s. Jagdish Chand & Co, Chartered Accountants(firm Regd No.000129N) to hold office from the conclusion of 88th Annual General Meeting until the conclusion of 92nd Annual General Meeting on such remuneration as may be fixed by the Board on the recommendation of Audit Committee.

In view of the amendment to the said Section 139 through the Companies(Amendment Act),2017 notified on May 7,2018, ratification of auditor's appointment is no longer required. However, as required under Section 142 of the Companies Act,2013, a proposal is put up for approval of members for authorizing the Board of Directors of the company to fix Auditor's remuneration for the year 2019-20. The members are requested to approve the same.

The Statutory Audit Report for the year 2018-19 for Standalone Financial Results does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

30. Cost Auditors

Pursuant to the provisions of Section 141 read with Section 148 of the Companies Act,2013 and Rules made there under & on the recommendations of the Audit Committee, M/s PCK & Associates, Cost Accountants(Firm Regd No.00514) were re-appointed as the Cost Auditors of the company for the Financial Year ending 2018-19 at a remuneration of ₹ 40,000 plus GST, as applicable. As required under the Companies Act, 2013, a resolution seeking member's approval for the remuneration payable to the Cost Auditors, forms part of the notice.

31. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act,2013 and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there under, the Board has re-appointed M/s Anjali Yadav & Associates, (FCS No.6628 & CP No.7257) Company Secretaries as the Secretarial Auditor to conduct and audit the secretarial records for the Financial Year 2018-19.

The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith as per **Annexure 'D' & D'1'** in Form No. MR-3 and forms an integral part of this report. The Secretarial Audit Report does not contain any qualification, reservations or adverse remarks.

Pursuant to the approval given on April 10, 2015 by Central government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on meetings of the Board of Directors(SS-1) and General Meetings(SS-2) came into effect from July 1, 2015. These Secretarial Standards were then revised and were made effective from October 1, 2017. The company is in compliance with the same.

M/s Anjali Yadav & Associates, Secretarial Auditor have also been appointed as scrutinizer to scrutinize the e-voting process.

Further, in terms of the provisions of the Circular No.CIR/CFD/CMD1/27/2019 dated February 8,2019 issued by SEBI, the company has obtained the Annual Secretarial Compliance Report, thereby confirming compliance of the applicable SEBI Regulations and circulars/guidelines issued there under, on behalf of the company. Refer **Annexure 'F '**

There were no qualifications, reservations, observations or adverse remarks made by the Secretarial Auditor in their report.

32. Internal Auditor & Internal Control

The internal audit has been entrusted to Mr.S.K. Aggarwal, a Chartered Accountant. The company has in place adequate and effective internal financial control with reference to the financial statement and is in commensurate with its size, scale and complexities of its operations. With a strong internal control culture in the company, the Internal Auditor monitors the compliance with the objective of providing information to the Audit Committee. The Audit Committee reviews the internal control systems with the management, internal auditors and statutory auditors and the adequacy of internal audit function, significant internal audit findings and follow up thereon, if any.

33. Certificate of Non Disqualification of Directors

A certificate from M/s Anjali Yadav & Associate, Company Secretaries regarding Non Disqualification of Directors is annexed as per **Annexure 'E'**.

34. Consolidated Financial Results

As per Regulations 33 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015(hereinafter referred to as "Listing Regulations") and in accordance with the applicable provisions of the Companies Act,2013 read with the Rules issued there under and IND AS-110, the Consolidated Financial Statements of the Company for the Financial Year 2018-19 have been prepared in compliance with the applicable Accounting Standards and on the basis of audited financial statements of the company and Associate Companies, as approved by the respective Board of Directors.

The Auditors, in their Consolidated Financial Statements, have taken on record the qualified opinion given by an Independent firm of Chartered Accountants on the audit report on the financial statement of Jayabharat Credit Limited, an associate company which are self explanatory and does not require any further comments/clarification by the Board of Directors of the company. In the Emphasis of Matter included in Auditors Report of another Associate Company viz India Lease Development

Limited ,the audit opinion of the financial statements in respect of these matters is not qualified.

35. Board Committees

Details pertaining to the composition of various committees of the Board including the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee and the details of establishment of Vigil Mechanism are included in the Corporate Governance Report, which is in part of this report.

The Board has the following committees:-

i) Audit Committee

As on the date of signing of this report the Audit Committee comprises of 5 (Five) Directors, namely, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar, Sh. Abhiram Seth, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon , 4(Four) of them being Non Executive Independent Directors. Sh. Bharat Kumar, a Non Executive Independent Director, is the Chairman of the Audit Committee.

The Board accepts recommendations of the Audit Committee.

ii) Nomination & Remuneration Committee

As on the date of signing of this report Nomination & Remuneration Committee comprises of 5(five) Directors namely, Sh. Rajiv Gupta, Chairman & Managing Director & CEO of the company, Sh. Bharat Kumar, Sh. Abhiram Seth, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon. Out of 5(five) Directors, 4 (four) Directors are Independent Directors. Sh. Abhiram Seth, a Non Executive Independent Director, is the Chairman of the Committee.

The Board accepts recommendations of the committee based on the policy on the Directors & KMP's appointment and other details as is required under Section 178(4) of the Act in the matter of appointment/re-appointment of the Directors, Senior Managers and fixation of remuneration, etc.

iii) Stakeholders Relationship Committee

As on the date of signing of this report Stakeholders Relationship Committee comprises of 6 (six) Directors, namely Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar, Sh. Abhiram Seth and Karun Pratap Hoon, Independent Directors. Out of 6(six) Directors, 3 (three) Directors are Non Executive Independent Directors. Sh. Abhiram Seth, a Non Executive Independent Director, is the Chairman of the Committee.

The Committee looks into and resolves the grievances of the stakeholders as on the date of this report, there are no issue which remains to be resolved.

iv) Corporate Social Responsibility (CSR)

As on the date of signing of this report Corporate Social Responsibility (CSR) Committee comprises of 4(four) Directors, namely Sh.Arun Mitter, Executive Director, Abhiram Seth, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon, Non Executive Independent Directors. Out of 4(four) Directors, 3(three) Directors are Independent Directors . Sh.Abhiram Seth, Non Executive Independent Director is the Chairman of the Committee.

v) Risk Management Committee

The Committee was reconstituted on March 29,2019.Risk Management Committee comprises of 3(three) Directors, namely,Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar and Sh. Abhiram Seth, Non Executive Independent Directors. Out of three Directors, 2(two) Directors are Non Executive Independent Directors. Sh. Arun Mitter, Executive Director, is the Chairman of the Committee.

36 Policies

SEBI(LODR) Regulations,2015 mandated the formulation of certain policies for all listed companies. In compliance with the same, the company has formulated the Corporate Governance Policies viz Policy on Related Party Transactions, Policy on

Disclosure of Material Event/information, Unpublished Sensitive Information(UPSI) SEBI(Prohibition of Insider Trading)Regulations,2015, Whistle Blower Policy, Policy on Document Preservation, Policy on Board Diversity, Policy on Familiarization Programme for Independent Directors, Policy on Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act,2013(POSH) etc are available on company's website **www.mfgltd.com**

37. Corporate Social Responsibility(CSR)

As a part of its initiative under the Corporate Social Responsibility (CSR) drive, the company had undertaken projects in the area of promoting education, renovation of school building and running of school and libraries etc. This is in accordance with the Schedule VII of the Companies Act,2013 and the company's CSR policy. However, As per the provisions of Section 135 of the Companies Act,2013 as amended, the company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. CSR Policy of the company is available on company's website **www.mgfltd.com**

38. CEO/CFO Certification

As required under Regulation 17 of the Listing Regulations, the CEO/FCFO certificate for the financial year 2018-19 signed by Sh. Rajiv Gupta, Chairman & Managing Director &CEO and Sh. M.K. Madan, Vice President & Company Secretary &CFO, was placed before the Board of Directors of the company at their meeting held on August 13,2019.

39. Particulars of Employees

In terms of the provisions of Section 197(12) of the Companies Act,2013 read with Rules 5(1), 5(2) and 5(3) of the Companies(Appointment and Remuneration of Mangerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of employees drawing remuneration and other disclosures are mentioned which forms part of this report.

40. Investor Education & Protection Fund(IEPF)

Pursuant to Section 124(5) of the Act read with IEPF Authority(Accounting, Audit, transfer & Refund) Rules,2016 ("The Rules") all unpaid & unclaimed Dividend for the financial year 2010-11 after the completion of continuous seven years & in accordance with the aforesaid provisions, ₹ 6,46,706 was transferred to IEPF. Further pursuant to provision of Section 124(6) of the Act, such shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years was transferred to Demat Account maintained by IEPF authority and accordingly, 125748 equity shares of the company were transferred to the Demat Account maintained by IEPF authority. The dividend & equity shares, once transferred, can only be claimed by the concerned shareholder(s) from IEPF authority after complying with the procedures prescribed under the Rules & the amended Rules.

41. Re-classification as per Regulation 31A of SEBI(LODR) Regulations,2015

The Company had, at its Annual General Meeting held on September 27, 2018 obtained the approval of the shareholders for re-classification of the Persons wrongly classified in the 'Promoter Group' category to Public category as per Regulation 31A of SEBI(LODR) Regulations, 2015.

Subsequent thereto, the Company had made applications to the Stock Exchanges for their approval for the aforementioned re-classification. The company has yet to receive the approvals from Stock Exchanges for the re-classification from Promoter Group to Public category.

42. Business Responsibility Report

As per Regulation 34(2) (f) of SEBI(LODR) Regulations,2015, the company is not falling in the criteria i.e. top 500 listed companies based on market capitalization and as such, Business Responsibility Report is not applicable.

43. Public Deposits

During the year under review, your company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act,2013 read with the Companies(Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). There are no unclaimed deposits.

44. Conservation of Energy, Technology, Absorption and Foreign Exchange Earnings/Outgo

In terms of the requirements of clause (m) of Sub section (3) of Section 134 of the Companies Act,2013, read with the Companies(Accounts)Rules,2014, the particulars are given as under:-

(₹ **in Lacs**)

				March 31, 2019	March 31, 2018
a)	Technology			It is not applicable	It is not applicable
b)	Conservation of Energy			-do-	-do-
c)	Transactions in Foreign Currency			**Nil**	Nil
	a)	Expenditure in Foreign Currency			
		i)	Repayment of Foreign Currency loan	**-**	-
		ii)	Interest on Foreign Currency Loan	**-**	**-**
		iii)	Travelling Expenses	**₹ 1.64 lacs**	₹ 1.91
	b)	Shares held by Non Resident Shareholders		**167879**	173316
		No. of Shareholders		**33**	34

The company had no earnings in foreign exchange

45. E-mail ID for Investor's Grievances

In compliance of SEBI(LODR) Regulations,2015, the company has designated an e-mail address i.e. **mgfcomplaints@yahoo.co.in** for the purpose of registering complaints by investors for redressal of their grievances.

46. Listing Fee

The listing fee for the year 2019-20 has already been paid to the credit of both the stock exchanges.

47. Statutory Disclosures.

- A copy of the audited financial statements for each of the company's, associates will be made available to the members of the company, seeking such information at any point of time upto the date of AGM.
- The audited financial statements of the said companies will be kept for inspection by any member of the company at its Registered Office during 10.00 a.m. to 12.30 p.m. except Saturdays, Sundays & Holidays upto the date of AGM.
- The financial results are placed on the company's website at **www. mgfltd.com.**
- The Director's Responsibility Statement as required by section 134(5) of the Act appears in a preceding paragraph.
- Cash Flow Statement for Financial Year 2019 is attached to the Balance Sheet.

48. Sexual Harassment Policy

The company has a policy of sexual harassment at the work place, the Company has complied with the provisions relating to the constitution of internal complaints Committee under Sexual Harassment of Woman at Workplace(Prevention, Prohibition and Redressal) Act,2013. There was no case reported during the year under review under the said policy**.**

49. Acknowledgements

Directors place on record their thanks for the assistance and cooperation received from banks and all other customers for their continued support and patronage.

Your Directors also wish to place on record the dedicated and devoted services rendered by all personnel of the company.

Place: New Delhi
Dated: August 13, 2019

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER
DIN:00022964

(ARTI GUPTA)
JOINT MANAGING DIRECTOR
DIN:00023237

Annexure 'A' to the Directors Report

Pursuant to Regulation 17 to 27 and Clause (b) to (i) of sub Regulation (2) of Regulation 46 and paragraph (C) and (E) of Schedule V of SEBI(LODR) Regulations, 2015 entered with the Stock Exchanges.

CORPORATE GOVERANCE REPORT

1. Company's Philosophy on Code of Corporate Governance

This Corporate Governance Report for the year ended March 31,2019, forms part of the Directors' Report and the same has been prepared on the basis of the provisions of Clause C of the Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015,as amended.

The company's philosophy on Code of Governance is intended to bring about:

- Transparency, accountability and integrity in the Organization.
- Implementation of policies and procedures prescribed by the company to ensure high ethical standards in all its business activities and responsible and responsive management.

Corporate Governance represents the value, ethical and moral framework under which business decisions are taken. The investors want to be sure that not only is their capital handled effectively and adds to the creation of wealth, but the business decisions are also taken in a manner which is not illegal or involving moral hazard.

Your company perceives good corporate governance practices as a key driver of sustainable corporate growth and long term shareholder value creation. The primary objective is to develop and adhere to a corporate culture of harmonious and transparent functioning, increasing employee and customer satisfaction and enhancing shareholders' wealth by developing capabilities and identifying opportunities that best serve the goal of value creation. All actions and strategic plans are directed towards delivering value to all stakeholders, as well as conform to the highest standards of corporate behaviour.

2. Board of Directors

The Board of Directors consist of 7(seven) Directors as at the year end March 31,2019. The Board comprises of three Executive Promoter Directors including one Woman Director and four Non Executive Independent Directors. The Board of Directors is headed by Sh. Rajiv Gupta, who is the Chairman & Managing Director & CEO of the company.

i) Constitution of the Board:

Sl No.	Name of Director	Date of Appointment	Status
1.	Sh. Rajiv Gupta(DIN:00022964)	14-04-1988	Chairman & Managing Director& CEO
2.	Smt. Arti Gupta(DIN:00023237)	22-06-2006	Joint Managing Director
3.	Sh. Arun Mitter (DIN:00022941)	11-07-2002	Whole Time Director-Executive Director
4.	Sh. Bharat Kumar (DIN:01090141)	19-03-2002	Non Executive- Independent Director
5.	Sh. Onkar Nath Aggarwal (DIN:00629878)	31-12-2005	Non Executive -Independent Director
6.	Sh. Abhiram Seth (DIN:00176144)	29-04-2006	Non Executive -Independent Director
7.	Sh. Karun Pratap Hoon (DIN:05202566)	18-10-2017	Non Executive -Independent Director

a. No Director is related to any other Director on the Board in terms of the definition of relative under the Companies Act, 2013 except Sh. Rajiv Gupta and Smt. Arti Gupta, who are, inter-se, related to each other being husband and wife.

b. Details of Directors retiring or being re-appointed are given in the notice to the Annual General Meeting. The brief profile of the Board Members who are either retiring by rotation or being re-appointed, is given in the Notice.

2(a) Composition of the Board

The composition of the Board is in conformity with the requirements of the applicable provisions of the Companies Act,2013 read with the Regulation 17 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Details for the year 2018-19 are as follows:-

Sl No.	Name of Director	Category	Board Meetings held	Board Meetings attended	Attendance at last AGM held on Sept 27, 2018
1.	Sh. Rajiv Gupta	Promoter Executive	7	7	No
2.	Smt. Arti Gupta	Promoter Executive	7	7	No
3.	Sh. Arun Mitter	Promoter Executive	7	7	Yes
4.	Sh. Bharat Kumar	Non Executive Independent	7	7	Yes
5.	Sh.Onkar Nath Aggarwal	Non Executive Independent	7	5	No
6.	Sh. Abhiram Seth	Non Executive Independent	7	5	No
7.	Sh. Karun Pratap Hoon	Non Executive Independent	7	6	No

2(b)

Sl No.	Name of Director	Category	Directorships held in listed companies including this company at the year end	Other Directorships held (including Pvt Ltd companies/LLP) at year end	No. of Committee Membership/ Chairmanship in other companies at year end	
1.	Sh. Rajiv Gupta Chairman & Managing Director & CEO	Promoter Executive	3	10	4	1
2.	Smt. Arti Gupta Joint Managing Director	Promoter Executive	1	7	1	0
3.	Sh. Arun Mitter Executive Director	Promoter Executive	4	15	4	2
4.	Sh. Bharat Kumar	Non Executive Independent	1	1	1	1
5.	Sh.Onkar Nath Aggarwal	Non Executive Independent	1	5	1	0
6.	Sh. Abhiram Seth	Non Executive Independent	2	6	2	1
7.	Sh. Karun Pratap Hoon	Non Executive Independent	1	3	2	0

Only Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee in all Public Limited Companies including this listed entity have been considered.

The company has a high profile Board with varied management expertise. The Board's roles, functions, responsibilities and accountabilities are known to them due to their vast experience. Notice, Agenda and Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

The Board meets at least once every quarter to review the quarterly results and other items of the Agenda and if necessary, additional meetings are held. The gap between two Board Meetings does not exceed 120 days. The Board is apprised and

informed of all the important information relating to the business of the company including those stated in Part A of Schedule II to the Regulation 17(7) of the SEBI(LODR) Regulations, 2015("Listing Regulations") (as amended). The Chairman & Managing Director & CEO and the Company Secretary discuss the items to be included in the Agenda which is sent in advance to the Directors along with the draft of the relevant documents and explanatory statement wherever required, to enable the Board to discharge its responsibilities effectively and take informed decisions. The company is in compliance with the provisions of the Secretarial Standards to the meetings of the Board of Directors & Committee(s).

None of the Independent Directors has served as an Independent Director in more than 7(seven) listed companies. Necessary disclosures regarding committee positions in other public companies as on March 31, 2019 have been made by the Directors. None of the Directors except Sh. Rajiv Gupta and Smt. Arti Gupta, are inter-se related to each other being husband and wife.

2(c) Directorships in equity listed companies

Name of Director	Name of Listed entities	Category
Sh. Rajiv Gupta	The Motor & General Finance Ltd	Chairman & Managing Director
	Jayabharat Credit Ltd	Chairman
	India Lease Development Ltd	Chairman
Smt. Arti Gupta	The Motor & General Finance Ltd	Joint Managing Director
Sh. Arun Mitter	The Motor & General Finance Ltd	Executive Director
	Jayabharat Credit Ltd	Director
	India Lease Development Ltd	Independent Director
	Technofab Engineering Ltd	Independent Director
Sh. Bharat Kumar	The Motor & General Finance Ltd	Independent Director
Sh. Onkar Nath Aggarwal	The Motor & General Finance Ltd	Independent Director
Sh. Abhiram Seth	The Motor & General Finance Ltd	Independent Director
	ION Exchange(India) Ltd	Director
Sh. Karun Pratap Hoon	The Motor & General Finance Ltd	Independent Director

3. Number of Board Meetings:

During the financial year from April 1, 2018 to March 31,2019, the Board of Directors met 7(seven) times on the following dates

S.No.	Date of Meeting	Board Strength	No.of Directors present
1.	April 23, 2018	7	7
2.	May 28, 2018	7	4
3.	August 10, 2018	7	7
4.	November 13, 2018	7	5
5.	February 14, 2019	7	7
6.	February 19, 2019	7	7
7.	March 29, 2019	7	7

All the Directors present for all the said meetings except Sh. Onkar Nath Aggarwal, Sh. Abhiram Seth and Sh. Karun Pratap Hoon for the meeting held on May 28,2018 and Sh. Onkar Nath Aggarwal and Sh. Abhiram Seth for the meeting held on November 13, 2018 for which requisite leave of absence were granted as requested.

During the year 2018-19, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

a) The terms and conditions of appointment of the Independent Directors are disclosed on the website of the company.

b) The Board periodically reviews the compliance reports of all laws applicable to the company.

c) The details of the familiarization programme of the Independent Directors are available on the website of the company (**http://www.mgfd.com**).

d) The meetings of the Board of Directors are informed well in advance and are generally held at the Registered Office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. The notice confirming the minutes of the previous meeting and the detailed agenda for the ensuing meeting is sent invariably at least seven days in advance to all the Directors. In terms of the company's Corporate Governance policy, all significant and material information are placed before the Board to enable them to discharge their responsibilities. As per the directions of the Chairman, the Company Secretary who is also the Compliance Officer, convene the meetings.

Departmental heads of the company, in case they are required, are invited to attend the Board Meetings, to make presentations and provide clarifications. It is ensured that there are minimum number of four meetings of the Board of Directors every year to review the quarterly performance and financial results of the company.

4. **Independent Directors**

Independent Directors are Non Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Director is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. A formal letter of appointment to Independent Directors as provided in the Companies Act,2013 is available on the website of the company **viz.www.mfgltd.com .**

4(a) Re-classification to Public Category

The company has made an application to the Stock Exchanges as per regulation 31 A of SEBI(LODR) Regulations,2015 for seeking their approval for reclassification of Sh. Abhiram Seth, Independent Director wrongly appearing in the Promoter Group category to Public category. Pending approval, it is appearing in the Promoter Group category.

4(b) **Role of independent Directors**

Independent Directors bring to the company their wide experience in the field of finance, accountancy and public policy. This wide knowledge of both, their field of expertise and board room practices helps foster, varied, unbiased, independent and experienced perspectives. The company benefits from inputs in achieving its strategic directions.

Independent Directors play an important role in deliberations at the Board, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and CSR Committee. These committees function with the defined terms of reference in accordance with the Companies Act,2013, the LODR agreements and as approved by the Board from time to time. Board Members ensure that their work in other capacities do not impinge on their fiduciary responsibilities as directors of the company.

All Independent Directors of the company, at the time of their first appointment and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet with the criteria of independence as provided under Section 149(6) of the Companies Act,2013 read with Regulation 25 of SEBI(LODR) Regulations,2015. In the opinion of the Board, each Independent Director possesses appropriate balance of skills, experience and knowledge, as required.

5. Disclosure of relationships between Directors inter-se

Sh. Rajiv Gupta, Chairman & Managing Director & CEO and Smt. Arti Gupta, Joint Managing Director who are, inter-se, related to each other being husband and wife. None of the other directors is related to any other directors of the company.

6. Pecuniary Relationship

Non Executive Independent Directors have no pecuniary relationships or transactions with the company in their personal capacity except for the sitting fees drawn for attending the meetings of the Board. No meeting fee is paid for attending the Committee Meetings.

None of the Directors who serve as a Whole Time Director in any listed company serve as an Independent Director in more than three listed companies.

7. Details of equity shares of the company held by Executive and Non Executive Directors as on March 31, 2019.

Name of Director	Category	No. of Equity Shares
Sh. Rajiv Gupta	Chairman & Managing Director& CEO	22,71,865
Smt. Arti Gupta	Joint Managing Director	9,81,000
Sh. Arun Mitter	Executive Director	15732
Sh. Bharat Kumar	Non Executive Independent Director	-
Sh. Onkar Nath Aggarwal	Non Executive Independent Director	-
Sh. Abhiram Seth	Non Executive Independent Director	10298
Sh. Karun Pratap Hoon	Non Executive Independent Director	-

- As per the declarations received, none of the directors serve as an Independent Director in more than seven listed companies. Further, the Whole Time Director(s) in the company do not serve as an independent director in more than three listed companies.
- Memberships is in only Audit Committee and Stakeholders Relationship Committee in Public Limited Companies in accordance with Regulation 26 (1) (a) of SEBI(LODR) Regulations, 2015.

7(a) The important decisions taken at the committee meetings are communicated to the concerned departments. The Company Secretary(Compliance Officer) attends the committee meetings and advises on compliances with applicable laws and governance.

7(b) Re-classification to Public Category

The company has made an application to the Stock Exchanges as per regulation 31 A of SEBI(LODR) Regulations,2015 for seeking their approval for reclassification of some shareholders which constitutes 1.13 % of the total equity capital appearing in the Promoter Group category to Public category. Pending approval these are appearing in the Promoter Group category.

8. Skills/Expertise/Competence of the Board

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

i) Commercial

ii) Finance

iii) General management and Human Resources

iv) Legal, including laws related to corporate governance.

9. Evaluation of Directors and the Board

The Board of Directors has carried out an annual evaluation of its own performance, Board, Committees and individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Regulation 17 of SEBI (LODR) Regulations,2015 ("SEBI Listing Regulations")

The performance of the Board was evaluated at the year end after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc

The performance of the committees was evaluated by the board at the end of the year after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meeting, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman

was also evaluated on the key aspects of his role.

10. Separate Meeting of the Independent Directors

In terms of Section of the Companies Act,2013, during the year, as per the requirements of matters listed out in Schedule IV of the Companies Act,2013 and SEBI(LODR) Regulations, 2015 a separate meeting of the Independent Directors of the company was held on March 15, 2019 without the attendance of non independent Directors and members of the management. All the four Independent Directors were present at the meeting, wherein they had, inter-alia, reviewed the performance of Non Independent Directors and the Board as a whole reviewed the performance of the Chairman of the company, taking into account the views of the Executive Directors; and assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

11. Remuneration of Executive Directors & KMP

Remuneration Paid to Executive Directors & KMP during the year ended March 31, 2019 is as under:-

(Amount in ₹)

Name of Director	Basic salary & allowance	Perquisites	Contribution to Provident Fund	Total (₹)
Sh.Rajiv Gupta Chairman & Managing Director &CEO	25,20,000	2,38,057	3,02,400	30,60,457
Smt. Arti Gupta, Joint Managing Director	24,00,000	90,389	2,88,000	27,78,389
Sh. Arun Mitter, Executive Director	27,84,000	2,16,000	2,08,800	32,08,800
Sh. M.K. Madan, Vice President & Company Secretary & CFO	12,74,500	2,30,400	98,508	16,03,408
Total	**89,78,500**	**7,74,846**	**8,97,708**	**1,06,51,054**

Executive Directors are not paid any fees for attending Board or Committee Meetings.

12. Remuneration paid to Non Executive Directors **(Amount in ₹)**

Name of Director	*Sitting fee for attending the Board Meetings during the year ended March 31,2019
Sh. Bharat Kumar	35,000
Sh. Abhiram Seth	25,000
Sh. Onkar Nath Aggarwal	25,000
Sh. Karun Pratap Hoon	30,000
Total	**1,15,000**

* including GST

No sitting fee for attending any committee meeting was paid.

There are no pecuniary relationships or transactions entered into by the company with any of the Directors of the company except as disclosed above as regards the remuneration to the Executive Director(s) and sitting fees paid to Non Executive Independent Director(s).The company has, during the year 2018-19, paid only sitting fees to each Non Executive Independent Directors for attending the meetings of the Board of Directors @ ₹ 5000/- per meeting. No meeting fee was paid for attending any of the Committee Meetings.

13. Prevention of Insider Trading Code

In accordance with SEBI(Prevention of Insider Trading) Regulations,2015, the company has a code of conduct for Prevention of Insider Trading. All the Directors, employees and Senior Management and other employees who could have access to the Unpublished Price Sensitive Information(UPSI) of the company are governed by this code. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulation.

14. Code of Conduct for Board Members and Senior Management

The Board of Directors, has laid down the Code of Conduct for all the Board Members and members of the senior management. The code is also placed on the company's **website-www. mgfltd.com.** A Certificate from the Chairman & Managing Director, affirming compliances of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is given here under:-

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Declaration regarding Affirmation of Code of Conduct

In terms of the requirement of Part D of Schedule V of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, it is confirmed that all members of the Board and the senior management personnel have affirmed compliance of Code of Conduct for the year ended March 31, 2019.

Place: New Delhi — For and on behalf of the Board

Date: August 13, 2019 — (Rajiv Gupta)

Chairman & Managing Director & CEO

Further, the Directors and the Senior Management of the company have submitted disclosure to the Board that they do not have any material, financial and commercial transactions, that may have a potential conflict with the interest of the company at large.

15. Governance Codes

Code of Business Conduct & Ethics

In compliance of Regulation 17(5)(a) read with Regulation 26(3) of SEBI(LODR) Regulations,2015 has affirmed compliance of the Code of Conduct applicable to the Board of Directors and Senior Management team. The said code is also available on the company's website viz. **www. mgfltd.com**

16. Board /Committees:

To enable better and more focused attention on the affairs of the company, the Board has delegated responsibility to the Company Secretary to prepare a ground work for decision and report at the subsequent Board Meeting.

The Board is further assisted by various committees, namely, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and the Corporate Social Responsibility (CSR) Committee & as per SEBI (LODR) Regulations,2015, the composition, broad terms of reference and attendance of director of each committee is given hereunder:-

(a) Audit Committee

The term of reference of the Audit Committee are in line with Regulation 18 of SEBI(LODR) Regulations,2015(specified in Part C of the Schedule II) and Section 177 of the Companies Act, 2013.

As on the date of this report, this Committee is comprising of Sh. Arun Mitter,Executive Director, Sh. Bharat Kumar, Sh. Abhiram Seth, Sh. Onkar Nath Aggarwal and Sh. Karun Pratap Hoon (Non Executive Independent Directors)

Chairman:

Sh. Bharat Kumar, Non Executive Independent Director, is the Chairman of the Audit Committee.

Sh,.M.K. Madan, Compliance Officer is the convener of the Audit Committee.

Broad Terms of Reference of the Audit Committee

i) To oversee the company's financial reporting process and to ensure that the disclosure of its financial statements are sufficient and credible;

ii) Recommending the appointment of statutory auditors, fixation of audit fee and approval for payment. Discussions with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussions to ascertain any area of concern.

iii) Reviewing with the management, the quarterly, half yearly and annual financial statements before submission to the

Board for approval, with particular reference to:-

a) Matter required to be included in the Directors' Responsibility Statement & to be included in the Board's report in terms of Section 134(3) (c) of the Companies Act, 2013

b) Changes, if any, in accounting policies and practices and reasons for the same.

c) To approve/modify the transactions with the related parties and also review the statement of significant related party transactions submitted by the management.

d) Whether the audit tests are appropriate and scientifically carried out.

e) Modified opinion(s) in the draft Audit Report

iv) Compliance with listing and other legal requirements relating to financial statements.

v) Qualifications in the draft audit report, If any.

vi) Ensuring compliance with regulatory guidelines.

vii) Reviewing with the management the adequacy of Internal Control Systems and ensuring suitable follow up action, where required.

viii) To fix record date/book closure of share transfer book of the company from time to time.

ix) To evaluate the internal financial control and risk management policies/system of the company.

x) To review whistle blower mechanism of the company as per Whistle Blower Policy.

xi) To review and scrutinize the loans, investments and guarantees.

xii) To recommend to the Board the appointment, remuneration and terms of appointment of Cost Auditors and also review the Cost Audit Report.

xiii) To recommend to the Board the appointment, remuneration and terms of appointment of Internal Auditor and also review the Internal Audit Report.

xiv) Discussion with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any areas of concern.

xv) To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background.

xvi) Any other matter referred to by the Board of Directors.

The Audit Committee also mandatorily review the following information:

(1) Management discussion and analysis of financial condition and results of operations;

(2) Statement of significant related party transaction(as defined by the Audit Committee), submitted by management.

(3) Management letters/letters of internal control weaknesses issued by the Statutory Auditors;

(4) Internal audit reports relating to internal control weaknesses; and

(5) The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee.

(6) Statement of deviations:

a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation32(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).

c. The Audit Committee also looks into the matters that are specially referred to it by the Board of Directors besides loking into the mandatory requirements of SEBI(LODR) Regulations, 2015 and provisions of Section 177 of the Companies Act,2013.

During the year ended March 31,2019, the Committee met seven times detailed as under:-

Attendance of the Directors in the Audit Committee Meeting:

Sl No.	Date of Meeting	Attendance of Directors				
		Sh. Bharat Kumar	Sh. Arun Mitter	Sh. Abhiram Seth	Sh. Onkar Nath Aggarwal	Sh. Karun Pratap Hoon
1	April 23,2018	Yes	Yes	Yes	Yes	Yes
2.	May 28,2018	Yes	Yes	Yes	Yes	Yes
3.	Aug 10, 2018	Yes	Yes	Yes	Yes	Yes
4.	Nov 13, 2018	Yes	Yes	No	No	Yes
5.	Feb 14, 2019	Yes	Yes	Yes	Yes	Yes
6.	Feby 19, 2019	Yes	Yes	Yes	Yes	Yes
7.	Mar 29, 2019	Yes	Yes	Yes	Yes	Yes

Yes- attended No- not attended

None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than three listed companies.

(b) Stakeholders Relationship Committee.

This committee comprises of Sh. Rajiv Gupta, Chairman & Managing Director & CEO, Smt. Arti Gupta, Joint Managing Director, Sh. Arun Mitter, Executive Director, Sh. Bharat Kumar, Non Executive Independent Director,Sh. Abhiram Seth, Non Executive Independent Director and Sh. Karun Pratap Hoon, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Director is the Chairman of the Committee

Mr.M.K.Madan, Compliance Officer is the convener of the Committee.

Terms of Reference

The terms of reference of the committee includes enquiring into and redressing complaints of shareholders and investors and to resolve the grievances of the stakeholders of the company which are in line with Regulation 20 of SEBI(LODR) Regulations,2015(Specified in part D of the Schedule II) and Section 178 of the Companies Act, 2013).

Attendance of Directors in the Stakeholders Relationship Committee Meetings:

During the year ended March 31,2019,the Committee met three times detailed as under :-

Sl No.	Date of Meeting	Attendance of Directors					
		Sh. Abhiram Seth	Sh. Rajiv Gupta	Smt. Arti Gupta	Sh. Arun Mitter	Sh. Bharat Kumar	Sh. Karun Pratap Hoon
1.	July 16,2018	Yes	Yes	Yes	Yes	Yes	Yes
2.	Oct 23,2018	Yes	Yes	Yes	Yes	Yes	Yes
3.	Feb 12,2019	Yes	Yes	Yes	Yes	Yes	Yes

Yes- attended No- not attended

None of the Directors who serve as a Whole Time Director in any listed company serve as Independent Director in more than three listed companies.

Details of Investors complaints received during the year ended March 31, 2019

Sl No.	Description of Investor Grievances during the year	No. of Complaints
1.	Complaints pending at beginning of the year	Nil
2.	Complaints received during the Year	Nil
3.	Complaints disposed during the year	Nil
4.	Complaints unresolved at the end of the year	Nil

Number of complaints pending with the company

No complaint was received during the year ended March 31,2019

(c) Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee are in line with Regulation 19 of SEBI(LODR) Regulations,2015(Specified in Part D of the Schedule II) and Section 178 of the Companies Act,2013.

Broad Terms of reference of the Nomination and Remuneration Committee:

i) to deal with matters related to remuneration by way of salary, perquisites, benefits, etc to the Managing Director/Joint Managing Director/ Whole Time Director of the Company.

ii) to set guidelines for the salary and perks payable to senior employees of the company.

iii) The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

Membership:

Nomination and Remuneration Committee comprises of Sh. Rajiv Gupta, Chaiman & Managing Director &CEO of the company, Sh. Bharat Kumar, Non Executive Independent Director, Sh.Abhiram Seth, Non Executive Independent Director, Sh.Onkar Nath Aggarwal, Non Executive Independent Director and Sh. Karun Pratap Hoon, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Member is the Chairman of the Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee.

During the year ended March 31, 2019, the Committee met one time detailed as under:-

Attendance of the Directors in the Nomination and Remuneration Committee(NRC) Meeting.

Sl No.	Date of Meeting	Attendance of Directors				
		Sh. Abhiram Seth	Sh Rajiv Gupta	Sh Bharat Kumar	Sh. Onkar Nath Aggarwal	Sh. Karun Pratap Hoon
1.	Feb 19, 2019	Yes	Yes	Yes	Yes	Yes

Yes- attended No- not attended

(d) Risk Management Committee

Membership:

Risk Management Committee comprises of Sh. Bharat Kumar, Non Executive Independent Director, Sh. Arun Mitter, Executive Director and Sh. Abhiram Seth, Non Executive Independent Director.

Chairman:

*Sh. Arun Mitter, is the Chairman of Risk Management Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee

Broad Terms of reference of the Risk Management Committee

i) To oversee the responsibility with regard to the identification, -

ii) evaluation and mitigation of operational strategic and external environment risk.

iii) The Committee shall be responsible for reviewing and approving the risk disclosure statement in any public documents/disclosure.

iv) It will coordinate its activities with the Audit Committee in instances where there is any overlap with the audit activities.

During the year ended March 31,2019, the Committee met three times detailed as under:

Attendance of the Members in the Risk Management Committee

Sl No.	Date of Meeting	Attendance of Directors		
		Sh.Arun Mitter*	Sh. Bharat Kumar	Sh. Abhiram Seth
1.	July 18, 2018	Yes	Yes	Yes
2.	Nov13, 2018	Yes	Yes	No
3.	Feb 19,2019	Yes	Yes	Yes

Yes- attended No- not attended

*Committee reconstituted on February 19,2019 and Sh. Arun Mitter, was appointed as Chairman of the Risk Management Committee

(e) Corporate Social Responsibility(CSR) Committee

Pursuant to Section 135 of the Companies Act,2013, a Corporate Social Responsibility was formed by the Board of Directors and it consists of three Directors, namely Sh. Abhiram Seth, Non Executive Independent Director, Sh. Arun Mitter, Executive Director and Sh. Onkar Nath Aggarwal, Non Executive Independent Director and Sh. Karun Pratap Hoon, Non Executive Independent Director.

Chairman

Sh. Abhiram Seth, Non Executive Independent Director, is the Chairman of the Committee.

Sh. M.K. Madan, Compliance Officer, is the convener of the Committee

Terms of Reference of the Corporate Social Responsibility

(i) To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VI of the Companies Act,2013.

(ii) To recommend the amount of expenditure to be incurred on the activities referred in CSR Policy

(iii) To monitor the CSR Policy of the company from time to time etc.

(iv) **Corporate Social Responsibility (CSR) Policy**

As per the provisions of Section 135 of the Companies Act,2013, the company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year.

During the year ended March 31,2019, the Committee met one time detailed as under :-

Attendance in the Corporate Social Responsibility(CSR) Committee

Sl No.	Date of Meeting	Attendance of Directors			
		Sh. Abhiram Seth	Sh. Arun Mitter	Sh Onkar Nath Aggarwal	Sh. Karun Pratap Hoon
1.	March 29,2019	Yes	Yes	Yes	Yes

Yes- attended No- not attended

17. Policy for appointment and remuneration

In terms of section 178(3) of the Companies Act,2013 and Regulation 19 SEBI(LODR) Regulations,2015 and as per the Listing Agreement, entered into by the company with the Stock Exchanges, as amended from time to time, the policy on nomination and remuneration of Directors, Key Managerial Personnel(KMP), Senior Management and other employees of the company has been formulated by the Nomination and Remuneration Committee of the company and approved by the Board of Directors. The relevant extract of the aforesaid policy are given below and which is also available on the company's website **mgfltd.com.**

a. Identify persons who are qualified to become Directors, Key Managerial Personnel (KMP), Senior Management and other employees in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.

b. Carry on the evaluation of every director including Independent Directors, Key Managerial Personnel, Senior Management and other employees performance.

c. Formulate criteria for determining qualifications, positive attributes and independence of a Director.

d. Recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees.

e. Undertake any other matters as the Board may decide from time to time. the company follows a market linked remuneration policy, which is aimed at enabling the company to attract and retain the best talent. Compensation is also linked to individual and team performance as they support the achievement of corporate goals. The company does not have an Employee Stock Option Policy.

18. GENERAL BODY MEETINGS:

(a) The last three Annual General Meetings were held at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi -110030 on the following time and dates:-

AGM. No.	Year	Date	Time	Special Resolutions passed required for
86th	2016	September 28, 2016	12.15 P.M.	Re-appointment of Sh. Rajiv Gupta, CMD, Smt. Arti Gupta, JMD and Sh. Arun Mitter, ED and payment of remuneration, under Section 196,197,198, 2013 and other applicable provisions of the Companies Act,2013 and the rules made there under(including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act,2013,approval of charges for services of documents on the shareholders under Section 20 of the Companies Act,2013, Change of Articles under Section 14 and all other applicable provisions, if any, of the Companies Act,2013, Related parties transactions under Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and appointment of PCK & Associates, Cost Accountants under Section 148 of the Companies Act, 2013
87th	2017	September 26, 2017	12.30.P.M.	Appointment of M/s Jagdish Chand & Co, Chartered Accountants as Statutory Auditors, Re-appointment of M/s PCK & Associates, Cost Auditors under Section 148 of the Companies Act,2013, Related parties transactions under section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and modification in the remuneration payable to Sh.Rajiv Gupta, CMD, Smt. Arti Gupta, JMD Sh. Arun Mitter, ED.
88th	2018	September 27, 2018	12.30.P.M.	Company's contribution to Bonafide and Charitable Funds, Reclassification of Promoter Group, Appointment of Sh. Karun Pratap Hoon, Re-appointment of M/s PCK & Associates, Cost Auditors, Continuity of Non Executive Independent Director after the age of 75 years and related Party Transaction.

(b) Postal Ballot

During the financial period under review, three Special Resolutions were passed through Postal Ballot, particulars of which are set out hereunder:-

Resolution No.	Particulars of the Resolution passed	Section of the Companies Act, 2013 under which the resolution was passed
1	Re-appointment of Sh. Rajiv Gupta (DIN:00022964), Chairman & Managing Director & CEO & Payment of Remuneration for a period with effect from August 13, 2019 to August 12, 2022 & continuation of remuneration for the remaining term i.e. upto August 12, 2019 on the existing terms & conditions.	196,197 and 203 read with Regulation 17(6)(e)of SEBI (LODR)(Amendment) Regulations, 2018 applicable w.e.f.April 1, 2019

2.	Re-appointment of Smt. Arti Gupta, (DIN:00023237) Joint Managing Director & Payment of Remuneration for a period with effect from August 13,2019 to August 12, 2022 & continuation of remuneration for the remaining term i.e. upto August 12, 2019 on the existing terms & conditions.	196,197 and 203 read with Regulation 17(6)(e) of SEBI (LODR)(Amendment) Regulations, 2018 applicable w.e.f. April 1, 2019
3.	Re-appointment of Sh. Arun Mitter, (DIN:00022941) Executive Director & Payment of Remuneration for a period with effect from August 13, 2019 to August 12,2022 & continuation of remuneration for the remaining term i.e. upto August 12,2019 on the existing terms & conditions.	196,197 and 203 read with Regulation 17(6)(e)of SEBI (LODR)(Amendment) Regulations, 2018 applicable w.e.f.April 1, 2019

(i) Details of Special Resolution proposed to be conducted through Postal Ballot and procedure for Postal Ballot:

At the ensuing Annual General Meeting, there is no Special Resolution to be conducted through Postal Ballot

(c) Procedure of the Postal Ballot

The Postal Ballot process was conducted in a fair and transparent manner in accordance with the provisions of Section 110 the Companies Act,2013 and the rules framed thereunder. Ms. Anjali Yadav, Practising Company Secretary(FCS No.6628 CP No.7257) was appointed as scrutinizer for conducting the Postal Ballot Process (physical and e-voting of the Postal Ballot), together with statement setting out the material facts concerning each item of Special Business pursuant to the provisions of Section 102 of the Companies Act,2013 , Postal Ballot Form and self addressed & postage prepaid envelope were despatched to all the members of the company and all other persons entitled to receive the same. Further the company had also provided the e-voting facility to enable the members to cast their votes electronically.

The procedure for postal ballot was as per Section 110 and other applicable provisions of the Companies Act,2013 read with Rule 22 of the Companies(Management and Administration)Rules,2014. The Scrutinizer submitted her report as under:-

Sl No.	Particulars of the Resolution	Total No. of Votes	Total valid votes	Total votes rejected invalid	Votes in favour		Votes against	
					No.of shares	%	No. of shares	%
1.	Re-appointment of Sh. Rajiv Gupta (DIN:00022964), Chairman & Managing Director &CEO & Payment of Remuneration for a period with effect from August 13, 2019 to August 12,2022 & continuation of remuneration for the remaining term i.e. upto August 12,2019 on the existing terms & conditions.	91	91	Nil	1539663	99.96	600	0.04
2.	Re-appointment of Smt. Arti Gupta, (DIN:00023237) Joint Managing Director & Payment of Remuneration	91	91	NIL	1539287	99.94	976	0.06

	for a period with effect from August 13, 2019 to August 12,2022 & continuation of remuneration for the remaining term i.e. upto August 12,2019 on the existing terms & conditions.							
3.	Re-appointment of Sh. Arun Mitter, (DIN:00022941) Executive Director & Payment of Remuneration for a period with effect from August 13, 2019 to August 12, 2022 & continuation of remuneration for the remaining term i.e. upto August 12,2019 on the existing terms & conditions	91	91	NIL	1539663	99.96	600	0.04

Since out of the total voters polled 99.95% on average in respect of the above resolutions votes were cast in favour of the resolutions, the above Special Resolutions declared to have been passed with requisite majority. Based on Scrutinizer's Report, the Chairman & Managing Director & CEO declared the result of the Postal Ballot on Friday, the March 29,2019 at 6.30 p.m. at the Registered Office of the company. After declaration, the result was communicated to the Stock Exchanges and also posted to on the company's website.

19. Other Disclosures:-

a) Transaction with Non Executive Directors

The Non Executive Directors of the company do not have any material pecuniary relationship or transactions vis-a-vis company except sitting fee for attending the Board Meetings.

b) Shareholding of Directors

The shareholding details of the directors as at March 31, 2019 are included in Form MGT-9 forming part of the Directors' Report is also disclosed in item No.**7** of the Corporate Governance Report.

c) Accounting Standards/Treatment

The company has complied with the applicable Indian Accounting Standards specified u/s 133 of the Companies Act,2013. The financial statements for the year have been prepared in accordance with and in compliance of Schedule III notified by the Ministry of Corporate Affairs(MCA).

d) Number of shares pending for transfer:

No shares were pending for transfer as on March 31, 2019.

(e) Affirmations and Disclosures

The company has complied with all mandatory requirements as stipulated in schedule V(c) of the Listing Regulations. The disclosures of the compliance of Corporate requirements specified in Regulation 17 to 27 of the Listing Regulations, have been made in the Corporate Governance Report. All the details required under clauses (b) to (m) (except clause (h) which is not applicable at present of sub regulation (2) of Regulation 46 of the said Regulation are displayed on the website www. mgfltd.com

(f) Disclosure with respect to Demat Suspense Account/Unclaimed Suspense Account

The company does not have any shares in the demat suspense account or unclaimed suspense account.

g) Details of capital market non compliances, if any,

There was no non compliance by the company of any legal requirements; nor has there been any penalty/stricture imposed on the company by any Stock Exchanges, SEBI or any Statutory Authority on any matter related to capital markets during the last three years except the penalty levied by BSE during the year ended March 31,2017 which was duly reported in the Corporate Governance Report of the relevant year.

h) Disclosure to the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted

1. **The Board-** The Chairman of the company at present is Executive Director and the company has adequate facility at its Registered Office to maintain an office for the Chairman.
2. **Shareholder's Rights-** The quarterly and year to date financial statements are disseminated through Stock Exchanges, published in newspapers and also uploaded on company's website.
3. **Modified opinion(s) in audit report**- The Statutory Auditors of the company have issued an unqualified Audit Report on the Standalone Financial Results of the company for the year ended March 31,2019. However, in the case of Consolidated Financial Result, the qualified opinion has been taken on the basis of audit report submitted by the Auditors of an associate company. This has been fully explained in the Director's Report.
4. **Separate posts of Chairman & CEO-** The company, at present, has the same person as Chairman & CEO.
5. **Reporting of Internal Auditor-** The Internal Auditor Reports directly to the Audit Committee

i) Details of Compliance with mandatory requirements and adoption of the non mandatory requirements

(i) Mandatory requirements

The company has complied with all the mandatory requirements of SEBI(LODR) Regulations,2015.

(ii) Non-mandatory requirements

Adoption of non mandatory requirements in compliance of Regulation 27(1) of SEBI(LODR) Regulations,2015 is being reviewed by the Board from time to time.

j) Policy for determining 'Material Subsidiaries'

The company does not have a 'Material Subsidiary' as defined under Regulation 16(1) (c) of the Securities and Exchange Board of India(Listing Obligations and Disclosures Requirements) Regulations,2015[Listing Regulations]. The Board shall formulate a policy to determine Material Subsidiary as and when considered appropriate in the future.

k) Compliance Certificate

The CEO and CFO have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations,2015.

l) Related Party Transactions (RPTs)

The company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act,2013 in its ordinary course of business. All the RPTs are undertaken in compliance with the provisions set out in Companies Act,2013 and Regulation 23 of SEBI(LODR) Regulations, 2015. The Audit Committee and the Board of Directors of the company have formulated the policy on dealing with RPTs and a policy on materiality of RPTs which is uploaded on the website of the company. There were no materially significant transactions with related parties during the financial year. A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for its review. Omnibus approval was obtained for transactions which were repetitive in nature. The company has in place a Policy on dealing with Related Party Transactions and which has been posted on the website of the company at **www. mgfltd.com.** The company does not have a 'Material Subsidiary' as defined under Regulation 16(1) (c) of the Securities and Exchange Board of India(Listing Obligations and Disclosures Requirements) Regulations,2015[Listing Regulations]. The Board shall formulate a policy to determine Material Subsidiary as and when considered appropriate in the future.

m) Risk Management

Business risk evaluation and management is an on going process within the company. The assessment is periodically examined by the Board.

n) Disclosure of Accounting Treatment

There is no deviation in following the treatment prescribed in any Accounting Standards(AS) in the preparation of financial statements of the company. Adoption of non mandatory requirements in compliance of Regulation 27(1) of SEBI(LODR) Regulations,2015 is being reviewed by the Board from time to time.

o) **Management:**

Management Discussion and Analysis Report:

The Company has provided a detailed Management Discussion and Analysis Report in **Annexure 'B'** forming part of the Director's Report.

- **Recording Minutes of proceedings at Board and Committee meetings**

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. Draft minutes are circulated to all the members of the Board/Committee for their comments. The minutes are entered in the Minutes Book within 30(thirty) days from the conclusion of the meeting.

- There were no qualifications, reservations, observations or adverse remarks made by the Secretarial Auditor in their report.
- The company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated 15th November, 2018 is not required to be given.
- There were no instances of raising of funds through preferential allotment or qualified Institutions placement as specified under Regulation 32(7A) of the Listing Regulations.
- A certificate from M/s Anjali Yadav & Associates, Company Secretaries, as to the Directors of the company not being debarred or disqualified is annexed herewith as per **Annexure 'E'**.
- During the year 2018-19, the total fees for all services paid by the company to Statutory Auditors, M/s Jagdish Chand & Co, Chartered Accountants was ₹ 6,85,000.

Whistle Blower Policy/Vigil Mechanism

In compliance of Regulation 22 of SEBI(LODR) Regulations,2015, Whistle Blower Policy is available on the company's website viz, **mgfltd.com.**

The Company believes in the conduct of affairs in a fair and transparent manner adopting highest standards of professionalism, honesty, integrity and it is committed to developing a culture where every employee is safe to raise concerns about any poor or unacceptable practice and any event of misconduct.

a) Regulation 22(2) of SEBI(LODR Regulations,2015 has established the Whistle Blower Policy for Directors and employees to report concerns about unethical behavior actual or suspected fraud or violation of any of law or company's conduct of conduct, mismanagement, gross waste or misappropriation of company's funds.

b) Where violation does not affect an individual directly but is detrimental to the organization interest and also where individuals hesitate to report such violation out of fear and indifference, the Whistle Blower Policy provide a way for an individual to report violation without fear of victimization.

c) Whistle Blower is protected from any kind of discrimination, harassment, victimization or any other unfair employment practice.

d) The Audit Committee has been authorised to decide the case and recommend action which is deemed fit considering the gravity of the matter after completion of investigating proceedings within four weeks to the Chairman of the Audit Committee.

e) Any two members of the Audit Committee will report to the Chairman of the action to be taken.

f) The Director in all cases and employee in appropriate or exceptional cases shall have direct access with the Chairman of the Audit Committee.

g) The Company has complied with the requirements of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Schedule V of the SEBI(LODR) Regulations,2015

The company has complied with all the mandatory requirements of Listing Regulations, in respect of corporate governance which includes Mandatory and Non Mandatory requirements

CODE OF CONDUCT FOR DISCLOSURE UNDER SEBI (PROHIBITION OF INSIDER TRADING)REGULATIONS, 2015

Code of Conduct for Disclosure under SEBI (Prohibition of Insider Trading) Regulations,2015, as amended, is available on the company's **website www.mgfltd.com**

Code of Conduct for Directors and Senior Management

The Board of Directors of the company has adopted a Code of Conduct for directors and senior management and the same is available on the website of the company **i.e.http//www.mgfltd.com.**

20. Policy on Sexual Harassment of Women at Workplace(Prevention, Prohibition and Redressal) Act,2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. An internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. During the year no complaints of sexual harassment were received.

21. Nomination Facility:

Members are eligible to file their nominations against shareholdings. Nomination Forms are available at the Registered Office i.e.MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. Those interested in getting the facility of nominations may write to the Company Secretary for a copy of the prescribed Nomination Form.

22. Means of Communication

Quarterly/Half Yearly Financial Results of the company are forwarded to BSE Limited and NSE Ltd and published in Financial Express and Mahalaxmi newspapers. Half-yearly report is not sent to each household of members as the results of the company is published in the newspapers. In addition to the above, the results are also available on the company's website: **http://www.mgfltd.com** for the information of all the members.

Company has not made any presentation to any Institution Investors/Analyst during the year. Company has its own website and all the vital information relating to the company is displayed on the website. Address of the website is **http://www.mgfltd.com**

23. Prevention of Insider Trading

In compliance with the SEBI (Prohibition of insider Trading) Regulations,2015, the company has adopted Code of Practices and procedures for Fair Disclosure and Code of conduct to regulate, monitor and reporting trading by insiders. The code advise procedures to be followed and disclosures to be made, while dealing in shares of the company and cautioning them on consequences of non compliances.

24. General Shareholders Information :

Annual General Meeting : 89th Annual General Meeting

Day & Date : Wednesday, September 25, 2019

Time : 11.30 A.M.

Venue : M.P. C.U. Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054.

25. Financial Calendar :

(Tentative schedule)	
Financial reporting for the quarter ended June 30,2019	Within 45 days of the close of the quarter i.e. August 14, 2019
Financial reporting for the quarter and half ended September 30,2019	Within 45 days of the close of the quarter i.e. November 14,2019
Financial reporting for the quarter ended December 31, 2019	Within 45 days of the close of the quarter i.e. February 14,2020
Financial reporting for the quarter and year ended March 31,2020	Within 60 days of the close of the quarter i.e. May 30,2020

26. Shareholder's Information

i) Annual General Meeting : **Wednesday, the September 25, 2019 at 11.30 a.m.**

ii) Date of Book Closure : **Wednesday, the September 18, 2019 to Wednesday, the September 25, 2019 (both days inclusive)**

27. Dematerialization of Shares

93.64% of the Equity shares of the company have been dematerialized as on March 31,2019. The company's shares can be traded only in dematerialized form as per SEBI notification. The company has entered into an agreement with NSDL and CDSL whereby shareholders have the option to dematerialize their shares with either of the depositories. The company's shares are regularly traded on BSE and NSE.

28. Share Transfer System

All the requests received from shareholders for transmission, etc are processed by the Share Transfer Agent of the company within the stipulated time as prescribed in the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 or in any other applicable law.

29. Registrar and Share Transfer Agents :

In compliance with SEBI directive M/s Alankit Assignments Ltd, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055. Tel No.011- 42541234/ 23541234 are carrying on assignment of transmission process. However, keeping in view the convenience of members, documents relating to the shares are continued to be received by the company at its Registered Office, at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, Telephone Nos. 23272216-18, 23278001-02.

30. Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the members, surviving joint holders/legal heirs be furnished to the company while obtaining the services of transposition and transmission of shares.

31. Credit Rating

In view of the present business activity, credit rating from an approved Rating Agency is not applicable.

32. Compliance Officer:

Sh. M. K. Madan
Vice President & Company Secretary & CFO
(ACS-2951)
Phone No.011-23276872

33. Company Secretary:

Mr.M.K.Madan

Vice President & Company Secretary &CFO

(ACS-2951)

34. Address for Correspondence:

Registered Office:

The Motor & General Finance Limited
MGF House,4/17B,
Asaf Ali Road, New Delhi – 110 002.
Ph: 23272216-18, 23278001-02 Fax: 23274606
E-mail : **mgfltd@hotmail.com**
Website : **www.mgfltd. com.**
CIN No.**L74899DL1930PLC000208**
GST No.07AAACT2356D2ZN

35. Name and address of each Stock Exchange(s) at which the company's securities are listed and a confirmation about the payment of Annual Listing fee to each such Stock Exchange(s)

BSE Limited,

Phiroz Jee Jee Bhoy Towers,
Dalal Street, Mumbai – 400 001
Ph : 022-22721234/33
Fax : 91-22-22721278/1557/3354/3577

National Stock Exchange of India Limited

Exchange Plaza,
Plot No.C/1 G Block 5th Floor,
Bandra Kurla Complex,
Bandra, Mumbai-400051.
Ph : 022-26598235/36
Fax : 022-66418124,66418125,66418126

Annual Listing Fee for the Financial Year 2019-20 has been paid in time by the Company to Stock Exchanges viz. BSE and NSE

36. Stock Code of the Company:

BSE Limited (BSE), Mumbai

Electronic Mode : **INE 861B01015**

Scrip Name : **The Motor & General Finance Ltd**

Scrip Code : **501343**

National Stock Exchange of India Ltd(NSE)

Electronic Mode : **INE 861B01015**

Scrip Name : **The Motor & General Finance Ltd**

Scrip Code : **Motogenfin**

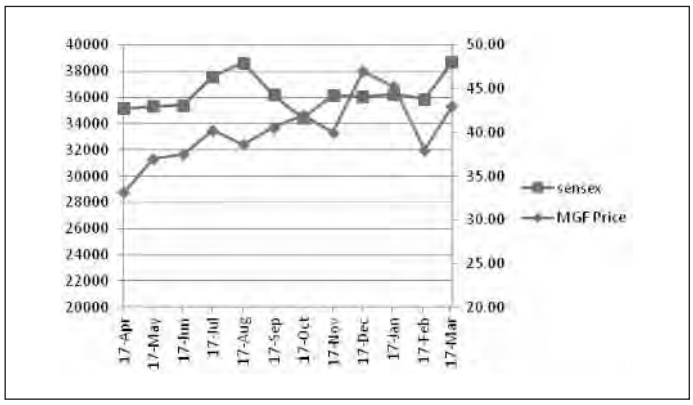
Equity shares in Demat Form: INE 861B01015

Depository Connectivity : NSDL and CDSL

37. Market Price Data: (As obtained from BSE & NSE)

	(BSE)		(NSE)	
Month & Year	**High**	**Low**	**High**	**Low**
April, 2018	50.35	33.15	46.70	38.30
May, 2018	66.00	37.00	66.80	35.95
June, 2018	44.90	37.50	43.00	37.25
July, 2018	47.00	40.25	44.70	40.00
Aug, 2018	50.45	38.60	50.00	38.20
Sep, 2018	50.50	40.60	48.00	38.60
Oct, 2018	50.95	42.00	51.80	40.10
Nov, 2018	55.80	40.00	53.90	40.00
Dec, 2018	62.80	47.00	54.90	47.00
Jan, 2019	54.90	45.20	53.00	46.55
Feb, 2019	51.05	38.00	49.90	39.00
Mar, 2019	60.95	43.00	58.80	43.95

Performance in comparison to broad–based indices such as BSE Sensex, CRISIL Index, etc:



Category of Shareholding as on March 31, 2019

S.No	Category	No. of Shares held	% of Shareholding
A	**Promoters ***	12852573	66.375%
B	**Non Promoter Holding**	-	-
	Mutual Funds and UTI	-	-
	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non Government Institutions)	217851	1.125%
C	**Others**		
	Private Corporate Bodies	350370	1.809%
	Indian Public	4687168	24.206%
	NRIs/OCBs/FIIs/Trust/Custodian	1255633	6.485%
	Total	**19363595**	**100.00%**

* includes persons acting in concert.

38. Distribution of Company's Shareholding as on March 31, 2019:

Category	Shareholders			No. of Shares(₹ 10/- per share)			Percentage(%)		
	Physical	Demat	Total	Physical	Demat	Total	Physical	Demat	Total
Upto 5000	3470	3803	7273	3866870	4104310	7971180	2.00%	2.12%	4.12%
5001-1000	132	298	430	960720	2384600	3345320	0.50%	1.23%	1.73%
10001-20000	61	165	226	866460	2501890	3368350	0.45%	1.29%	1.74%
20001-30000	25	62	87	627330	1621440	2248770	0.32%	0.84%	1.16%
30001-40000	12	21	33	434110	761310	1195420	0.22%	0.39%	0.62%
40001-50000	7	25	32	318990	1167770	1486760	0.16%	0.60%	0.77%
50001-100000	21	44	65	1299420	3125400	4424820	0.67%	1.61%	2.29%
100000 & above	14	65	79	3939020	165656310	169595330	2.03%	85.55%	87.58%
Total	3742	4483	8225	12312920	181323030	193635950	6.36%	93.64%	100.00%

38(a) In case the securities are suspended from trading, the Director's Report shall explain the reason of:

Not Applicable

39. Details of Total Fees paid to Statutory Auditors

The details of total fees for all services paid by the company on consolidated basis, to the statutory auditors and all entities in the network entity of which statutory auditors is a part, are as follows:-

(Amount in ₹)

Particulars	For the financial year ended March 31, 2019	For the financial year ended March 31, 2018
Audit Fee	3,25,000	3,25,000
Limited Review	75,000	75,000
Other Services	2,85,000	75,000
Total	**6,85,000**	**4,75,000**

40. Certification of Financial Reporting and Internal Controls / (CEO/CFO certificate)

In accordance with SEBI(LODR) Regulations, 2015, Sh. Rajiv Gupta, Chairman & Managing Director &CEO and Sh. M.K. Madan, Vice President & Company Secretary &CFO of the company , have inter-alia, certified and confirmed to the Board about the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the Audit Committee.

41. Going Concern

The directors are satisfied that the company has adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the Going Concern basis in preparing the financial statements.

42. Outstanding GDRs/ADRs/Warrants/Options or any Convertible instrument, conversion date and likely impact on Equity:

As on March 31,2019 - NIL

43. Commodity price risk or foreign Exchange risk and hedging activities

As on March 31,2019 - NIL

44. Dividend Payment

No dividend has been declared after financial year ended 2010-11.

45. Compliance:

A certificate has been obtained from the Statutory Auditors of the company regarding compliance of conditions of Corporate Governance and is attached to this report.

By Order of the Board
for **THE MOTOR & GENERAL FINANCE LIMITED**

Place: New Delhi
Date: August 13, 2019

Rajiv Gupta
Chairman & Managing Director
& Chief Executive Officer(CEO)
DIN:00022964

Arti Gupta
Joint Managing Director
DIN:00023237

COMPLIANCE CERTIFICATE BY THE AUDITORS PURSUANT TO CHAPTER IV OF SEBI(LODR) REGULATIONS, 2015

To
The Members of
The Motor & General Finance Limited

1. The Corporate Governance Report prepared by **The Motor & General Finance Limited** (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2019. This report is required by the Company for annual submission to the stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.

8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019, referred to in paragraph 1 above.

Other Matters and Restriction on Use

10. This Certificate 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.

11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

for **JAGDISH CHAND & CO.**
Firm Registration Number: 000129N
Chartered Accountants

(Pawan Kumar)
Partner
Membership Number: 511057
UDIN: 19511057AAAAAS6943

Date: August 13, 2019
Place of Signature: New Delhi

ANNEXURE 'B' TO THE DIRECTOR'S REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENTS

The company's main business activity is leasing & development of real estate. During the year, in respect of project at Shalimar Place, Shalimar Bagh, New Delhi, the company's concern is to focus on achieving the maximum return on the investment.

FINANCIAL

The company's Standalone Financial Results during the year is shown below:-

(₹ in lacs)

Financial Results	Year ended March 31, 2019	Year ended March 31, 2018
Gross Profit before depreciation, finance cost and provisioning	**(149.49)**	340.71
Less: Finance Cost	**125.89**	389.34
Less: Depreciation including impairment and property reserves	**145.87**	117.35
Profit /(Loss) before exceptional items and tax	**(421.25)**	(165.99)
Exceptional Items	**-**	-
Profit /(Loss) before, tax	**(421.25)**	(165.99)
Tax expense	**(101.99)**	(93.30)
Profit(/Loss) for the year	**(319.26)**	(72.69)
Other Comprehensive income(net of tax)	**0.16**	3.87
Total comprehensive income for the year	**(319.10)**	(68.82)

Opportunities & Threats, Risk & Concerns, Performance and Outlook

Risk & Concerns

Your company has drawn Risk Management Policy which provides identification of Risk and measures to mitigate the same. The Risk assessment and mechanism to minimize the same is constantly reviewed by the Audit Committee from time to time. The procedures are also periodically reviewed to ensure that management control risk through means of properly defined frame work.

Internal Control System and their adequacy

The internal control systems of the company are effective and adequate for business processes with regards to efficiency of the operations, compliance with applicable laws and regulations, financial reporting and controls, among others, that are commensurate with the size and complexities of the operations. These are regularly tested for their effectiveness by the statutory as well as the internal auditors. The internal control systems have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information. The internal auditors review the adequacy, integrity and reliability of the internal control systems and suggest improvements in its effectiveness. The internal audit team conducts extensive reviews covering financial operational and compliance controls and risk mitigation. Process improvements identified during the reviews are communicated to the management on a on going basis. Significant observations made by the internal auditors and the follow up actions thereon are reported to the Audit Committee. The Audit Committee monitors the implementation of the audit recommendations.

Human Sources

Your company always regards human resources as its most valuable asset and continuously evolves policies and process to attract and retain its substantial pool of managerial resources through friendly work environment that encourage initiatives by individuals and recognizes their performance.

Disclaimer

Certain Statements in the Management Discussions and Analysis describing the company's reviews about the industry, expectations, objectives, etc may be understood within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors such as industrial relations and economic developments, etc may further influence in company's operations or performance.

COMPLIANCE CERTIFICATE BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER UNDER REGULATION 17(8) OF SEBI(LODR) REGULATIONS, 2015

A. We have reviewed Standalone and Consolidated Financial Statements and the cash flow statement for the year and that to the best of our knowledge and belief that:-

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

B. There are to the best of their knowledge and belief, no transactions entered into by the listed entity during the year ended March 31,2019 which are fraudulent, illegal or in violation of the company's Code of Conduct.

C. We accepted responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, in which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee

(1) significant changes in internal controls over financial reporting during the year.

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the entity's internal control systems over financial reporting.

for THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER(CEO)
DIN:00022964

for THE MOTOR & GENERAL FINANCE LTD

(M.K. MADAN)
VICE PRESIDENT & CO.SECRETARY
& CHIEF FINANCIAL OFFICER (CFO)
(ACS-2951)

Place: New Delhi
Date: August 13, 2019

D E C L A R A T I O N

As provided under Regulation 34(3) and 53(f) and read with Para D of Schedule V of SEBI(LODR) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2019.

For THE MOTOR & GENERAL FINANCE LTD

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR
& CHIEF EXECUTIVE OFFICER (CEO)
DIN:00022964

Place : New Delhi
Date : August 13, 2019

(Annexure 'B 1')

FORM NO. AOC 1

(Pursuant to first proviso to sub section (3) of Section 129 read with Rules 5 of the Companies(Accounts)Rules, 2014) related to Associate Company/ies and Joint Ventures

	Name of Associate Company	India Lease Development Ltd	Jayabharat Credit Ltd
1.	Latest Audited Balance Sheet Date	March 31,2019	March 31,2019
2.	Date on which the Associates were associated or acquired	November 6,1994	April 1,2002
3.	Shares of Associate companies held by the company on the year end		
	a) Number	4,60,08,840 equity shares of ₹10/- each fully paid up	21,72,300 equity shares of ₹ 10/- each fully paid up
	b) Amount of Investment in Associate companies (net of impairment)	₹ 3,94,13,208	NIL
	c) Extent of holdings (5%)	31.35%	43.45%
4.	Description of how there is significant influence	By holding of 31.35% equity shares of India Lease Development Ltd	By holding 43.45% equity shares of Jayabharat Credit Ltd
5.	Reason why the joint venture is not consolidated	Not applicable	Not applicable
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	₹ 2,39,87,275	(₹ 23,68,28,864)
7.	Profit/(loss) for the year		
	(i) Considered in consolidation	(₹ 11,92,424)	NIL
	(ii) Not considered in consolidation	NIL	(₹ 26,35,31,022)

Annexure 'B 2'

Form No.AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section(1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not on an arm's length basis.

All the transactions entered into by the company during the year with related parties were on an arm's length basis.

2. Details of material contracts or arrangements or transactions on an arm's length basis.

The transactions entered into by the company during the year with related parties were on an arm's length basis & were not material in nature.

(RAJIV GUPTA)
CHAIRMAN & MANAGING DIRECTOR & CEO
DIN:00022964

Place :New Delhi
Date : August 13, 2019

Annexure 'C'

Form No.MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on March 31, 2019

(Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

I. Registration & Other Details

1.	CIN	:	L74899DL1930PLC000208
2.	Registration Date	:	March 20,1930
3.	Name of the Company	:	The Motor & General Finance Ltd
4.	Category/sub-category of the company	:	Company Limited by Shares/Indian Non Government Company
5.	Address of the Registered Office & contact details	:	MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 Phone No.011-23272216-18/23278001-02, Fax No.23274606 **Website: http://www.mgfltd.com, Email-mgfltd@hotmail.com**
6.	GST Number	:	GSTIN:07AAACT2356D2ZN

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) Leasing & Development of real estate

III. Particulars of Holding, Subsidiary and Associate Companies

Sl No.	Name and address of the Associate Companies	CIN/GIN	Holding /Subsidiary /Associate	% of shares held	Applicable section
1	Jayabharat Credit Ltd	L66000MG1943PLC003899	Associate	43.45	2(6)
2	India Lease Development Ltd	L74899DL1984PLC019218	Associate	31.35	2(6)

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

I. Category-wise Share holding

Category Code	Category of Shareholder	No. of Shares held of the beginning of the year (As on April 1, 2018)				No. of Shares held of the beginning of the year (As on April 1, 2019)				% Change during the year
(I)	(II)	(V)		(IV)		(V)		(IV)		
(A)	*Shareholding of Promoter and Promoter Group2									
(1)	Indian									
(a)	Individual / Hindu Undivided Family	5859155	61708	5920863	30.58%	5859155	62408	5921563	30.58%	0.00%
(b)	Central Government / State Government(s)									-
(c)	Bodies Corporate	6616529	0	6616529	34.17%	6851671	79339	6931010	35.79%	1.62%
(d)	Financial Institutions / Banks									-
(e)	Any other (specify)									-
	Sub - Total (A) (1)	**12475684**	61708	**12537392**	64.75	**12710826**	141747	**12852573**	66.37	1.62%
(2)	Foreign									
(a)	Individual (Non Resident Individual / Foreign Individual									-
(b)	Bodies Corporate									-
(c)	Institutions									-
(d)	Any other (specify)									-
	Sub -Total (A) (2)									**-**
	Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)	**12475684**	**61708**	**12537392**	**64.75**	**12710826**	**141747**	**12852573**	**66.37**	**1.62%**
(B)	Public Shareholding3									
(1)	Institutions									
(a)	Mutual Funds / UTI									
(b)	Financial Institutions / Banks	0	1138	1138	0.00%	0	1138	1138	0.00%	0.00%
(c)	Central Government/ State Government(s)	11928	-	11928	0.06%	216713	-	216713	1.12%	1.06%
(d)	Venture Capital Funds									
(e)	Insurance Companies									
(f)	Foreign Institutional Investors	514447	0	514447	2.66%	514447	0	514447	2.66%	0.00%
(g)	Foreign Venture Capital Investors									
(h)	Any other (specify)	6000	0	6000	0.03%	6000	0	6000	0.03%	0.00%
	Sub - Total (B) (1)	**532375**	**1138**	**533513**	**2.75%**	**737160**	**1138**	**738298**	**3.81%**	**1.06%**
(2)	Non - Institutions									
(a)	Bodies Corporate	335112	37620	372732	1.92%	313750	30620	344370	1.78%	-0.14%
(b)	Individual :-									
	(i) Individual shareholders holding nominal share capital upto Rs.1 lakh.	1692242	1012463	2704705	13.97	1536027	894473	2430500	12.55%	-1.42%
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	1933540	156333	2089873	10.79%	1923830	156333	2080163	10.74%	-0.05%
(c)	Any other (specify)									
	(i) NRI	166335	6981	173316	0.89%	160898	6981	167879	0.87%	0.02%
	(ii) TRUST	573307	0	573307	2.96%	573307	0	573307	2.96%	0.00%
	(iii) Resident HUF	182849	0	182849	0.94%	176505	0	176505	0.91%	0.03%
	(iv) OTHERS (IEPF)	195908	0	195908	1.01%	0	0	0	0.00%	1.01%
	Sub - Total (B) (2)	**5079293**	1213397	**6292690**	32.50%	**4684317**	1088407	**5772724**	29.81%	-2.69%
	Total Public Shareholding	**5611668**	**1214535**	**6826203**	**35.25%**	**5421477**	**1089545**	**6511022**	**33.62%**	**-1.63%**
	(B) = (B) (1) + (B) (2)									
	Total (A) + (B)	**18087352**	**1276243**	**19363595**	**100%**	**18132303**	**1231292**	**19363595**	**100%**	**0.00%**
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
C1	Promoter and Promoter group	0	0	0	0.00%	0	0	0	0.00%	0.00%
C2	Public	0	0	0	0.00%	0	0	0	0.00%	0.00%
	TOTAL C = C1+C2	**0**	0	**0**	0.00%	**0**	0	**0**	0.00%	0.00%
	Grand Total (A)+(B)+(C)	**18087352**	**1276243**	**19363595**	**100%**	**18132303**	**1231292**	**19363595**	**100%**	**0.00%**

ii. Shareholding of Promoters :-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in
	Sh./Smt.	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 total shares	shareholding during the year
1	ARTI GUPTA / RAJIV GUPTA	981000	5.07%	0.00%	981000	5.07%	0.00%	0.00%
2	ARTI GUPTA / RAJIV GUPTA (D/O.LATE RAM PRAKASH)	734487	3.79%	0.00%	734487	3.79%	0.00%	0.00%
3	ARUN MITTER	10606	0.05%	0.00%	15732	0.08%	0.00%	0.03%
4	ISHAN VERMA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
5	KRISHNAV VERMA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
6	RAJIV GUPTA / ARTI GUPTA	2271865	11.73%	0.00%	2271865	11.73%	0.00%	0.00%
7	SAIESHA GUPTA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
8	SHRADHA GUPTA	100000	0.52%	0.00%	100000	0.52%	0.00%	0.00%
9	SHILPA GUPTA	131089	0.68%	0.00%	131089	0.68%	0.00%	0.00%
10	SIDDHARTH GUPTA	137389	0.71%	0.00%	137389	0.71%	0.00%	0.00%
11	SUMANA VERMA	500000	2.58%	0.00%	500000	2.58%	0.00%	0.00%
12	USHA MITTER	1092	0.01%	0.00%	0	0.00%	0.00%	-0.01%
13	VED PRAKASH GUPTA HUF	200348	1.03%	0.00%	200348	1.03%	0.00%	0.00%
14	VISHWA MITTER	2520	0.01%	0.00%	0	0.00%	0.00%	-0.02%
15	VISHWA MITTER HUF	814	0.00%	0.00%	0	0.00%	0.00%	0.00%
16	ABHIRAM SETH*	10298	0.05%	0.00%	10298	0.05%	0.00%	0.00%
17	ISHIKA SETH*	46676	0.24%	0.00%	46676	0.24%	0.00%	0.00%
18	NEERU AGGARWAL / SHARAD AGGARWAL	140084	0.72%	0.00%	140084	0.72%	0.00%	0.00%
19	PUNAM AGGARWAL	11127	0.06%	0.00%	11127	0.06%	0.00%	0.00%
20	RADHIKA SETH*	147181	0.76%	82.11%	147181	0.76%	82.11%	0.00%
21	RADHIKA SETH / ABHIRAM SETH*	6319	0.03%	63.30%	6319	0.03%	63.30%	0.00%
22	SHARAD AGGARWAL	133120	0.69%	0.00%	133120	0.69%	0.00%	0.00%
23	TANMAYE SETH*	9895	0.05%	0.00%	9895	0.05%	0.00%	0.00%
24	UMA AGGARWAL	44953	0.23%	0.00%	44953	0.23%	0.00%	0.00%
25	BAHUBALI SERVICES LIMITED	4094800	21.15%	0.00%	4094800	21.15%	0.00%	0.00%
26	GEE GEE HOLDINGS (P) LIMITED	319517	1.65%	0.00%	532197	2.75%	0.00%	1.10%
27	GROSVENOR ESTATES (P) LIMITED	220000	1.14%	0.00%	220000	1.14%	0.00%	0.00%
28	INDIA LEASE DEVELOPMENT LIMITED	540000	2.79%	0.00%	540000	2.79%	0.00%	0.00%
29	RAM PRAKASH & CO.(P) LTD	782630	4.04%	0.00%	782630	4.04%	0.00%	0.00%
30	MGF ESTATES (P) LIMITED	413373	2.13%	0.00%	413373	2.13%	0.00%	0.00%
31	ASSOCIATED TRADERS & ENGG.(P) LTD	246209	1.27%	0.00%	348010	1.80%	0.00%	0.53%
	TOTAL	12537392	64.74%	145.41%	12852573	66.37%	145.41%	1.63%

* Pending approval of Stock Exchange(s) for re-classification to Public category, it is being shown in Promotor category.

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

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
	Sh./Smt.	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	RAJIV GUPTA / ARTI GUPTA				
	At the beginning of the year	2271865	11.73%	2271865	11.73%
	Off/Market purchase during the year	0	0.00%	0	0.00%
	At the end of the year	2271865	11.73%	2271865	11.73%

iv Shareholding Pattern of top ten (10) shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
	Sh./Smt.	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ASHOK VISWANATHAN	660546	3.41%	666805	3.44%
2	DAULAT RAM COLLEGE SOCIETY	573307	2.96%	573307	2.96%
3	ATYANT CAPITAL MANAGEMENT LTD	514447	2.66%	514447	2.66%
4	VENKATARAMAN S	304200	1.57%	305100	1.58%
5	ANJALI GUPTA	202703	1.05%	202703	1.05%
6	HINDUSTAN COMM.INV.TRUST LTD	200000	1.03%	200000	1.03%
7	INVESTOR EDUCATION & PROTECTION FUND (IEPF)	195908	1.01%	195908	1.01%
8	SHANTA K MOHAN	119338	0.62%	119338	0.62%
9	SIDDHANT AGGARWAL	110000	0.57%	110000	0.57%
10	SUJATA SHARMA	100704	0.52%	100704	0.52%

v Shareholding of Directors and Key Managerial Personnel

Sl No.	Particulars	Shareholding of the beginning of the year		Cumulative Shareholding during the year	
	Sh./Smt.	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RAJIV GUPTA / ARTI GUPTA				
	At the beginning of the year	2271865	11.73%	2271865	11.73%
	Off/Market purchase during the year	0	0.00%	1380	0.00%
	At the end of the year	2271865	11.73%	2271865	11.73%

2	**ARTI GUPTA/RAJIV GUPTA**				
	At the beginning of the year	981000	**5.07%**	981000	**5.07%**
	Off/Market purchase during the year	0	**0.00%**	0	**0.00%**
	At the end of the year	981000	**5.07%**	981000	**5.07%**
3	**ARUN MITTER**				
	At the beginning of the year	10606	**0.05%**	10606	**0.05%**
	Off/Market purchase during the year	5126	**0.03%**	5126	**0.03%**
	At the end of the year	15732	**0.08%**	15732	**0.08%**
4	**M.K. MADAN/ROHIT MADAN/ SANDEEP MADAN**				
	At the beginning of the year	1429	**0.01%**	1429	**0.01%**
	Off/Market purchase during the year	0	**0.00%**	0	**0.00%**
	At the end of the year	1429	**0.01%**	1429	**0.01%**

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment (Amount in ₹)

Particulars	**Secured Loans excluding deposits**	**Unsecured Loans**	**Deposits**	**Total Indebtedness (₹)**
Secured Loan				
1. Bank Overdraft	4,10,28,688	-	-	4,10,28,688
2. Vehicle Loan	13,82,757	-	-	13,82,757
Advances				
Amount outstanding dues to related parties	-	-	24,18,00,000	24,18,00,000
Security Deposits outstanding	**-**	-	1,15,89,910	1,15,89,910
Total	4,24,11,445	-	25,33,89,910	29,58,01,355

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration of Executive Directors & KMP

Remuneration Paid to Executive Directors & KMP during the year ended March 31, 2019 is as under:- **(Amount in ₹)**

Name of Director	Basic salary & allowance	Perquisites	Contribution to Provident Fund	Total(₹)
Sh.Rajiv Gupta Chairman & Managing Director &CEO	25,20,000	2,38,057	3,02,400	30,60,457
Smt. Arti Gupta, Joint Managing Director	24,00,000	90,389	2,88,000	27,78,389
Sh. Arun Mitter, Executive Director	27,84,000	2,16,000	2,08,800	32,08,800
Sh. M.K. Madan, Vice President & Company Secretary & CFO	12,74,500	2,30,400	98,508	16,03,408
Total	**89,78,500**	**7,74,846**	**8,97,708**	**1,06,51,054**

Executive Directors are not paid any fees for attending Board or Committee Meetings.

Remuneration paid to Non Executive Directors **(Amount in ₹)**

Name of Director	*Sitting fee for attending the Board Meetings during the year ended March 31,2019
Sh. Bharat Kumar	35,000
Sh. Abhiram Seth	25,000
Sh. Onkar Nath Aggarwal	25,000
Sh. Karun Pratap Hoon	30,000
Total	**1,15,000**

* including GST

No sitting fee for attending any committee meeting was paid.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding feed imposed	Authority (RD/NCLT/ Court	Appeal made, if any (give Details)
A. Company	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding					
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other officers in default	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding					

VIII. EXECUTIVE DIRECTOR & KMP IN CORPORATE GOVERNANCE REPORT

The ratio of remuneration of Chairman & Managing Director & CEO, Joint Managing Director, Executive Director and Company Secretary to the median remuneration of the employees of the company for the financial year ended March 31, 2019 is as under:-

Sl No.	Name of Director	Designation	Ratio	Increase in remuneration over previous Financial Year(in %)
1.	Sh. Rajiv Gupta	Chairman & Managing Director &CEO	2.73:1	(1.02)
2.	Smt. Arti Gupta	Joint Managing Director	2.47:1	0.28
3.	Sh. Arun Mitter	Executive Director	2.85:1	(0.06)
4.	Sh. M.K. Madan	Vice President & Co. Secretary- KMP	1.43:1	6.33

The percentage increase in the median remuneration of employees in the financial year ended March 31, 2019 : 11.26%

The number of permanent employees on the rolls of company during the year : 23

Gross remuneration to employees for the year 2018-19 has not exceeded the total remuneration paid to any of the Directors.

The remuneration of the Directors, Key Managerial Personnel and other employees is in accordance with the remuneration Policy of the company provided under the Report on Corporate Governance which forms part of the Report and Accounts.

Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the company

The company had paid the minimum remuneration to the Managerial Personnel in accordance with Paragraph A of Section II of Part II of Schedule V of the Companies Act,2013 and as such, the same is not comparable with the operations of the company and the for the purpose of median remuneration of the employees.

Annexure 'D'

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To,
The Members,
The Motor & General Finance Limited
MGF House, 4/17-B,
Asaf Ali Road,
New Delhi-110002

I, Anjali Yadav, Proprietor of Anjali Yadav & Associates, Company Secretaries have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Motor & General Finance Limited** (CIN: L74899DL1930PLC000208) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 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 .

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 and made available to me, according to the provisions of:

i. The Companies Act, 2013 (as amended) ('the Act') and the Rules made thereunder;

i. The Securities Contracts (Regulation) Act, 1956(as amended) and the Rules made thereunder;

iii. The Depositories Act, 1996 (as amended) and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 (as amended) and the rules and regulations made thereunder to the extent of Foreign Direct Investment Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(as amended):-

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

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009(as amended);

   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- ***Not applicable to the Company during the audit period***

   (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(as amended):-***Not applicable to the Company during the audit period***

   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - ***Not applicable to the Company during the audit period.***

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

(a) Secretarial Standard1 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India;

(b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015(as amended);

During the audit period, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

All decisions at the Board Meetings and Committee Meetings were carried out unanimously as recorded in the Minutes of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on the review of the compliance reports and the certificates of the Company Executivetaken on record by the Board of Directors of the Company, in my opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as **Annexure 'D1'** and forms an integral part of this Report..

For Anjali Yadav & Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No. 6628
C P No. 7257

Place: New Delhi
Date: August 8, 2019

Annexure 'D1'

To
The Members,
The Motor & General Finance Limited
MGF House 4/17-B, Asaf Ali Road
New Delhi 110002

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about eh 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. I believe that the process and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records Cost Records and Books of Accounts of the Company.
4. Wherever required, I 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. My 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.

For Anjali Yadav& Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No. 6628
C P No. 7257

Place : Delhi
Date : August 8, 2019

Annexure 'E'

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members,
The Motor & General Finance Limited
MGF House 4/17-B, Asaf Ali Road
New Delhi 110002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The Motor & General FinanceLimited having CIN L74899DL1930PLC000208 and having registered office at MGF House 4/17-B, Asaf Ali Road , New Delhi - 110002(hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in company
1	Arun Mitter	00022941	02/01/2002
2	Rajiv Gupta	00022964	14/04/1988
3	Arti Gupta	00023237	22/06/2006
4	Abhiram Seth	00176144	29/04/2006
5	OnkarNathAggarwal	00629878	31/12/2005
6	Bharat Kumar	01090141	19/03/2002
7	Karun Pratap Hoon	05202566	18/10/2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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 Anjali Yadav & Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No. 6628
C P No. 7257

Date: May 24, 2019
Place: Delhi

Annexure 'F'

To,

The Board of Directors
The Motor & General Finance Limited
MGF House 4/17-B, Asaf Ali Road
New Delhi 110002

Dear Sir,

Secretarial Compliance Report for the financial year ended March 31, 2019

I have been engaged by **The Motor & General FinanceLimited** having its registered office at MGF House 4/17-B, Asaf Ali Road, New Delhi 110002whose equity shares are listed on National Stock Exchange [Symbol: MOTOGENFIN-] and BSE Limited [Security Code: 501343] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 as amended read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by ICSI. Secretarial Compliance Report is enclosed herewith.

Secretarial Compliance Report of THE MOTOR & GENERAL FINANCE LIMITED for the financial year ended March 31, 2019

I have examined:

(a) all the documents and records made available to us and explanation provided by **THE MOTOR & GENERAL FINANCE LIMITED** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

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

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not applicable as there was no reportable event during the period under the Review];**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**[Not applicable as there was no reportable event during the period under the Review];**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not applicable as there was no reportable event during the period under the Review];**

(g) Securities and Exchange Board of India(Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;**[Not applicable as there was no reportable event during the period under the Review];**

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

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges *(including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if an
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:**[Notapplicable as this being the First Report];**

For Anjali Yadav & Associates
Practising Company Secretaries

Anjali Yadav
Proprietor
FCS No. 6628
CP No. 7257

Place : Delhi
Date : May 24, 2019

Annexure 'G'

Corporate Social Responsibility (CSR)

[Pursuant to clause 3(o) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility)Rules,2014]

1. A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web link to the CSR Policy and projects or programmes. The Board of Directors have adopted the CSR policy to undertake school development activities so that it is in a position to promote education to young children and conservation and renovation of school building and class rooms differently.

2. The CSR Committee comprises of four Directors, namely Sh. Abhiram Seth, Sh, Arun Mitter, Sh. Onkar Nath Aggarwal and Sh, Karun Pratap Hoon. Out of four Directors, three Directors are Non Executive Independent Directors.

3. Sh. Abhiram Seth, Non Executive Independent Director, is the Chairman of the Corporate Social Responsibility Committee.

4. Average net profits of the company for last three financial years

5. Prescribed CSR Expenditure(two per cent of the amount as)

6. Details of CSR spent during the financial year

   (a) Total amount to be spent for the financial year - Nil

   (b) Amount unspent, if any; - Nil

Not Applicable
[Refer Page 8 of the Director's Report under the heading Corporate Social Responsibility (CSR)]

7. We state that the implementation and monitoring of the CSR policy, is in compliance with CSR objectives and policy of the company.

.

Sd/-
CHAIRMAN OF CSR COMMITTEE

INDEPENDENT AUDITOR'S REPORT

To The Members of The Motor & General Finance Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of The Motor & General Finance Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the standalone financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and its loss, total comprehensive loss, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No	Key Audit Matters	Auditor's Response
1.	**Recoverability of carrying amounts of investments in associates and other entities**	**Audit Procedure Applied**
	Refer to note No. 5 to the standalone financial statements. The Company has investments in Associates and other entities which are listed on Stock Exchange in India. These investment are valued at fair value based on market information. Therefore, the valuation of the investments has a significant impact on the financial results of Company. Management performed assessment at the end of each reporting period whether there is any indication that investments in associates and other entities may be impaired. Should indication of impairment exists, an impairment assessment will be performed accordingly. The recoverable amounts of investments in associates are assessed by current market price of the listed entity on stock exchange. Management has concluded that there is a reversal of impairment in respect of investments in associates as at 31st March 2019. This area is significant to our audit because of the significance of the carrying amounts of the investment and results of impairment	We have obtained an understanding on the Company's policies and procedures to identify impairment indicators on investments in associates and other entities, and performed the following procedures in relation to management's impairment assessment: • evaluated the internal sources and external sources of information to identify impairment indications, if any;· • determining the existence of the investments by obtaining an external confirmation from the custodian· • Recalculation of amounts recognised as impairment, on the basis of latest available information from stock exchanges· • Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment

	assessment and the significant management judgement involved in determining the value of investment.	
2.	**Company's Investment in Investment Property**	**Audit Procedure Applied**
	Investment Properties is significant to our audit due to their magnitude and their value. Refer to note no. 4 to the standalone financial statements.	We have obtained an understanding on the Company's policies and procedures to identify investments of company in investment properties. • verified accurate and complete initial recognition of the investment property portfolio by agreeing the recorded amounts to external documents such as purchase agreements and transfer deeds • Verification of lease deed executed for lease out of properties for earning rental income • Verified whether the transactions were recorded as required by the applicable accounting principles. • Assessed the appropriateness of the disclosures relating to the assumptions, as we consider them likely to be important to users of the financial statements • Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment

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

The Company's Board of Directors are responsible for other information. The other information comprises the Director's Report, Management Discussion and Analysis and Corporate Governance Report but does not include the standalone financial statements and our auditor's report thereon.

The Director's Report, Management Discussion and Analysis and Corporate Governance Report are expected to be made available to us after the date of this auditor's report.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

   d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards(Ind AS) prescribed under Section 133 of the Act.

   e) On the basis of the written representations received from the Directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 standalone financial statements –Refer Note No.30

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March, 2019

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2019.

2. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government in terms of sub-section (11) of Section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

Pawan Kumar
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1(f) of the Independent Auditors' Report of even date to the members of **The Motor & General Finance Limited** on the standalone financial statements for the year ended 31st March, 2019

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

We have audited the internal financial controls over financial reporting of The Motor & General Finance Limited ("the Company") as of 31st March, 2019 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 Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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 deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and

evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 31st March, 2019, 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 **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

Pawan Kumar
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 of the Independent Auditors' Report of even date to the members of The Motor & General Finance Limited on the Standalone Financial Statements as of and for the year ended 31st March, 2019

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

(b) The fixed assets of the Company have been physically verified by the Management during the year. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.

(c) The title deeds of immovable properties, as disclosed in Note No. 3 & 4 on fixed assets to the financial statements, are held in the name of the Company.

ii. The physical verification of inventory comprising of stock in trade of commercial project has been conducted at reasonable intervals by the Management during the year. There were no discrepancies noticed on physical verification of inventory as compared to book records.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)a, (iii)b and (iii)c of the said Order are not applicable to the Company.

iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products/ Services. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the records of the Company and information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, Investor education and protection fund, goods and service tax, service tax and other material statutory dues applicable to it with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of employees state insurance, Income Tax, goods and service tax, service tax, as at 31st March, 2019 which have not been deposited on account of a dispute are as follows:

Name of the Statute	Nature of the Due	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Finance Act	**Service Tax**	**6,82,986**	**2007-08** **2008-09**	**Commissioner of Service Tax**
Employees State Insurance Act	**Employees State Insurance**	**74,75,606/-**	**1989-90 to 2012-2013**	**Civil Court at Delhi**
NDMC Act	**Property Tax**	**1,62,15,990/-**	**1999-00 to 2016-17**	**Hon'ble High Court, Delhi**
DMC Act	**Property Tax**	**96,23,152/-**	**2004-05 to 2009-10**	**Hon'ble Municipal Taxation Tribunal**

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government. The company has not issued any debentures during the year.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments). Term loans have been applied for the purposes for which they were obtained.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. 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.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. 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.

For **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

Pawan Kumar
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

STANDALONE BALANCE SHEET AS AT MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

PARTICULARS	Note No.	As at 31st March 2019	As at 31st March 2018
I. ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	**26,33,39,136**	26,70,35,790
(b) Investment Property	4	**26,21,60,537**	27,28,37,524
(c) Financial Assets			
(i) Investments	5	**5,95,93,875**	5,38,71,464
(ii) Loans	6	**41,37,030**	41,37,030
(d) Deferred Tax Assets (Net)	7	**3,35,50,978**	2,48,36,921
		62,27,81,556	62,27,18,729
2 Current Assets			
(a) Inventories	8	**92,71,96,425**	92,42,17,428
(b) Financial Assets			
(i) Trade Receivables	9	**5,55,624**	4,04,29,743
(ii) Cash and Cash Equivalents	10	**30,60,286**	37,48,769
(iii) Other Bank Balances	11	**2,68,500**	11,30,182
(iv) Other Financial Assets	12	**1,55,472**	84,899
(c) Current Tax Assets (Net)	13	**2,08,06,820**	2,31,12,662
(d) Other Current Assets	14	**34,17,560**	34,91,609
		95,54,60,687	99,62,15,292
TOTAL ASSETS		**1,57,82,42,243**	1,61,89,34,021
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	15	**19,36,35,950**	19,36,35,950
(b) Other Equity	16	**66,98,21,918**	70,17,31,740
Total Equity		**86,34,57,868**	89,53,67,690
2 Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**-**	14,35,711
(ii) Other Financial Liabilities	18	**1,15,89,910**	3,23,28,510
(b) Other Non Current Liabilities	19	**36,24,77,665**	17,95,73,459
(c) Provisions	20	**90,26,420**	80,73,576
		38,30,93,995	22,14,11,256
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**4,10,28,688**	-
(ii) Trade Payables			
(A) Total outstanding dues of micro enterprises and small enterprises		**-**	-
(B) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		**-**	-
(iii) Other Financial Liabilities	18	**27,96,40,430**	47,34,08,464
(b) Other Current Liabilities	19	**18,06,258**	1,95,71,264
(c) Provisions	20	**92,15,004**	91,75,347
		33,16,90,380	50,21,55,075
TOTAL EQUITY & LIABILITIES		**1,57,82,42,243**	1,61,89,34,021

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 41

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

PARTICULARS	Note No.	For the year ended on March 31, 2019	For the year ended on March 31, 2018
I. **Revenue From Operations**			
Sale of Services	21	**8,80,17,219**	10,55,55,212
II. Other Income	22	**1,73,34,651**	2,59,95,826
III. Total Income (I + II)		**10,53,51,870**	13,15,51,038
IV. **Expenses:**			
Employee Benefits Expense	23	**2,92,28,974**	3,20,12,036
Finance Costs	24	**1,25,88,770**	3,89,33,959
Depreciation and Amortization Expense	25	**1,45,87,313**	1,17,35,314
Other Expenses	26	**9,10,71,433**	6,54,68,454
Total Expenses (IV)		**14,74,76,490**	14,81,49,763
V. Profit before Exceptional Items and Tax (III-IV)		**(4,21,24,620)**	(1,65,98,725)
VI. Exceptional Items		**-**	-
VII. Profit before Tax (V - VI)		**(4,21,24,620)**	(1,65,98,725)
VIII. Tax Expense:	27		
(1) Current Tax		**-**	-
(2) Deferred Tax		**(87,07,291)**	(63,48,391)
(3) Taxation in respect of Earlier Years		**(14,91,361)**	(29,81,174)
IX. Profit / (Loss) for the Period (VII-VIII)		**(3,19,25,968)**	(72,69,160)
X. Other Comprehensive Income			
A (i) Items that will not be reclassified into Profit & Loss	28	**9,380**	5,30,107
(ii) Income tax relating to items that will not be reclassified to profit/loss		**6,766**	(1,42,578)
B (i) Items that will be reclassified to Profit & Loss		**-**	**-**
(ii) Income tax relating to items that will be reclassified to Profit & Loss		**-**	**-**
Other Comprehensive Income		**16,146**	3,87,529
XI. Total Comprehensive Income for the period (IX+X)		**(3,19,09,822)**	(68,81,631)
XII. Earnings per Share (Face value of ₹ 10/- per Equity Share)	29		
(1) Basic (in Rs.)		**(1.65)**	(0.38)
(2) Diluted (in Rs.)		**(1.65)**	(0.38)

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 41

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Pawan Kumar)
Partner
Membership No. 511057

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

Place: New Delhi
Date: May 29, 2019

Standalone Statement of Changes in Equity As at March 31, 2019

A Equity Share Capital

(All amounts in ₹ unless stated otherwise)

Particulars		Balance at the beginning of the Reporting Period	Changes in Equity Share Capital during the year	Balance at the end of Reporting Period
Balance as at 31st March 2018	Numbers	1,93,63,595	-	**1,93,63,595**
	₹	19,36,35,950	-	**19,36,35,950**
Balance as at 31st March 2019	**Numbers**	**1,93,63,595**	-	**1,93,63,595**
	₹	**19,36,35,950**	-	**19,36,35,950**

B Other Equity

(All amounts in ₹ unless stated otherwise)

PARTICULARS	RESERVES AND SURPLUS					OTHER COMPREHENSIVE INCOME (OCI)		TOTAL
	CAPITAL RESERVE	SECURITIES PREMIUM	REVALUATION RESERVE	GENERAL RESERVE	RETAINED EARNINGS	REMEASUREMENT OF DEFINED BENEFIT PLANS	EQUITY INSTRUMENTS THROUGH OCI	
Balance as at 1st April 2017	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**48,87,27,517**	**(12,96,62,049)**	**4,58,619**	**1,00,508**	**70,86,13,371**
Profit/ (Loss) for the period	-	-	-	-	(72,69,160)	-	-	(72,69,160)
Other Comprehensive Income (OCI)	-	-	-	-	-	6,57,705	(1,27,598)	5,30,107
Income Tax on Items of OCI	-	-	-	-	-	(1,42,578)	-	(1,42,578)
Balance as at 31st March 2018	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**48,87,27,517**	**(13,69,31,209)**	**9,73,746**	**(27,090)**	**70,17,31,740**
Profit/ (Loss) for the period	-	-	-	-	(3,19,25,968)	-	-	(3,19,25,968)
Other Comprehensive Income (OCI)	-	-	-	-		(26,275)	35,655	9,380
Income Tax on Items of OCI	-	-	-	-	-	6,766	-	6,766
Balance as at 31st March 2019	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**48,87,27,517**	**(16,88,57,177)**	**9,54,237**	**8,565**	**66,98,21,918**

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 41

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

	PARTICULARS		For the year ended on March 31, 2019	For the year ended on March 31, 2018
A.	**Cash flows from operating activities**			
	Net Profit before tax and Extraordinary items		**(4,21,24,620)**	(1,65,98,725)
	Adjustment for:			
	Provision for Impairment of Investments		(56,86,756)	24,88,774
	Depreciation of PPE & Investment Property		1,45,87,313	1,17,35,314
	Amount Written off		-	500
	Bad Debts Written off		3,46,88,392	-
	Other Non Cash Adjustments		(26,276)	6,57,705
	Interest Expenses		29,77,297	3,67,18,630
	Interest on deposits from Bank & ICD		(14,43,656)	(85,73,099)
	Operating Profit before Working Capital Changes		**29,71,694**	2,64,29,099
	Adjustment for:			
	Decrease /(Increase) in Other Financial Assets		(70,573)	27,42,747
	Decrease /(Increase) in Loans		-	(10,46,991)
	Decrease/(Increase) in Inventories		(29,78,997)	(2,65,00,005)
	Decrease/(Increase) in Trade receivables		51,85,727	(1,22,23,528)
	Decrease/(Increase) in Other Current Assets		74,049	(2,52,261)
	(Decrease)/ Increase in Provisions		9,92,501	35,34,851
	(Decrease) /Increase in Other Financial Liabilities		(21,30,00,957)	20,81,05,290
	(Decrease) /Increase in Other Liabilities		16,51,39,200	15,58,24,765
	Cash generated from Operations before Extra Ordinary Items		**(4,16,87,356)**	35,66,13,967
	Exceptional Items		-	-
	Direct Taxes Paid		(37,97,203)	(90,25,077)
	Net Cash from Operating Activities	**(A)**	**(3,78,90,153)**	36,56,39,044
B.	**Cash Flows from Investing Activities:**			
	Purchase of Fixed Assets		(2,13,672)	(7,72,75,181)
	Decrease /(Increase) in Other Bank Balance		8,61,682	26,46,854
	Interest Received (Net of Tax Deducted at Source)		14,43,656	85,73,099
	Net Cash from Investing Activities:	**(B)**	**20,91,666**	(6,60,55,228)
C.	**Cash Flows from Financing Activities:**			
	Increase/(Decrease) in Non Current Borrowing		(14,35,711)	(38,40,17,418)
	Increase/(Decrease) in Current Borrowing		4,10,28,688	-
	Unpaid Dividend now paid		(8,61,682)	(15,15,939)
	Interest Expenses		(29,77,297)	(3,67,18,630)
	Decrease /(Increase) in Loans		-	12,90,00,000
	Net Cash from Financing Activities	**(C)**	**3,57,53,998**	(29,32,51,987)
	Net Increase in Cash and Cash Equivalent	**(A) + (B) + (C)**	**(44,489)**	63,31,829
	Cash and Cash Equivalents - Opening		**26,00,604**	**(37,31,225)**
	Cash and Cash Equivalents - Closing		**25,56,115**	26,00,604

i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

ii) **Cash and Cash Equivalents Includes:**

a)	Cash in Hand	**17,082**	86,806
b)	Balances with Banks	**17,05,633**	16,12,713
c)	Flexi Deposits up to 3 months Original Maturity	**13,37,571**	20,49,250
e)	Less: Bank Overdraft	**(5,04,170)**	(11,48,165)
	TOTAL	**25,56,116**	**26,00,604**

iii) **Reconciliations of Liabilities from Financing Activities**

Particulars	**Borrowings including Long Term and Short Term Borrowings**
As at April 1, 2017	**40,79,83,154**
Proceeds	50,00,062
Repayment	(21,88,20,061)
Fair Value Changes	(63,63,653)
As at March 31, 2018	**18,77,99,502**
Proceeds	32,72,61,322
Repayment	(47,34,47,731)
Fair Value Changes	7,98,352
As at March 31, 2019	**4,24,11,445**

iv) Amounts in brackets, represent Cash Outflow.

v) Previous Year's figures have been regrouped and rearranged wherever necessary.

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
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Joint Managing Director
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Executive Director
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As per our Report of even date attached
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BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

Summary of Significant Accounting Policies and other Explanatory Statements of Standalone Financial Statements for the year ended March 31, 2019

NOTE – 1

SIGNIFICANT ACCOUNTING POLICIES

1.1 COMPANY OVERVIEW

The Motor & General Finance Limited (referred to as "MGF" or "the Company" was incorporated under the laws of the Republic of India with its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, is the flagship company of MGF Group. Incorporated in 1930, MGF was one of the oldest finance companies of India. The Company is engaged in the single primary business of "Lease/ Renting of Immovable Property", and has only one reportable segment.

1.2 GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS

The Company is headquartered in New Delhi, India. The shares of the Company are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

I. Certain Financial Assets and Financial Liabilities and Contingent Consideration that are measured at fair value

II. Assets held for sale measured at lower of cost or fair value less cost to sell

III. Defined benefit plan assets measured at fair value

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the date of respective transactions.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All amounts are stated in ₹. All amounts disclosed in the financial statement and notes have been rounded off to the nearest ₹, unless otherwise stated.

The Standalone Financial Statements for the year ended 31st March, 2019 were authorized and approved for issue by the Board of Directors on 29th May, 2019.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Standalone Financial Statements have been prepared using the Accounting Policies and measurement basis summarized below.

2.1 PROPERTY, PLANT AND EQUIPMENT

2.1.1 RECOGNITION

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, less accumulated depreciation/amortized and impairments, if any. Historical cost includes taxes, duties, freight and other incidental expenses related to acquisition & installation.

2.1.2 SUBSEQUENT MEASUREMENT

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 repairs & maintenance are charged to profit or loss.

2.1.3 DEPRECIATION

Depreciation on Property, Plant and Equipment is charged on straight line method on useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

The following useful lives are applied:

Asset category	Estimated useful life (in years)
Land	
- Lease Hold (Finance Lease)	Over the Lease period
- Perpetual Lease	Treated as free hold land due to perpetuity
Buildings	
- Building	55 – 80 Years
- Leasehold Building	Over the Lease Period
Furniture and Fittings	10 Years
Motor Vehicles	
- Hire Purchase & Owned	08 - 10 Years
Office Equipment & Electrical Installations	05 - 15 Years
Computers	
- End user devices viz. desktops, laptops, etc.	03 Years

Leasehold land is amortised on a straight line basis over the unexpired period of their respective lease. Leasehold improvements are depreciated on straight line basis over their initial agreement period. Premium paid on land where lease agreements have been executed for specified period are written off over the period of lease proportionately.

Property, Plant and Equipment individually costing upto ₹ 10,000 are fully depreciated in the year of acquisition.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.1.4 DE-RECOGNITION

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised 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 included in the Statement of Profit and Loss account when the asset is derecognised.

2.2 INVESTMENT PROPERTIES

2.2.1 RECOGNITION

Property (land or a building-or part of a building-or both) that is held (by the owner or by the lessee under a finance lease) for long term rental yields or for capital appreciation or both is recognized as Investment Property, except

i. Use in the production or supply of goods or services or for administrative purposes; or

ii. Sale in the ordinary course of business:

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

2.2.2 SUBSEQUENT MEASUREMENT

Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.2.3 DEPRECIATION

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with depreciation on Property Plant & Equipments as per para “2.1.3” above. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes.

2.2.4 DE-RECOGNITION

An investment property is derecognised (eliminated from the balance sheet) on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

An investment property is also derecognised when property is transferred to owner-occupied property; or commencement of development with a view to sale, or transfer to inventories.

2.3 IMPAIRMENT OF NON FINANCIAL ASSETS

Carrying amount of assets is reviewed at each reporting date where there is any indication of impairment based on internal/ external indicators. An impairment loss is recognised in the Statement of Profit and Loss where carrying amount exceeds recoverable amount of assets. Impairment loss is reversed, if, there is change in recoverable amount and such loss either no longer exists or has decreased or indication on which impairment was recognised no longer exists.

2.4 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.

2.4.1 FINANCIAL ASSETS

2.4.1.1 INITIAL RECOGNITION AND MEASUREMENT

Financial Assets 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 that are attributable to the acquisition of the financial asset.

2.4.1.2 SUBSEQUENT MEASUREMENT

Debt Instruments at Amortised Cost– A 'debt instrument' 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. All other debt instruments are measured at Fair Value through Other Comprehensive Income (FVOCI) or Fair value through Profit and Loss (FVTPL) based on Company's business model.
- **Equity Investments** – All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value through Profit and Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) on an instrument to instrument basis.
- **Other Investments** – All Other Investments in scope of Ind-AS 109 are measured at Fair Value through Profit and Loss (FVTPL).

2.4.1.3 IMPAIRMENT OF FINANCIAL ASSETS

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., Loans, Debt Securities, Deposits and Trade Receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'Simplified Approach' for recognition of impairment loss allowance on trade receivables. The application of simplified recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

- **Financial Assets measured as at amortised cost**: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL**: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI**: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'Accumulated Impairment Amount' in the OCI. The Company does not have any Purchased or Originated Credit Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

2.4.1.4 DE-RECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

i. The rights to receive cash flows from the asset have expired, or

ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement~ and either

(a) The Company has transferred substantially all the risks and rewards of the asset, or

(b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

2.4.2 FINANCIAL LIABILITIES

2.4.2.1 INITIAL RECOGNITION AND MEASUREMENT

Financial liabilities are classified at initial recognition as financial liabilities at fair value through Profit or Loss, Loans and Borrowings, and Payables, net of directly attributable transaction costs. The Company's financial liabilities include Loans and Borrowings including Bank Overdraft, Security Deposit received against lease of building including investment properties and Other Payables.

All Financial Liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the Financial Liabilities is also adjusted. Financial Liabilities are classified as amortised cost.

The measurement of financial liabilities depends on their classification, as described below:

i. **Financial liabilities at Fair Value Through Statement of Profit and Loss -** Financial liabilities at Fair Value through statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at Fair Value through statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

ii. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All other changes in fair value of such liability are recognised in the statement of profit and loss.

iii. **Loans and Borrowings -** After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. Gains and Losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as Finance Costs in the statement of profit and loss.

iv. **Security Deposit -** After initial recognition, interest free security deposits are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. The difference between carrying amount of the deposits and fair value is transferred as deferred income. The EIR amortisation is included as Finance Income in the statement of profit and loss.

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

2.4.2.2 SUBSEQUENT MEASUREMENT

Subsequent to initial recognition, these liabilities are measured at Amortised Cost using the Effective Interest Rate (EIR) method.

2.4.2.3 DE-RECOGNITION OF FINANCIAL LIABILITIES

A Financial Liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. Consequently write back of unsettled credit balances is done on the previous experience of Management and actual facts of each case and recognised in Other Income. 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.

2.4.3 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.

2.5 INVESTMENTS IN ASSOCIATES

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not in control or joint control over those policies.

Investments in associates are carried at cost as per IND AS 28 less impairment recognised. The cost comprises price paid to acquire investment and directly attributable cost.

2.6 INVENTORIES

2.6.1 BASIS OF VALUATION

i. **Stock in Trade - Project** are valued at lower of cost or net realisable value.

2.6.2 METHOD OF VALUATION

i. Stock in Trade Project includes total amount of expenditure incurred upto the date of certificate of completion. Subsequent expenditure which relates to an item of capital nature is added into the cost of stock in trade.

2.7 TRADE RECEIVABLES

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

2.8 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash in hand, Balances in Bank Account, Remittance in Transit, Cheques in hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.9 TAXES

2.9.1 CURRENT INCOME TAX

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income 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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.9.2 DEFERRED TAX

Deferred Income Taxes are calculated using Balance Sheet Approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. 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.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax expense for the year comprises of current tax and deferred tax.

2.9.3 INDIRECT TAX

Expenses and assets are recognised net of the amount of GST/ Service Tax paid, except:

i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

ii. When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.10 EQUITY AND RESERVES

i. **Share Capital** represents the nominal value of Equity shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from retained earnings, net of any related income tax benefits.

ii. **Other Components of Equity** includes Other Comprehensive Income arising from actuarial gain or loss on re-measurement of defined benefit liability and return on plan assets

iii. **Retained Earnings** include all current and prior period retained profits.

2.11 DIVIDEND PAYMENTS

Annual dividend distribution to shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on Dividend Distribution is recognised directly in equity.

2.12 REVENUE RECOGNITION

Ind AS 115 was made effective from 1st April, 2018 and establishes a five-step model to account for revenue arising from contracts with customers. The new revenue standard replaced Ind AS 18 & Ind AS 11 and interpretations on revenue recognition related to sale of goods and services. The Company has adopted the new standard for annual periods beginning on or after 1st April, 2018 using cumulative effect method.

2.12.1 RENTAL INCOME

Rental income arising from lease on investment properties is accounted for on straight line basis over the period for which the investment property is given on rent.

2.13 INCOME RECOGNITION

2.13.1 INTEREST INCOME

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

2.13.2 DIVIDEND INCOME

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

2.13.3 OTHER INCOME

Other claims including interest on outstanding are accounted for when there is virtual certainty of ultimate collection.

2.14 EXPENDITURE

Expenses are accounted on accrual basis.

2.15 EMPLOYEE BENEFIT SCHEMES

2.15.1 SHORT-TERM EMPLOYEE BENEFITS

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

2.15.2 COMPENSATED ABSENCES

Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each Balance Sheet date on the basis of an independent actuarial valuation.

2.15.3 GRATUITY

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method. Gratuity is unfunded.

Actuarial gains and losses arising from changes in actuarial assumptions are recognized in Other Comprehensive Income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

2.15.4 PROVIDENT FUND

Eligible employees of the Company receive benefits from a Provident Fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

2.16 FUNCTIONAL AND PRESENTATION CURRENCY

The Standalone Financial Statements are presented in Indian Rupee (₹), which is Company's functional Currency and presentation currency.

2.17 LEASES

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

2.17.1 COMPANY AS A LESSEE

2.17.1.1 FINANCE LEASES

A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a Finance Lease. Finance Leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments.

The interest element of lease payments is charged to Statement of Profit and Loss, as Finance Costs over the period of the lease. The leased asset is depreciated over the useful life of the asset or lease term whichever is lower.

Land acquired on long term lease (more than 90 years/ Perpetual Lease) are evaluated as own land.

2.17.2 COMPANY AS A LESSOR

2.17.2.1 OPERATING LEASE

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Assets leased out under operating leases are capitalized. Rental income is recognized on straight-line basis over the lease term except where scheduled increase in rent compensates the Company with expected inflationary costs.

2.18 EARNINGS PER SHARE

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares.

i. **Basic EPS** is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

ii. **Diluted EPS** is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

2.19 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

2.19.1 PROVISIONS

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost.

2.19.2 CONTINGENT LIABILITIES

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management of the Company has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

2.19.3 CONTINGENT ASSETS

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

2.20 CASH FLOW STATEMENT

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

2.21 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker “CODM” of the Company.

2.22 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

i. An asset is classified as current when it is:

   a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

   b) Held primarily for the purpose of trading,

   c) Expected to be realised within twelve months after the reporting period, or

   d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

ii. All other assets are classified as non-current.

iii. A liability is classified as current when it is:

   a) Expected to be settled in normal operating cycle,

   b) Held primarily for the purpose of trading,

   c) Due to be settled within twelve months after the reporting period, or

   d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

iv. All other liabilities are classified as non-current.

v. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

vi. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.23 FAIR VALUE MEASUREMENT

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

Other Fair Value related disclosures are given in the relevant notes.

2.24 EXCEPTIONAL ITEMS

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments of subsidiaries, associate and joint ventures and impairment losses/ write down in the value of investment in subsidiaries, associates and joint ventures and significant disposal of fixed assets.

2.25 SIGNIFICANT MANAGEMENT JUDGEMENT IN APPLYING ACCOUNTING POLICIES AND ESTIMATION UNCERTAINTY

The preparation of Standalone Financial Statements requires management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of income & expenses during the periods. Although these estimates and assumptions used in accompanying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying financial statements. Any revision to accounting estimates is recognized prospectively from the period in which results are known/ materialise in accordance with applicable Indian accounting standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.26 SIGNIFICANT MANAGEMENT JUDGEMENTS

The following are Significant Management Judgements in applying the Accounting Policies of the Company that have the most significant effect on the Financial Statements.

2.26.1 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.

2.26.2 EVALUATION OF LEASE OF LAND AS FINANCE LEASE OR OPERATING LEASE

One important consideration for evaluating lease of land is that land has an indefinite economic life and it is expected that the value of land generally appreciates. Where in substance there is no transfer of risks and rewards, it should be considered as an operating lease. Some of the indicators to consider in the overall context of whether there is transfer of risks and rewards incidental to ownership include the lessee's ability to renew lease for another term at substantially below market rent, lessee's option to purchase at price significantly below fair value etc.

Accordingly, classification as operating or finance lease requires exercise of judgement based on evaluation of facts and circumstances in each case, while considering the indicators envisaged as above.

2.27 ESTIMATION UNCERTAINTY

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.27.1 REVENUE RECOGNITION

Where revenue contracts include deferred payment terms, the management of Company determines the fair value of consideration receivable using the expected collection period and interest rate applicable to similar instruments with a similar credit rating prevailing at the date of transaction.

2.27.2 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as Liquidity Risk, Credit Risk and Volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.27.3 IMPAIRMENT OF FINANCIAL ASSETS

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.27.4 RECOVERABILITY OF ADVANCES/ RECEIVABLES

The Company from time to time review the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

2.27.5 INCOME TAXES

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

2.27.6 PROVISIONS AND CONTINGENCIES

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

2.27.7 DEFINED BENEFIT OBLIGATION (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the DBO amount and the annual defined benefit expenses.

2.28 NEW AND AMENDED STANDARDS FOR THE YEAR

The Company applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below. Several other standards and amendments apply for the first time in 2018-19, but do not have an impact on the Standalone Financial Statements of the Company.

2.28.1 IND AS 115 REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company applied Ind AS 115 for the first time by using the Cumulative effect method of adoption with date of initial application from 1st April, 2018. Under this method Comparative prior period is not adjusted and the cumulative effect of initially applying Ind AS 115 is recognised as an adjustment to the opening balance of retained earnings as at 1st April, 2018.

There was no impact on retained earnings as on 1st April, 2018 on adoption of Ind AS 115.

2.29 STANDARDS ISSUED BUT NOT EFFECTIVE

2.29.1 IND AS 116 'LEASES'

On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations.

New standard permits two possible methods of transition i.e. Full Retrospective or Modified Retrospective.

The Company will adopt the standard on 1st April 2019 by using Modified retrospective effect method and accordingly comparatives for year ended 31st March 2019 will not be retrospectively adjusted.

The Company is evaluating requirements of Ind AS 116, and has not yet determined the impact on the financial statements.

2.29.2 AMENDMENT TO IND AS 19 – PLAN AMENDMENT, CURTAILMENT OR SETTLEMENT

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

Effective date for application of this amendment is annual period beginning on or after 1st April, 2019. The Company expects that there will be no impact on account of this amendment.

2.29.3 AMENDMENT TO IND AS 12 – 'INCOME TAXES'

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

Effective date for application of this amendment is annual period beginning on or after 1st April, 2019. The Company expects that there will be no impact on account of this amendment.

2.29.4 IND AS 12 APPENDIX C, UNCERTAINTY OVER INCOME TAX TREATMENTS

On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments.

The standard permits two possible methods of transition i.e. Full retrospective or Retrospectively with Cumulative Effect.

The Company will adopt the standard on 1st April 2019 by using the Retrospectively with Cumulative Effect method and accordingly comparatives for the year ending or ended 31st March, 2019 will not be retrospectively adjusted.

The Company expects that there will be no impact on account of this amendment.

Notes to Standalone Financial Statements

Note -03

Property, Plant and Equipment

Details of the Company's Property, Plant and Equipment and reconciliation of their carrying amounts from beginning to end of reporting period are as follows:

(All amounts in ₹ unless stated otherwise)

Particulars	Leasehold Land	Freehold Land	Freehold Land & Buildings	Leasehold Land & Buildings	Vehicles	Furniture and fixtures	Computers	Office Equipment	Lifts	Electric installation	Total
Deemed cost											
Balance as at 1st April 2017	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**79,30,577**	**2,47,258**	**1,13,230**	**2,66,990**	**2,02,703**	**65,40,971**	**26,95,61,252**
Additions/Adjustments	-	-	-	-	27,27,591	-	2,26,368	3,79,453	12,62,338	2,51,959	48,47,709
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**1,06,58,168**	**2,47,258**	**3,39,598**	**6,46,443**	**14,65,041**	**67,92,930**	**27,44,08,961**
Additions/Adjustments	-	-	-	-	-	12,654	81,865	1,19,153	-	-	2,13,672
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**1,06,58,168**	**2,59,912**	**4,21,463**	**7,65,596**	**14,65,041**	**67,92,930**	**27,46,22,633**
Accumulated Depreciation											
Balance as at 1st April 2017	**-**	**-**	**1,48,932**	**2,85,142**	**7,14,599**	**80,956**	**19,865**	**12,860**	**2,842**	**15,22,628**	**27,87,824**
Additions/Adjustments	-	-	1,45,339	2,69,573	27,58,011	49,051	1,20,335	61,167	64,096	11,17,775	45,85,347
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	**-**	**-**	**2,94,271**	**5,54,715**	**34,72,610**	**1,30,007**	**1,40,200**	**74,027**	**66,938**	**26,40,403**	**73,73,171**
Depreciation expense	-	-	1,41,834	2,54,854	21,87,533	33,376	96,877	1,77,645	2,19,905	7,98,302	39,10,326
Elimination on disposals of assets	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	**-**	**-**	**4,36,105**	**8,09,569**	**56,60,143**	**1,63,383**	**2,37,077**	**2,51,672**	**2,86,843**	**34,38,705**	**1,12,83,497**
Net carrying amount											
Balance as at 31st March 2018	11,14,43,394	13,12,05,451	60,94,033	46,67,659	71,85,558	1,17,251	1,99,398	5,72,416	13,98,103	41,52,527	26,70,35,790
Balance as at 31st March 2019	**11,14,43,394**	**13,12,05,451**	**59,52,199**	**44,12,805**	**49,98,025**	**96,529**	**1,84,386**	**5,13,924**	**11,78,198**	**33,54,225**	**26,33,39,136**

Note 3 A

Refer Note No 17 A for Property, Plant & Equipment pledged as security.

Notes to Standalone Financial Statements

Note -04

Investment Property (At Cost)

(All amounts in ₹ unless stated otherwise)

Particulars	Freehold Land & Buildings	Leasehold Land & Buildings	Land	Total
Deemed cost				
Balance as at 1st April 2017	**2,34,57,830**	**9,50,62,557**	**9,66,33,500**	**21,51,53,887**
Additions/Adjustments	-	7,24,27,472	-	7,24,27,472
Disposals	-	-	-	-
Balance as at 31st March 2018	**2,34,57,830**	**16,74,90,029**	**9,66,33,500**	**28,75,81,359**
Additions/Adjustments	-	-	-	-
Disposals	-	-	-	-
Balance as at 31st March 2019	**2,34,57,830**	**16,74,90,029**	**9,66,33,500**	**28,75,81,359**
Accumulated Depreciation				
Balance as at 1st April 2017	**13,57,034**	**62,36,834**	**-**	**75,93,868**
Depreciation expense	12,76,885	58,73,082	-	71,49,967
Elimination on disposals of assets	-	-	-	-
Balance as at 31st March 2018	**26,33,919**	**1,21,09,916**	**-**	**1,47,43,835**
Depreciation expense	12,01,078	94,75,909	-	1,06,76,987
Elimination on disposals of assets	-	-	-	-
Balance as at 31st March 2019	**38,34,997**	**2,15,85,825**	**-**	**2,54,20,822**
Net carrying amount				
Balance as at 31st March 2018	2,08,23,911	15,53,80,113	9,66,33,500	**27,28,37,524**
Balance as at 31st March 2019	**1,96,22,833**	**14,59,04,204**	**9,66,33,500**	**26,21,60,537**

Note -04 A

Amounts recognised in Profit & Loss for Investment Properties:

(All amounts in ₹ unless stated otherwise)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Rental Income	8,80,17,219	10,55,55,212
Direct Operating Expenses from property generating Rental Income (including Repair and Maintenance)	1,16,66,006	68,76,680
Profit from Investment Properties before depreciation	**7,63,51,213**	**9,86,78,532**
Depreciation	1,06,76,987	71,49,967
Profit from Investment Properties	**6,56,74,226**	**9,15,28,565**

Note -04 B

Leasing Arrangements

Certain Investment Properties are leased to tenants under long-term operating leases with rentals payable monthly (Refer Note 32). Future minimum lease payments receivable under long-term operating leases of Investment Properties in the aggregate is ? 75,04,97,685/- (Previous Year ₹ 85,60,52,897/-and for each of the following period:

(All amounts in ₹ unless stated otherwise)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Within one year	5,96,17,964	10,44,28,043
Later than one year but not later than 5 years	25,76,10,657	38,33,16,528
Later than 5 years	20,55,88,254	26,27,53,114

Notes to Standalone Financial Statements

Note -04 C
Fair value

(All amounts in ₹ unless stated otherwise)

Particulars	Fair Value Hierarchy	As at March 31, 2019
Buildings	**Level 3**	**1,76,24,68,587**

Description of Valuation Techniques used and key inputs to Valuation on Investment Properties:

Valuation Approach - Rental or Capitalisation Method:
Rental method of valuation consists in capitalising the Net Annual Rental Income (NARI) at an appropriate rate of interest or rate of capitalisation. Net annual rent income equals to Gross Annual Rental Income (GARI) minus outgoings like Property Tax, Repairs, Maintenance, Service Charges, Insurance Premium, Rent Collection and Management Charges etc.

Note -04 D

Refer Note No 17 A for Property, Plant & Equipment pledged as security.

Note -05

(All amounts in ₹ unless stated otherwise)

INVESTMENTS - NON CURRENT	As at March 31, 2019	As at March 31, 2018
INVESTMENT IN EQUITY INSTRUMENTS :		
Investments at Fair Value Through OCI		
- Investment in Others Companies	2,38,068	2,02,413
INVESTMENT IN ASSOCIATES		
Investments at Cost		
- Investment in Associates Companies	9,05,05,731	9,05,05,731
Gross Investments	**9,07,43,799**	**9,07,08,144**
Aggregate amount of impairment in value of investments		
- Impairment in value of Investments	3,11,49,924	3,68,36,680
Net Investments	**5,95,93,875**	**5,38,71,464**

Note -05 A

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
(a) Aggregate Amount of Quoted Investments - Cost	9,16,23,308	9,16,23,308
(b) Aggregate Amount of Quoted Investments - Market Value	5,95,93,875	5,38,71,464
(c) Aggregate Amount of Unquoted Investments	-	-
(d) Aggregate Amount of Impairment in Value of Investments	3,11,49,924	3,68,36,680

Notes to Standalone Financial Statements

Note -05 B Details of Investment in Equity Shares (Quoted)

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Investment in Equity Shares of Company		
Method of Valuation: Fair Value through OCI		
i) Metal Box India Limited - 1,200 equity shares of ₹ 10 each, fully paid up	1	1
ii) Rajasthan Breweries Ltd - 4,700 equity shares of ₹ 10 each, fully paid up	1	1
iii) Sri Ramakrishna Mills (CBE) Limited - 15,000 equity shares of ₹ 10 each, fully paid up	2,17,500	1,81,800
iv) MTZ (India) Limited - 10,000 equity shares of ₹ 10 each, fully paid up	1	1
v) Mawana Sugars Limited - 450 equity shares of ₹ 10 each, fully paid up	20,565	20,610
Total	**2,38,068**	2,02,413

Note -05 C Detail of Trade Investments in Associates (Quoted)

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Investment in Equity Shares of Company		
Method of Valuation: At Cost		
Companies under the same management		
i) Jayabharat Credit Limited		
- 2,172,300 equity shares of ₹ 10 each, fully paid up	2,93,16,380	2,93,16,380
ii) India Lease Development Limited		
- 4,608,840 equity shares of ₹ 10 each, fully paid up	6,11,89,351	6,11,89,351
Total At Cost	**9,05,05,731**	9,05,05,731
Less: Impairment in value of Investments	3,11,49,924	3,68,36,680
Total Investment in Associates	**5,93,55,807**	5,36,69,051

Note -06

(All amounts in ₹ unless stated otherwise)

LOANS (NON CURRENT)	As at March 31, 2019	As at March 31, 2018
Considered Good - Secured	-	-
Considered Good - Unsecured		
-Security Deposits	41,37,030	41,37,030
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Total	**41,37,030**	41,37,030

Notes to Standalone Financial Statements

Note -07

Deferred Tax Asset/ (Liabilities)

The balance comprises temporary differences attributable to :

(All amounts in ₹ unless stated otherwise)

DEFERRED TAX ASSET/ (LIABILITIES)	As at March 31, 2019	As at March 31, 2018
Deferred tax liability :		
- Depreciation on PPE	2,69,584	4,08,439
- Other timing differences	4,55,440	51,28,261
Total deferred tax liabilities	**7,25,024**	55,36,700
Deferred tax Asset :		
- Depreciation on Investment Properties	65,45,862	37,96,538
- Liabilities / provisions that are deducted for tax purposes when paid	46,97,167	44,41,598
- Business Loss	1,50,66,404	1,24,80,681
- Impairment of Investment	79,59,803	94,85,445
- Other timing differences	6,766	1,69,359
Total deferred tax assets	**3,42,76,002**	3,03,73,621
Net deferred tax assets/ (liabilities)	**3,35,50,978**	2,48,36,921

Note -07 A

Movement in Deferred Tax Assets

(All amounts in ₹ unless stated otherwise)

PARTICULARS	IMPAIRMENT OF INVESTMENTS	LIABILITIES / PROVISIONS THAT ARE DEDUCTED FOR TAX PURPOSES WHEN PAID	CARRIED FORWARD BUSINESS LOSS
Balance as at 1st April 2017	**1,06,13,503**	**42,37,648**	**1,07,03,814**
Recognised in:			
Profit and Loss	(11,28,058)	2,03,950	17,76,867
Other Comprehensive Income			
Equity			
Balance as at 31st March 2018	**94,85,445**	**44,41,598**	**1,24,80,681**
Recognised in:			
Profit and Loss	(15,25,642)	2,55,569	25,85,723
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2019	**79,59,803**	**46,97,167**	**1,50,66,404**

Notes to Standalone Financial Statements

contd..

PARTICULARS	DEPRECIATION ON INVESTMENT PROPERTIES	OTHER ITEMS	TOTAL DEFERRED TAX ASSETS
Balance as at 1st April 2017	**23,46,505**	**61,405**	**2,79,62,875**
Recognised in:			
Profit and Loss	14,50,033	1,07,954	24,10,746
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2018	**37,96,538**	**1,69,359**	**3,03,73,621**
Recognised in:			
Profit and Loss	27,49,324	(1,69,359)	39,02,381
Other Comprehensive Income	-	6,766	6,766
Equity	-	-	-
Balance as at 31st March 2019	**65,45,862**	**6,766**	**3,42,76,002**

Note -07 B

Movement in Deferred Tax Liabilities

(All amounts in ₹ unless stated otherwise)

PARTICULARS	DEPRECIATION ON PPE	OTHER ITEMS	TOTAL DEFERRED TAX LIABILITIES
Balance as at 1st April 2017	**7,30,182**	**86,01,587**	**93,31,769**
Recognised in:			
Profit and Loss	(3,21,743)	(36,15,904)	(39,37,647)
Other Comprehensive Income		1,42,578	1,42,578
Equity	-	-	-
Balance as at 31st March 2018	**4,08,439**	**51,28,261**	**55,36,700**
Recognised in:			
Profit and Loss	(1,38,855)	(46,72,821)	(48,11,676)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2019	**2,69,584**	**4,55,440**	**7,25,024**

Note -07 C

Unused Tax Losses & Credit not Recognised in Deffered Tax

(All amounts in ₹ unless stated otherwise)

Unused Tax Losses & Tax Credit not Recognised	As at March 31, 2019	As at March 31, 2018
Long Term Capital Loss not recognised	46,63,062	46,63,062
Expiry Year	Up to FY 2026-27	Up to FY 2026-27
MAT Credit not Recognised	8,62,61,566	8,62,61,566
Expiry Year	Up to FY 2024-25	Up to FY 2024-25

Note -08

(All amounts in ₹ unless stated otherwise)

INVENTORIES	As at March 31, 2019	As at March 31, 2018
Stock in trade (Commercial/ Real Estate)	92,71,96,425	92,42,17,428
Total	**92,71,96,425**	92,42,17,428

Notes to Standalone Financial Statements

Note -09

(All amounts in ₹ unless stated otherwise)

TRADE RECEIVABLES	As at March 31, 2019	As at March 31, 2018
Unsecured:		
Considered Good - Secured	-	-
Considered Good - Unsecured	5,55,624	4,04,29,743
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Gross Trade Receivables	**5,55,624**	**4,04,29,743**
Impairment Allowance :		
Considered good - Unsecured	-	-
Total Impairment Allowance	**-**	**-**
Net Trade Receivables	**5,55,624**	**4,04,29,743**

Note -10

(All amounts in ₹ unless stated otherwise)

CASH & CASH EQUIVALENTS	As at March 31, 2019	As at March 31, 2018
Cash in Hand		
- Cash in Hand	17,082	86,806
Bank Balances		
- Balances with Banks in Current Account	17,05,633	16,12,713
- Cheques in Hand	-	-
- Flexi Deposits up to 3 months Original Maturity *	13,37,571	20,49,250
Total	**30,60,286**	37,48,769
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	35,340	35,340

Note -11

(All amounts in ₹ unless stated otherwise)

BANK BALANCE OTHER THAN ABOVE	As at March 31, 2019	As at March 31, 2018
Other Bank Balances		
- Balances with Banks in Unpaid Dividend Account	-	8,61,682
- Fixed Deposits having Original Maturity more than 3 months. *	2,68,500	2,68,500
Total	**2,68,500**	11,30,182
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	2,68,500	2,68,500

Note -12

(All amounts in ₹ unless stated otherwise)

OTHER FINANCIAL ASSETS	As at March 31, 2019	As at March 31, 2018
Accrued Interest on		
- Electricity Security Deposit	80,398	-
- Bank Deposits	75,074	84,899
Total	**1,55,472**	84,899

Notes to Standalone Financial Statements

Note -13

(All amounts in ₹ unless stated otherwise)

CURRENT TAX ASSETS (NET)	As at March 31, 2019	As at March 31, 2018
Advance Income Tax (Net of Provision)	2,08,06,820	2,31,12,662
Total	**2,08,06,820**	2,31,12,662

Note -14

(All amounts in ₹ unless stated otherwise)

OTHER CURRENT ASSETS	As at March 31, 2019	As at March 31, 2018
Advance to Employees	9,23,000	5,70,500
Other Advances & Recoverable	10,57,719	19,11,029
Prepaid Expenses	10,13,173	9,12,334
Balances with Government Authorities	4,23,668	97,746
Total	**34,17,560**	34,91,609

Note -15

(All amounts in ₹ unless stated otherwise)

EQUITY SHARE CAPITAL	As at March 31, 2019		As at March 31, 2018	
	NUMBER	(₹)	NUMBER	(₹)
Authorised:				
Equity Shares of ₹ 10/- (Previous Year ₹ 10) each	5,00,00,000	50,00,00,000	5,00,00,000	50,00,00,000
Issued, subscribed and paid up:				
Fully paid up Equity Shares of ₹10/- (Previous Year ₹ 10) each	1,93,63,595	19,36,35,950	1,93,63,595	19,36,35,950
Total	**1,93,63,595**	**19,36,35,950**	**1,93,63,595**	**19,36,35,950**

Note -15 A

(All amounts in ₹ unless stated otherwise)

EQUITY SHARE CAPITAL	As at March 31, 2019		As at March 31, 2018	
	NUMBER	(₹)	NUMBER	(₹)
Shares outstanding at the beginning of the year	1,93,63,595	19,36,35,950	1,93,63,595	19,36,35,950
Add : Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,93,63,595**	**19,36,35,950**	**1,93,63,595**	**19,36,35,950**

Note -15 B Shareholders holding more than 5% of fully paid-up equity shares:

(All amounts in ₹ unless stated otherwise)

NAME	As at March 31, 2019		As at March 31, 2018	
	NO. OF SHARES	%	NO. OF SHARES	%
Equity shares of ₹ 10/- each fully paid up				
Bahubali Services Limited	40,94,800	21.15	40,94,800	21.15
Shri Rajiv Gupta & Smt. Arti Gupta	22,71,865	11.73	22,71,865	11.73
Smt. Arti Gupta & Shri Rajiv Gupta	9,81,000	5.07	9,81,000	5.07

Notes to Standalone Financial Statements

Note -15 C

The Company has one class of equity shares having a par value of ₹10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend(if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Note -16

Reserves and Surplus

(All amounts in ₹ unless stated otherwise)

OTHER EQUITY	As at 31st March 2019	As at 31st March 2018
Capital Reserve	6,10,050	6,10,050
Securities Premium	8,88,40,900	8,88,40,900
Revaluation Reserve	25,95,37,826	25,95,37,826
General Reserve	48,87,27,517	48,87,27,517
Retained Earnings	(16,88,57,177)	(13,69,31,209)
Other Comprehensive Income	9,62,802	9,46,656
Total	**66,98,21,918**	70,17,31,740

Note -16A

Nature and purpose of Other Reserves

CAPITAL RESERVE

The reserve was created on merger of companies under common control.

SECURITIES PREMIUM

The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.

REVALUATION RESERVE

When the value of fixed assets in written up in the books of account of a company on revaluation, a corresponding credit is given to the Revaluation Reserve. Such reserve represents the difference between the estimated present market values and the book values of the fixed assets.

GENERAL RESERVE

General Reserve represents the statutory reserve, this is in accordance with Corporate law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declared dividend, however under Companies Act, 2013 transfer of any amount to General Reserve is at the discretion of the Company.

RETAINED EARNINGS

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

OTHER COMPREHENSIVE INCOME

Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income.

OCI is classified into i). Items that will not be reclassified to profit and loss ii). Items that will be reclassified to profit and loss.

Notes to Standalone Financial Statements

Note -17

(All amounts in ₹ unless stated otherwise)

Financial Liabilities	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Borrowings				
Secured :				
From Bank				
Bank overdraft	-	4,10,28,688	-	-
Unsecured :				
Term Loan From Others	-	-	-	18,41,28,464
Secured :				
Vehicle Loan				
From Others	-	13,82,757	14,35,711	22,35,327
Total	**-**	**4,24,11,445**	14,35,711	18,63,63,791
Current Maturities of Long Term Borrowing	**-**	**13,82,757**	-	18,63,63,791
Total	**-**	**4,10,28,688**	14,35,711	-

Note -17 A

(a) Term Loan from Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. This term loan is repayable by way of monthly instalments and the rate of interest ranging from 9.50% to 13.00 %.

(b) Term loan from other is secured against the securities of mutual funds, shares etc. held by the directors and their family members and group entities. The rate of interest is ranging from 9.00% to 12.25%.

(c) Vehicle Loan from NBFC is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. This loan is repayable by way of monthly instalments and rate of interest is 9.80 %.

Note -18

(All amounts in ₹ unless stated otherwise)

OTHER FINANCIAL LIABILITIES	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Security Deposits	1,15,89,910	-	3,23,28,510	-
Current Maturities of Long Term Debts	-	13,82,757	-	18,63,63,791
Interest accrued but not due on Loans	-	6,865	-	16,854
Bank book overdraft	-	5,04,170	-	11,48,165
Advances from Others	-	2,75,91,412	-	2,01,63,381
Advances from related parties*	-	24,18,00,000	-	25,57,52,500
Unclaimed Dividend	-	-	-	8,61,682
Other liabilities	-	83,55,226	-	91,02,091
Total	**1,15,89,910**	**27,96,40,430**	3,23,28,510	47,34,08,464

* For Advances from Related Parties refer Note No. 33

Notes to Standalone Financial Statements

Note -19

(All amounts in ₹ unless stated otherwise)

OTHER LIABILITIES	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Statutory dues	-	7,78,060	-	23,75,481
Advance against sale of property	35,10,00,000	-	16,50,00,000	-
Advance Revenue on Security Deposit	1,14,77,665	-	1,45,73,459	-
Advances for Projects	-	10,28,198	-	1,71,95,783
Other Liabilities	-	-	-	-
Total	**36,24,77,665**	**18,06,258**	17,95,73,459	1,95,71,264

Note -20

(All amounts in ₹ unless stated otherwise)

PROVISIONS	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Provisions for Employee Benefits :				
Compensated Absences	8,89,036	4,35,735	7,98,666	4,91,656
Gratuity	81,37,384	87,79,269	72,74,910	86,83,691
Total	**90,26,420**	**92,15,004**	80,73,576	91,75,347

For movements in each class of Provision during the Financial Year (Refer Note 20A & 20B)

Disclosure under Ind AS -37 on "Provisions, Contingent Liabilities and Contingent Assets":

Movement in Provisions

Note - 20 A

Movements in each class (Current & Non Current) of provision during the financial year, are set out below:

(All amounts in ₹ unless stated otherwise)

Particular	Gratuity	Compensated Absences
As at 31st March 2018	1,59,58,601	12,90,322
Provision made during the year	17,77,283	1,26,449
Less : Paid during the year	(8,19,231)	(92,000)
As at 31st March 2019	**1,69,16,653**	**13,24,771**

Note - 20 B

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Gratuity

The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to get gratuity on superannuation, resignation, termination, disablement or on death in accordance with Gratuity Act 1972. The liability for the same is recognised on the basis of actuarial valuation.

Compensated Absences

The Company has a other long term benefit plan for Earned Leave Encashment. Provision for Encashment of Earned Leave equivalent to maximum of 60 days (basic pay plus dearness allowance) is provided at the year end and charged to Statement of Profit & Loss. The liability for the year 2018-19 is accounted for on the basis of Actuarial Valuation.

Notes to Standalone Financial Statements

a) The amounts recognized in the Balance Sheet is as under:

Particulars	Period	Gratuity	Compensated Absences
Present value of obligations as at the end of year	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322
Funded status	2018-19	(1,69,16,653)	(13,24,771)
	2017-18	(1,59,58,601)	(12,90,322)
Net Assets/(Liability) recognized in balance sheet	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322

b) Expense recognized in Statement of Profit and Loss is as under:

Particulars	Period	Gratuity	Compensated Absences
Current Service Cost	2018-19	6,01,989	-
	2017-18	5,93,726	-
Past Service Cost	2018-19	-	-
	2017-18	30,77,414	-
Interest Cost on Defined Benefit Obligation	2018-19	11,49,019	92,903
	2017-18	8,37,408	81,435
Net Actuarial (Gain) / Loss recognized in the period	2018-19	(26,275)	-
	2017-18	6,57,705	-
Expenses recognized in Statement of Profit and Loss	2018-19	17,51,008	1,26,449
	2017-18	45,08,548	1,10,073 9

c) Expenses recognized in Other Comprehensive Income is as under:

Particulars	Period	Gratuity	Compensated Absences
Actuarial (Gains)/Loss on Defined Benefit Obligation	2018-19	26,275	-
	2017-18	(6,57,705)	-
Unrecognized actuarial (Gain)/Loss recognized in Other	2018-19	26,275	-
Comprehensive Income	2017-18	(6,57,705)	-

d) Reconciliation of Opening and Closing balances of Defined Benefit Obligation is as under:

Particulars	Period	Gratuity	Compensated Absences
Present Value of Obligations as at beginning of year	2018-19	1,59,58,601	12,90,322
	2017-18	1,24,98,623	12,15,449
Interest Cost	2018-19	11,49,019	92,903
	2017-18	8,37,408	81,435
Current Service Cost	2018-19	6,01,989	-
	2017-18	5,93,726	-
Actuarial (Gains)/Losses arising from changes in Demographic	2018-19	-	-
Assumptions	2017-18	-	-
Changes in Financial Assumptions	2018-19	1,25,377	14,249
	2017-18	(2,13,504)	(24,345)

Notes to Standalone Financial Statements

Experience Adjustments	2018-19	(99,102)	19,297
	2017-18	(4,44,201)	52,983
Past Service Cost	2018-19	-	-
	2017-18	30,77,414	-
Benefits Paid	2018-19	(8,19,231)	(92,000)
	2017-18	(3,90,865)	(35,200)
Present value of obligations as at end of year	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322

e) Actuarial Assumptions are as under:

Particulars	**Period**	**Gratuity**	**Compensated Absences**
Discount Rate	2018-19	6.90%	6.90%
	2017-18	7.20%	7.20%
Expected rate of Future Salary Increase	2018-19	5.67%	5.67%
	2017-18	5.67%	5.67%
Mortality rates	2018-19	As per Indian Assured Lives	
	2017-18	Martality (2006-08) Table	
Retirement Age	2018-19	60	60
	2017-18	60	60
Ages		**Withdrawal Rate**	**Withdrawal Rate**
Up to 30 Years	2018-19	5%	5%
	2017-18	5%	5%
From 31 to 44 years	2018-19	5%	5%
	2017-18	5%	5%
Above 44 years	2018-19	5%	5%
	2017-18	5%	5%

Mortality rates inclusive of provision for disability -100% of IALM (2006 – 08)

Risks Associated with Plan Provisions

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:

Salary Risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government bonds Yield. If plan liability is funded and return on plan asset is below this rate, it will create a plan deficit.
Discount Rate Risk	A decrease in the bond interest rate (discount rate) will increase the plan liability
Mortality Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2006-08) ultimate table. A change in mortality rate will have a bearing on the plan's liability.

Notes to Standalone Financial Statements

f) Maturity Profile of Defined Benefit Obligation is as under:

Particulars	Period	Gratuity	Compensated Absences
Duration of defined benefit obligation Duration (years)			
1	2018-19	87,79,269	4,35,735
	2017-18	86,83,691	4,91,656
2	2018-19	5,02,850	73,328
	2017-18	4,59,122	66,624
3	2018-19	4,68,523	67,415
	2017-18	5,51,772	61,099
4	2018-19	29,53,208	1,99,420
	2017-18	3,88,267	56,014
5	2018-19	8,71,273	1,05,405
	2017-18	25,03,627	1,67,605
Above 5	2018-19	33,41,530	4,43,468
	2017-18	33,72,122	4,47,324
	2018-19	1,69,16,653	13,24,771
Total	2017-18	1,59,58,601	12,90,322

g) Summary of Membership Data:

Particulars	Balance Sheet As at March 31, 2019
Number of Employees	21
Total Monthly Salary for Gratuity in ₹	1,26,65,000
Total Monthly Salary for leave availment in ₹	1,26,65,000
Average Past Service (Years)	29.19
Average Age (Years)	57.33
Average remaining Working Life (Years)	2.67

h) Major Categories of Plan Assets (as percentage of total plan assets) is as under:

Particulars	Period	Gratuity	Compensated Absences
Fund Managed by Insurer	2018-19	-	-
	2017-18	-	-

i) Sensitivity analysis is as under:

Impact of the Change in Discount Rate

Particulars	Period	Gratuity	Compensated Absences
Impact due to Increase of 1%	2018-19	4,39,304	50,006
	2017-18	4,35,798	49,734
Impact due to Decrease of 1%	2018-19	4,07,149	46,222
	2017-18	4,02,379	45,792

Notes to Standalone Financial Statements

Impact of the Change in Salary Increase

Particulars	Period	Gratuity	Compensated Absences
Impact due to Increase of 1%	2018-19	3,87,508	50,116
	2017-18	3,78,169	49,991
Impact due to Decrease of 1%	2018-19	3,64,100	47,162
	2017-18	3,53,894	46,853

Changes in Defined Benefit Obligation due to 1% Increase/Decrease in Mortality Rate, if all other assumptions remain constant is negligible.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Note -21

(All amounts in ₹ unless stated otherwise)

REVENUE FROM OPERATIONS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Sale of Services		
Rent from Immovable Properties	8,80,17,219	10,55,55,212
Total	**8,80,17,219**	10,55,55,212

Note -22

(All amounts in ₹ unless stated otherwise)

OTHER INCOME	For the year ended on March 31, 2019		For the year ended on March 31, 2018	
Interest Received (Gross)				
- Fixed deposits with banks	1,45,818		7,51,477	
- Intercorporate deposits	-		44,76,053	
- Others	12,97,838	14,43,656	33,45,569	85,73,099
Interest income on Unwinding of Financial Instruments		79,87,865		25,93,637
Miscellaneous income		73,53,130		90,50,932
Credit balances written back		-		57,78,158
Realisation of debts earlier written off		5,50,000		-
Total		**1,73,34,651**		2,59,95,826

Note -23

(All amounts in ₹ unless stated otherwise)

EMPLOYEE BENEFITS EXPENSE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Salaries and Incentives (see note 23A below)	2,48,50,054	2,71,61,661
Contributions to Provident and Other Fund	20,31,315	19,74,426
Staff Welfare Expenses	23,47,605	28,75,949
Total	**2,92,28,974**	3,20,12,036

Notes to Standalone Financial Statements

Note -23 A The Remuneration of Key Managerial Personnels including Chairman-cum-Managing Director, Functional Directors and Company Secretary included in various schedules to Statement of Profit & Loss is as under:-

(All amounts in ₹ unless stated otherwise)

REMUNERATION OF KEY MANAGERIAL PERSONNELS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Salaries and Incentives	97,53,346	96,80,435
Directors Meeting Fees	1,15,000	1,28,750
Contribution to provident and other funds	8,97,708	8,91,420
Total	**1,07,66,054**	1,07,00,605

Note -24

(All amounts in ₹ unless stated otherwise)

FINANCE COSTS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Interest Others	29,77,297	3,67,18,630
Interest Expenses on Unwinding of Financial Instruments	96,11,473	22,15,329
Total	**1,25,88,770**	3,89,33,959

Note -25

(All amounts in ₹ unless stated otherwise)

DEPRECIATION AND AMORTISATION EXPENSE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Depreciation on PPE	39,10,326	45,85,347
Depreciation on Investment Properties	1,06,76,987	71,49,967
Total	**1,45,87,313**	1,17,35,314

Note -26

(All amounts in ₹ unless stated otherwise)

OTHER EXPENSES	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Rent	37,40,496	6,69,200
Legal and professional charges	94,16,654	1,23,75,712
Power and fuel	59,90,174	56,62,755
Travelling and conveyance	74,68,687	79,63,609
Communication	12,60,021	10,10,660
Printing & stationary	16,41,787	13,75,073
Bank charges	1,68,010	59,811
General expenses	83,15,577	1,05,66,563
Donation	1,52,400	-
Payments to auditors (see note 26A below)	6,85,000	4,75,000
Repair and maintenance - Building	6,98,490	18,01,791
Repair and maintenance - Others	58,38,803	49,69,843
Insurance	10,73,062	8,97,989
Rates and taxes	1,32,68,234	87,47,182
Compensation charges	-	22,00,000
Commission and brokerage	-	1,89,500
Amount written off	-	500
Bad Debts Written off	3,46,88,392	-
Impairment of Investment at Cost	(56,86,756)	24,88,774
Miscellaneous expenses	23,52,402	40,14,492
Total	**9,10,71,433**	6,54,68,454

Notes to Standalone Financial Statements

Note -26 A

(All amounts in ₹ unless stated otherwise)

PAYMENT TO AUDITORS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Audit fee	3,25,000	3,25,000
Tax Audit	75,000	75,000
Other Services	2,85,000	75,000
Total	**6,85,000**	4,75,000

Note -27

(All amounts in ₹ unless stated otherwise)

TAX EXPENSES	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Tax expense comprises of:		
Current Income Tax	-	-
Deferred Tax	(87,07,291)	(63,48,391)
Taxation in Respect of Earlier Year	(14,91,361)	(29,81,174)
Total	**(1,01,98,652)**	(93,29,565)

Note -27 A The major components of Income Tax Expense and the reconciliation of Expected Tax Expense based on the Domestic Effective Tax Rate of the Company and the reported Tax Expense in Profit or Loss are as follows:

(All amounts in ₹ unless stated otherwise)

TAX RECONCILIATION	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Accounting Profit before Tax from Continuing Operations		
India Statutory Income Tax Rate	25.75%	25.75%
Accounting Profit before Income Tax	(4,21,24,620)	(1,65,98,725)
Expenses not deductible (allowable) in calculating taxable income	7,63,60,912	4,85,02,012
Income Chargeable under Other Income Heads	(9,60,05,084)	(10,81,48,849)
Expenses allowed under Income Tax	(42,58,672)	(42,34,536)
Income from House Property (Net)	5,42,38,774	6,66,51,611
Adjustment in Long Term Capital Gain/ (Loss)		
Net Taxable Income *	(1,17,88,690)	(1,38,28,487)
Income Tax at Taxable Income	-	-
Tax in respect of Earlier Years	(14,91,361)	(29,81,174)
Deferred Tax (Asset)/ Liability	(87,07,291)	(63,48,391)
Adhoc Income Tax Provided	-	-
Tax Expense	**(1,01,98,652)**	(93,29,565)
Effective Income Tax Rate applicable	**NIL**	**NIL**

* Net Taxable Income for current year is calculated on the basis of draft Income Tax Computation, which may change at the time of final submission of Income Tax Return at a later date.

Notes to Standalone Financial Statements

Note -28

(All amounts in ₹ unless stated otherwise)

OTHER COMPREHENSIVE INCOME	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Items that will not be reclassified to profit or loss :		
Re-measurement of the defined benefit plans	(26,275)	6,57,705
Net (loss)/gain on FVTOCI equity securities	35,655	(1,27,598)
Income tax effect of the above	(6,766)	1,42,578
Items that will be reclassified to profit or loss:		
Exchange differences in translating the financial statements of foreign operations	-	-
Income tax effect	-	-
Total	**16,146**	3,87,529

Note -29

(All amounts in ₹ unless stated otherwise)

EARNINGS PER EQUITY SHARE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Profit attributable to Equity Share Holders for basic Earnings	(3,19,25,968)	(72,69,160)
Profit attributable to Equity Share Holders adjusted for the effect of dilution	(3,19,25,968)	(72,69,160)
Earnings per Equity Share (for continuing operations):		
(1) Basic (in ₹)	**(1.65)**	(0.38)
(2) Diluted (in ₹)	**(1.65)**	(0.38)

Note -29 A

(All amounts in ₹ unless stated otherwise)

WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED AS DENOMINATOR	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Number of Equity shares at the beginning of the year	**1,93,63,595**	1,93,63,595
Add: Weighted average number of equity shares issued during the year	-	-
Weighted average number of Equity shares for Basic EPS (₹)	**1,93,63,595**	1,93,63,595
Add: Adjustments	-	-
Weighted average number of equity shares for Diluted EPS (₹)	**1,93,63,595**	1,93,63,595
Face Value per Equity Share (₹)	**10**	10

Notes to Standalone Financial Statements

Note -30

(All amounts in ₹ unless stated otherwise)

CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	As at March 31, 2019	As at March 31, 2018
(i) (a) Claims against the Company not acknowledged as debt		
- Electricity Charges (BSES)	-	69,24,304
- Employee's State Insurance Corporation	74,75,606	74,75,606
- Disputed demands related to Service tax	6,82,986	1,03,51,192
- Disputed demands related to Property Tax	2,58,39,142	2,58,39,142
(b) Guarantees excluding financial guarantees		
- Sale Tax & Others	3,03,840	3,03,840
(c) Other money for which Company is contingently liable	-	-
(ii) Commitments shall be classified as		
- Other Commitments	-	-
Total	**3,43,01,574**	**5,08,94,084**

Note -31

Disclosure as per Indian Accounting Standard (Ind AS) 108 "Operating Segments"

The Company's business activities predominantly relate to leasing and development of premises. Accordingly revenue from the leasing of premises comprises the primary basis of segmental reporting. Hence other disclosures as defined in Ind AS 108 is not applicable.

Geographical Information

The operations of the Company are mainly carried out within the country and therefore, geographical segments are not disclosed.

Information about major customers

Four Customers of Company (previous Year Four Customers) accounted for 10% or more of revenue during financial year ending 31st March 2019 and 31st March 2018.

Revenue from these customers contribute 81% of total revenue (Previous Year 75% of total revenue) of Company.

Note -32

Leases

Operating Lease Commitments — As Lessor

The Company has entered into operating leases on its Investment Property, Portfolio consisting of certain office and manufacturing buildings. These leases have terms of between five and 20 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions.

For future minimum rentals receivable under non-cancellable operating leases as at 31st March refer Note 4B

Note -33

Related Party Transactions

Under Common Control	Key Managerial Personnels (KMP) & Independent Director(s)
Bahubali Services Limited	Shri Rajiv Gupta (Chairman & Managing Director & Chief Executive Officer)
MGF Estate Private Limited	Smt Arti Gupta (Joint Managing Director)
Ram Prakash & Co. Private Limited	Shri Arun Mitter (Executive Director)
Grosvenor Estates Private Limited	Shri M.K. Madan (Vice President & Company - Secretary & Chief Financial Officer)
GEE GEE Holdings Private Limited	
Post employee benefit plan for the benefitted employees	Shri Abhiram Seth (Independent Director)
The Motor & General Finance Limited Staff Provident Fund Trust	Shri Bharat Kumar (Independent Director)
	Shri O.N. Aggarwal (Independent Director)
	Shri Karun Pratap Hoon (Independent Director)

Notes to Standalone Financial Statements

Associate Companies	Enterprises over which KMP are able to exercise significant influence
India Lease Development Limited (Holding 31.35% Equity Shares)	Nil
Jayabharat Credit Limited (Holding 43.45% Equity Shares)	

(All amounts in ₹ unless stated otherwise)

NATURE OF TRANSACTION	March 31, 2019	March 31, 2018
Nature of Transaction :		
Advance Received during the year		
Under Common Control		
Bahubali Services Limited	-	22,00,000
Ram Prakash & Co Private Limited	1,58,00,000	25,70,00,000
	1,58,00,000	25,92,00,000
Advance Received earlier Repaid during the year		
Under Common Control		
Bahubali Services Limited	-	5,50,52,000
MGF Estate Private Limited	-	1,60,00,000
Grosvenor Estates Private Limited	-	5,03,25,000
GEE GEE Holdings Private Limited	-	5,60,00,000
Ram Prakash & Co Private Limited	2,97,52,500	3,83,25,000
	2,97,52,500	21,57,02,000
Advances Received outstanding balance as on the year end		
Under Common Control		
Ram Prakash & Co Private Limited	24,18,00,000	25,57,52,500
	24,18,00,000	25,57,52,500
Inter Corporate Deposit Given earlier received during the year		
Associate Companies		
Jayabharat Credit Limited	-	12,90,00,000
	-	12,90,00,000
Interest Received On Inter Corporate Deposit Given		
Associate Companies		
Jayabharat Credit Limited	-	44,76,052
	-	44,76,052
Directors Sitting Fees		
Shri Abhiram Seth	25,000	25,750
Shri Bharat Kumar	35,000	52,250
Shri O.N. Aggarwal	25,000	30,750
Shri Karun Pratap Hoon	30,000	20,000
	1,15,000	1,28,750
Defined Benefit Obligation for Compensated Absences for Key Managerial Personnel		
Shri M. K. Madan	**1,18,000**	1,26,000

Notes to Standalone Financial Statements

Defined Benefit Obligation for Gratuity Benefit for Key Managerial Personnel		
Shri Rajiv Gupta	20,00,000	20,00,000
Smt. Arti Gupta	12,69,231	11,53,846
Shri Arun Mitter	15,81,779	14,88,462
Shri M. K. Madan	11,63,077	10,55,192
	60,14,087	56,97,500
Post employee benefit plan for the benefitted employees		
The Motor & General Finance Limited Staff Provident Fund Trust	**17,79,750**	17,02,592
Remuneration		
Key Managerial Personnel		
Shri Rajiv Gupta	30,60,457	30,91,889
Smt. Arti Gupta	27,78,389	27,70,560
Shri Arun Mitter	32,08,800	32,06,286
Shri M. K. Madan	16,03,408	15,03,120
	1,06,51,054	1,05,71,855

Non Financial Transactions

(i) Shri Rajiv Gupta and Shri Arun Mitter had given personal guarantee to banks for company's borrowings.

Other Information

(i) Disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed.

(ii) Transport, Travelling and Motor Car Expenses include ₹ 1,64,106/- (Previous Year ₹ 1,90,936/-) for Directors Travelling.

Notes to Standalone Financial Statements

Note -34

FAIR VALUE MEASUREMENTS

The carrying amounts of Financial Assets and Financial Liabilities in each category are as follows:

(All amounts in ₹ unless stated otherwise)

PARTICULARS	NOTE REFERENCE	March 31, 2019				March 31, 2018			
		FVPL	FVOCI	AMORTIZED COST	FAIR VALUE	FVPL	FVOCI	AMORTIZED COST	FAIR VALUE
Financial Assets									
Investments	05	5,93,55,807	2,38,068	-	5,95,93,875	5,36,69,051	2,02,413	-	5,38,71,464
Security Deposits Paid	06	-	-	41,37,030	41,37,030	-	-	41,37,030	41,37,030
Trade Receivables	09			5,55,624	5,55,624	-	-	4,04,29,743	4,04,29,743
Cash and Bank Balances	10	-	-	30,60,286	30,60,286	-	-	37,48,769	37,48,769
Other Bank Balances	11	-	-	2,68,500	2,68,500	-	-	11,30,182	11,30,182
Other Financial Assets	12	-	-	1,55,472	1,55,472	-	-	84,899	84,899
Total financial assets		**5,93,55,807**	**2,38,068**	**81,76,912**	**6,77,70,787**	5,36,69,051	2,02,413	4,95,30,623	10,34,02,087
Financial Liabilities									
Borrowings	17	4,24,11,445	-	-	4,24,11,445	18,77,99,502	-	-	18,77,99,502
Security Deposits & Advance Revenue on Security Deposits	18 & 19	-	-	2,30,67,575	2,35,66,224	-	-	4,69,01,969	3,65,83,374
Other Financial Liabilities	18	-	-	27,82,57,673	27,82,57,673	-	-	28,70,44,673	28,70,44,673
Total financial liabilities		**4,24,11,445**	**-**	**30,13,25,248**	**34,42,35,342**	18,77,99,502	-	33,39,46,642	51,14,27,549

The carrying amount of Trade Receivables, Cash & Cash Equivalent, Security Deposits Paid, Other Bank Balances, Other Financial Liabilities & Other Financial Assets are considered to be the same as their Fair Values due to their short term nature.

The carrying amount of the Financial Assets and Liabilities carried Amortised Cost is considered a reasonable approximation of Fair Value.

Notes to Standalone Financial Statements

Note -35

FAIR VALUE HIERARCHY

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Amount in ₹)

Financial assets and liabilities measured at fair value - recurring fair value measurements as March 31, 2019	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	5,95,93,875	-	-	5,95,93,875
Investments property	4C	-	-	1,76,24,68,587	1,76,24,68,587

Financial assets and liabilities measured at fair value - recurring fair value measurements as March 31, 2018	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	5,38,71,464	-	-	5,38,71,464
Investments property	4C	-	-	1,76,24,68,587	1,76,24,68,587

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements).

The categories used are as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

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 rely as little as possible on entity specific estimates.

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 Company's policy is to recognize transfers into and transfer out of fair value hierarchy levels as at the end of the reporting period.

Note -36

FINANCIAL RISK MANAGEMENT

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management polices, act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

36.1. MARKET RISK

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

Price Risk;

Interest Rate Risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

36.1.1.PRICE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the price risk due to its investment in Equity Shares & Mutual Funds. The price risk arises due to uncertainties about the future market values of these investments.

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in Equity Shares & Mutual Funds.

The majority of investments of the Company are publicly traded and listed in BSE Index. Carrying amounts of the Company's investment in Equity Shares at the end of the reporting period are given in Note No. 5.

Notes to Standalone Financial Statements

36.1.2. PRICE RISK - SENSITIVITY TO RISK

The following tables demonstrate the sensitivity to a reasonably possible change in equity index where investments of the Company are listed. The impact on the company profit before tax is due to changes in the BSE Index.

PARTICULARS	IMPACT ON PROFIT AFTER TAX		IMPACT ON OTHER COMPONENTS OF EQUITY AFTER TAX	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
BSE Index Increase by 5%	29,67,790	26,83,453	11,903	10,121
BSE Index Decrease by 5%	(29,67,790)	(26,83,453)	(11,903)	(10,121)

36.1.3. INTEREST RATE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the interest rate risk due to its investment in term deposits with banks. The Company invests in term deposits for a period of up to one year. Considering the short-term nature, there is no significant interest rate risk pertaining to these deposits.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and term deposits. The Company's fixed rate borrowings and deposits are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate of borrowings.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(Amount in ₹)

PARTICULARS	March 31, 2019	March 31, 2018
Variable rate borrowings	4,10,28,688	18,41,28,464
Fixed rate borrowings	13,82,757	36,71,038
Total borrowings	**4,24,11,445**	**18,77,99,502**

36.1.4. INTEREST RATE RISK – SENSITIVITY

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

Particulars	IMPACT ON PROFIT AFTER TAX ON INCREASE		IMPACT ON PROFIT AFTER TAX ON DECREASE	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Interest Rate – Increase/ Decrease by 50 basis point (50 bps)	-	1,51,457	-	(1,51,457)

36.2. CREDIT RISK

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company is exposed to credit risk from its operating activities (primarily trade receivables and also from its investing activities including deposits with banks and cash and cash equivalents.

In respect of its investments, the Company aims to minimize its financial credit risk through the application of risk management policies. Credit limits are set based on a counterparty value. The methodology used to set the list of counterparty limits includes, counterparty Credit Ratings (CR) and sector exposure. Evolution of counterparties is monitored regularly, taking into consideration CR and sector exposure evolution. As a result of this review, changes on credit limits and risk allocation are carried out.

For financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by international credit-rating agencies. Defined limits are in place for exposure to individual counterparties in case of mutual funds schemes and bonds. The carrying value of the financial assets other than cash represents the maximum credit exposure.

None of the Company's cash equivalents, including flexi deposits with banks, are past due or impaired.

Notes to Standalone Financial Statements

Trade receivables are subject to credit limits, controls & approval processes. These terms and conditions are determined on a case to case basis with reference to the customer's credit quality and prevailing market conditions. The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. Due to large geographical base & number of customers, the Company is not exposed to material concentration of credit risk. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances & the historical experience of the group. The solvency of customers and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables are impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The Company assesses and manages credit risk of Financial Assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of Financial Assets.

A: Low Credit Risk

B: Moderate Credit Risk

C: High Credit Risk

The Company provides for Expected Credit Loss based on the following:

ASSET GROUP	BASIS OF CATEGORISATION	PROVISION FOR EXPENSES CREDIT LOSS
Low Credit Risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	12 month expected credit loss
Moderate Credit Risk	Trade Receivables	Life time expected credit loss
High Credit Risk	Trade Receivables and other Financial Assets	Life time expected credit loss or fully provided for

CREDIT RATING	PARTICULARS	March 31, 2019	March 31, 2018
A: Low credit risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	33,28,786	48,78,951
B: Moderate credit risk	Trade Receivables	5,55,624	4,04,29,743
C: High credit risk	-	-	-

A: Low Credit Risk

March 31, 2019

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	30,60,286	-	30,60,286
Other Bank Balances	11	2,68,500	-	2,68,500
Loans	6	41,37,030	-	41,37,030
Other Financial Assets	12	1,55,472	-	1,55,472

March 31, 2018

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	37,48,769	-	37,48,769
Other Bank Balances	11	11,30,182	-	11,30,182
Loans	6	41,37,030	-	41,37,030
Other Financial Assets	12	84,899	-	84,899

Notes to Standalone Financial Statements

B: Moderate Credit Risk

March 31, 2019 (Amount in ₹)

AGEING	NOTE REFERENCE	UPTO 1 YEAR	BETWEEN 1 AND 2 YEARS	ABOVE 2 YEARS	TOTAL
Gross Carrying Amount (Considered Good)	9	5,55,624	-	-	5,55,624
Expected Credit Losses (Loss Allowance Provision)		-	-	-	-
Carrying Amount of Trade Receivables (Net of Impairment)		**5,55,624**	**-**	**-**	**5,55,624**

March 31, 2018

AGEING	NOTE REFERENCE	UPTO 1 YEAR	BETWEEN 1 AND 2 YEARS	ABOVE 2 YEARS	TOTAL
Gross Carrying Amount (Considered Good)	9	4,04,29,743	-	-	4,04,29,743
Expected Credit Losses (Loss Allowance Provision)		-	-	-	-
Carrying Amount of Trade Receivables (Net of Impairment)		**4,04,29,743**	**-**	**-**	**4,04,29,743**

C: High Credit Risk : NIL

36.3. LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March 2019 and 31st March 2018.

Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

(Amount in ₹)

March 31, 2019	UNDISCOUNTED AMOUNT			
NON-DERIVATIVE LIABILITIES	**CARRYING AMOUNT**	**PAYABLE WITHIN 1 YEAR**	**MORE THAN 1 YEARS**	**TOTAL**
Borrowings	4,24,11,445	13,82,757	-	13,82,757
Other current financial liabilities	27,82,57,673	27,82,57,673	-	27,82,57,673
Other noncurrent financial liabilities	1,15,89,910	-	2,48,10,000	2,48,10,000

March 31, 2018	UNDISCOUNTED AMOUNT			
NON-DERIVATIVE LIABILITIES	**CARRYING AMOUNT**	**PAYABLE WITHIN 1 YEAR**	**MORE THAN 1 YEARS**	**TOTAL**
Borrowings	18,77,99,502	18,71,62,143	14,35,711	18,85,97,854
Unpaid dividend	8,61,682	8,61,682	-	8,61,682
Other current financial liabilities	28,61,82,991	28,61,82,991	-	28,61,82,991
Other noncurrent financial liabilities	3,23,28,510	-	5,02,68,000	5,02,68,000

Notes to Standalone Financial Statements

36.3.1.CURRENT & LIQUID RATIO

The following table shows the Ratio analysis of the Company for respective periods

PERIOD	CURRENT RATIO	LIQUID RATIO
March 31, 2019	2.88	0.02
March 31, 2018	1.98	0.09

36.3.2.COLLATERAL

Vehicle Loan is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. Term Loan from Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. The counterparties have an obligation to return the securities to Company. Bank Overdraft is secured by personal guarantee of one of the directors of the Company.

There are no other significant terms and conditions associated with the use of collateral.

Note -37

CAPITAL MANAGEMENT

37.1. RISK MANAGEMENT

Capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Company's capital. The Management monitors the capital structure and the net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short term investments.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the Gearing Ratio within 30%.

(Amount in ₹)

PARTICULARS	March 31, 2019	March 31, 2018
Debt @	4,24,11,445	18,77,99,502
Cash and bank balances	33,28,786	48,78,951
NET DEBT	**3,90,82,659**	**18,29,20,551**
Equity Share Capital	19,36,35,950	19,36,35,950
Other Equity	66,98,21,918	70,17,31,740
TOTAL EQUITY	**86,34,57,868**	**89,53,67,690**
GEARING RATIO (NET DEBT TO EQUITY RATIO)	**4.53%**	**20.43%**

@ Debt is defined as long-term and short-term borrowings (excluding derivative and contingent consideration).

Note -38

Disclosure relating to dues outstanding to micro and small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 and the Companies Act, 2013 the outstanding Interest due thereon interest paid etc to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In absence of information about registration of the enterprises under the above Act, the required information could not be furnished.

Note -39

Corporate Social Responsibility (CSR)

As per the provisions of section 135 of the Companies Act, 2013, the Company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. The company has incurred ' NIL (Previous Year ' NIL) on promotion of education.

Notes to Standalone Financial Statements

Note -40

Investment in Associates

These financial statement are separate financial statements prepared in accordance with Ind AS-27 "Separate Financial Statements".

Company's investment in Associates are as under:

	Particulars	Portion of ownership interest	
		As at 31st March 2019	As at 31st March 2018
i)	**Jayabharat Credit Limited**	43.45%	43.45%
	Country of incorporation: India		
	Method used to account for the investment: At Cost		
ii)	**India Lease Development Limited**	31.35%	31.35%
	Country of incorporation: India		
	Method used to account for the investment: At Cost		

Note -41

Previous year figures have been regrouped/rearranged wherever considered necessary.

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

INDEPENDENT AUDITOR'S REPORT

To The Members of The Motor & General Finance Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of The Motor & General Finance Limited (hereinafter referred to as "the Company") which includes Company's share of loss in its associates which comprise the Consolidated Balance Sheet as at 31st March 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the consolidated financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 Group as at 31 March 2019, and their consolidated loss, consolidated total comprehensive loss, consolidated cash flows and consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company, its Associates 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 consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in the sub-paragraph (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis for Qualified Opinion included in Auditors Report of an Associate

The audit report on the financial statements of Jayabharat Credit Limited, an associate of the Company, issued by an independent firm of Chartered Accountants, vide its report dated 23.05.2019,contains the following qualified opinion reproduced by us as under:

" The Company has written off Trade Receivables and long term loans and advance outstanding as on 31st March 2019 amounting to Rs.59.31 crores (Rs.59,30,90,653) as required under the applicable law or accounting standards, for material foreseeable losses.

On November 18, 2016, the company has voluntarily surrendered its certificate of Registration (COR) as Non-Banking Financial Company (Deposit Accepting) to Reserve Bank of India and as on date Reserve Bank of India has not confirmed the cancellation of certificate of registration of the company as Non-Banking Financial Company.

Company made the aforesaid written off of Trade Receivables and long term loans and advance which has resulted in a loss of Rs 59.31 crores (Rupees 59,30,90,653) for the year ended 31st March 2019.

Qualified Opinion included in Auditors Report of an Assoicate

We are informed by the company that as per its Directors discussion with RBI, the company has written off, as discussed with RBI, its dues i.e. Trade Receivables and long term loans and advances of Rs. 59.31 crores (Rupees 59,30,90,653) during the accounting year ending on 31st March 2019, we have been informed by the management of the company that company has taken exhaustive efforts to recover these dues and are still taking efforts to recover these dues. We are, however unable to ascertain the exact recoverable amount for the want of reconciliation/ confirmation for the concerned parties of the company. Any amount recovered may impact the financial results in future."

Emphasis of Matter included in Auditors Report of an Associate

We draw attention to the following Emphasis of matter to the audit opinion of the financial statements of India Lease Development Limited, an associate of the Company, vide our report dated 29.05.2019, reproduced as under:

- There is a non-compliance of the provisions of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 1998 with regard to maintenance of Credit Concentration/ Investment norms in respect of lending to one of the Company where these are exceeding the limits.

Our opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S.no	Key Audit Matters	Auditor's Response
1.	**Company's Investment in Investment Property**	**Audit Procedure Applied**
	Investment Properties is significant to our audit due to their magnitude and their value. Refer to Note No. 4 to the consolidated financial statements.	We have obtained an understanding on the Company's policies and procedures to identify investments of company in investment properties. • verified accurate and complete initial recognition of the investment property portfolio by agreeing the recorded amounts to external documents such as purchase agreements and transfer deeds • Verification of lease deed executed for lease out of properties for earning rental income • Verified whether the transactions were recorded as required by the applicable accounting principles. • Assessed the appropriateness of the disclosures relating to the assumptions, as we consider them likely to be important to users of the financial statements • Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment
2.	**Recoverability of carrying amounts of investments in associates and other entities**	**Audit Procedure Applied**
	Refer to note no. 5 to the consolidated financial statements. The Company has investments in Associates and other entities which are listed on Stock Exchange in India. These investment are valued at fair value based on market information. Therefore, the valuation of the investments has a significant impact on the financial results of Company. As at 31st March 2019, Management performed assessment at the end of each reporting period whether there is any indication that investments in associates and other entities may be impaired. Should indication of impairment exists, an impairment assessment will be performed accordingly. The recoverable amounts of investments in associates are calculated using Ind AS 28 "Investment in Associates & joint Ventures" and Ind AS 36 "Impairment of Assets". Management has concluded that there is Impairment Loss in case of one associate of the company as at 31st March 2019.	We have obtained an understanding on the Company's policies and procedures to identify impairment indicators on investments in associates and other entities, and performed the following procedures in relation to management's impairment assessment: • Evaluated the internal sources and external sources of information to identify impairment indications, if any; • Recalculation of amounts recognised as impairment, on the basis of latest available information of Audited Financial Statements of the Associate companies. • Testing and assessment of the completeness, appropriateness and adequacy of the disclosure in Company's financial statements with regards to the measurement of investment

	This area is significant to our audit because of the significance of the carrying amounts of the investment and results of impairment assessment and the significant management judgement involved in determining the value of Investement.	
3.	**Audit Opinion of an Associate Company**	**Audit Procedure applied**
	Independent Statutory Auditor of the Associate Company M/s Jayabharat Credit Limited has made a Qualified Opinion on the financial statement for the year ended 31st March 2019.	We have obtained an understanding on the financial statement and accompanying audit report of Associate Company • Evaluated the qualification made by auditor of Associate Company and the impact thereon in the consolidated financial statements of the Company. • Appropriateness and adequacy of the disclosure in consolidated financial statement of the company.

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

The Company's Board of Directors are responsible for other information. The other information comprises the Director's Report, Management Discussion and Analysis and Corporate Governance Report but does not include the consolidated financial statements and our auditor's report thereon.

The Director's Report, Management Discussion and Analysis and Corporate Governance Report are expected to be made available to us after the date of this auditor's report.

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

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

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

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Company including its Associates in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the company and of its Associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, its Associates and for preventing and detecting frauds and other irregularities; the 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 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 financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Company, its Associates are responsible for assessing the ability of the Company, its Associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company and its Associates are responsible for overseeing the financial reporting process of the Company and its Associates.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material

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

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

- Identify and assess the risks of material misstatement of the consolidated 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 and its Associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its Associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Company and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditor, such other auditor 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 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.

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

Other Matters

(a) The consolidated financial statements also include the Company's share of net loss of ₹ 11,92,424 for the year ended 31st March, 2019, as considered in the consolidated financial statements, in respect of an associate, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of subsection (3) of section 143 of the Act, insofar as it relates to the aforesaid associate is based solely on the report of other auditor.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on the separate financial statements/ financial information of associate referred to in the Other Matters section above we report, to the extent applicable, that:

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

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the report of the other auditor.

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

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

   e) On the basis of the written representations received from the Directors of the Company as on 31st March, 2019 taken on record by the Board of Directors of the Company and the reports of the Statutory Auditors of its associate companies, none of the directors of the Company and its associate companies is disqualified as on 31st March, 2019 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Company and associate companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies, for the reasons stated therein.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company and its associates– Refer Note No. 30.

      ii. The Company and its one associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March, 2019.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and one of its associate during the year ended 31st March, 2019. In case of another associate there were no amount to be transferred to the Investor Education and Protection Fund during the year ended 31st March, 2019.

For **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

Pawan Kumar
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of The Motor & General Finance Limited (hereinafter referred to as "Company") and its associate companies as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

3. 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, 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.

4. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. 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

8. In our opinion to the best of our information and according to the explanations given to us, the Company and its associate companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial

controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

9. Our aforesaid report under Section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 2 associate companies, is based on the corresponding reports of the auditors of such companies. Our opinion is not qualified in respect of this matter.

For **JAGDISH CHAND & CO**
Chartered Accountants
Firm Registration Number: 000129N

(Pawan Kumar)
Partner
Membership Number: 511057

Place of signature: New Delhi
Date: May 29, 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

PARTICULARS	Note No.	As at 31st March 2019	As at 31st March 2018
I. ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	3	**26,33,39,136**	26,70,35,790
(b) Investment Property	4	**26,21,60,537**	27,28,37,524
(c) Financial Assets			
(i) Investments	5	**3,94,13,208**	3,64,27,895
(ii) Loans	6	**41,37,030**	41,37,030
(d) Deferred Tax Assets (Net)	7	**2,37,42,398**	1,68,47,959
		59,27,92,309	59,72,86,198
2 Current Assets			
(a) Inventories	8	**92,71,96,425**	92,42,17,428
(b) Financial Assets			
(i) Trade Receivables	9	**5,55,624**	4,04,29,743
(ii) Cash and Cash Equivalents	10	**30,60,286**	37,48,769
(iii) Other Bank Balances	11	**2,68,500**	11,30,182
(iv) Other Financial Assets	12	**1,55,472**	84,899
(c) Current Tax Assets (Net)	13	**2,08,06,820**	2,31,12,662
(d) Other Current Assets	14	**34,17,560**	34,91,609
		95,54,60,687	99,62,15,292
TOTAL ASSETS		**1,54,82,52,996**	1,59,35,01,490
II. EQUITY AND LIABILITIES			
1 Equity			
(a) Equity Share capital	15	**19,36,35,950**	19,36,35,950
(b) Other Equity	16	**63,98,32,671**	67,62,99,209
Total Equity		**83,34,68,621**	86,99,35,159
2 Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**-**	14,35,711
(ii) Other Financial Liabilities	18	**1,15,89,910**	3,23,28,510
(b) Other Non Current Liabilities	19	**36,24,77,665**	17,95,73,459
(c) Provisions	20	**90,26,420**	80,73,576
		38,30,93,995	22,14,11,256
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	**4,10,28,688**	-
(ii) Trade Payables			
(A) Total outstanding dues of Micro Enterprises and Small Enterprises		**-**	-
(B) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		**-**	-
(iii) Other Financial Liabilities	18	**27,96,40,430**	47,34,08,464
(b) Other Current Liabilities	19	**18,06,258**	1,95,71,264
(c) Provisions	20	**92,15,004**	91,75,347
		33,16,90,380	50,21,55,075
TOTAL EQUITY & LIABILITIES		**1,54,82,52,996**	1,59,35,01,490

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 44

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

	PARTICULARS	Note No.	For the year ended on March 31, 2019	For the year ended on March 31, 2018
I.	**Revenue From Operations**			
	Sale of Services	21	**8,80,17,219**	10,55,55,212
II.	Other Income	22	**1,73,34,651**	2,59,95,826
III.	**Total Income (I + II)**		**10,53,51,870**	13,15,51,038
IV.	**Expenses:**			
	Employee Benefits Expense	23	**2,92,28,974**	3,20,12,036
	Finance Costs	24	**1,25,88,770**	3,89,33,959
	Depreciation and Amortization Expense	25	**1,45,87,313**	1,17,35,314
	Other Expenses	26	**9,26,16,107**	6,55,06,074
	Total Expenses (IV)		**14,90,21,164**	14,81,87,383
V.	**Profit/ (loss) before share of profit /(loss) of Associate and Tax (III-IV)**		**(4,36,69,294)**	(1,66,36,345)
V(i)	Share of profit/ (loss) of associates (net of tax)		**(11,92,424)**	(39,26,879)
VI.	**Profit before Exceptional Items and Tax (V-V(i))**		**(4,48,61,718)**	(2,05,63,224)
VII.	Exceptional Items		**-**	-
VIII.	**Profit before Tax (VI - VII)**		**(4,48,61,718)**	(2,05,63,224)
IX	Tax Expense:	27		
	(1) Current Tax		**-**	-
	(2) Deferred Tax		**(68,87,673)**	(48,98,211)
	(3) Taxation in respect of Earlier Years		**(14,91,361)**	(29,81,174)
X	**Profit / (Loss) for the Period (VIII+IX)**		**(3,64,82,684)**	(1,26,83,839)
XI	**Other Comprehensive Income**			
A	(i) Items that will not be reclassified into Profit & Loss	28	**9,380**	5,30,107
	(ii) Income tax relating to items that will not be reclassified to profit/loss		**6,766**	(1,42,578)
B	(i) Items that will be reclassified to Profit & Loss		**-**	**-**
	(ii) Income tax relating to items that will be reclassified to Profit & Loss		**-**	**-**
	Other Comprehensive Income		**16,146**	3,87,529
XII	**Total Comprehensive Income for the period (X+XI)**		**(3,64,66,538)**	(1,22,96,310)
XIII	**Profit/(Loss) attributable to**			
	Owners of the Parent		**(3,64,82,684)**	(1,26,83,839)
	Non Controlling Interests		**-**	-
XIV	**Other Comprehensive Income attributable to**			
	Owners of the Parent		**16,146**	3,87,529
	Non Controlling Interests		**-**	-
XV	**Total Comprehensive Income attributable to**			
	Owners of the Parent		**(3,64,66,538)**	(1,22,96,310)
	Non Controlling Interests		**-**	-
XVI	Earnings per Share (Face value of ₹ 10/- per Equity Share)	29		
	(1) Basic (in Rs.)		**(1.88)**	(0.66)
	(2) Diluted (in Rs.)		**(1.88)**	(0.66)

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 44

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

Consolidated Statement of Changes in Equity As at March 31, 2019

A Equity Share Capital

(All amounts in ₹ unless stated otherwise)

Particulars		Balance at the beginning of the Reporting Period	Changes in Equity Share Capital during the year	Balance at the end of Reporting Period
Balance as at 31st March 2018	Numbers	1,93,63,595	-	**1,93,63,595**
	₹	19,36,35,950	-	**19,36,35,950**
Balance as at 31st March 2019	**Numbers**	**1,93,63,595**	-	**1,93,63,595**
	₹	**19,36,35,950**	-	**19,36,35,950**

B Other Equity

(All amounts in ₹ unless stated otherwise)

PARTICULARS	RESERVES AND SURPLUS					OTHER COMPREHENSIVE INCOME (OCI)		TOTAL
	CAPITAL RESERVE	SECURITIES PREMIUM	REVALUATION RESERVE	GENERAL RESERVE	RETAINED EARNINGS	REMEASUREMENT OF DEFINED BENEFIT PLANS	EQUITY INSTRUMENTS THROUGH OCI	
Balance as at 1st April 2017	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**49,20,93,094**	**(15,30,45,478)**	**4,58,619**	**1,00,508**	**68,85,95,519**
Profit/ (Loss) for the period	-	-	-	-	(1,26,83,839)	-	-	(1,26,83,839)
Other Comprehensive Income (OCI)	-	-	-	-	-	6,57,705	(1,27,598)	5,30,107
Income Tax on Items of OCI	-	-	-	-	-	(1,42,578)	-	(1,42,578)
Balance as at 31st March 2018	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**49,20,93,094**	**(16,57,29,317)**	**9,73,746**	**(27,090)**	**67,62,99,209**
Profit/ (Loss) for the period	-	-	-	-	(3,64,82,684)	-	-	(3,64,82,684)
Other Comprehensive Income (OCI)	-	-	-	-		(26,275)	35,655	9,380
Income Tax on Items of OCI	-	-	-	-	-	6,766	-	6,766
Balance as at 31st March 2019	**6,10,050**	**8,88,40,900**	**25,95,37,826**	**49,20,93,094**	**(20,22,12,001)**	**9,54,237**	**8,565**	**63,98,32,671**

Summary of Significant Accounting Policies and Other Explanatory Information Note 1 to 44

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2019

(All amounts in ₹ unless stated otherwise)

	PARTICULARS		For the year ended on March 31, 2019	For the year ended on March 31, 2018
A.	**Cash flows from operating activities**			
	Net Profit before tax and Extraordinary items		**(4,48,61,718)**	(2,05,63,224)
	Adjustment for:			
	Share in Loss in Associates		11,92,424	39,26,879
	Provision for Impairment of Investments		(41,42,082)	25,26,394
	Depreciation of PPE & Investment Property		1,45,87,313	1,17,35,314
	Amount Written off		-	500
	Bad Debts Written off		3,46,88,392	-
	Other Non Cash Adjustments		(26,275)	6,57,705
	Interest Expenses		29,77,297	3,67,18,630
	Interest on deposits from Bank & ICD		(14,43,656)	(85,73,099)
	Operating Profit before Working Capital Changes		**29,71,695**	2,64,29,099
	Adjustment for:			
	Decrease /(Increase) in Other Financial Assets		(70,573)	27,42,747
	Decrease /(Increase) in Loans		-	(10,46,991)
	Decrease/(Increase) in Inventories		(29,78,997)	(2,65,00,005)
	Decrease/(Increase) in Trade receivables		51,85,727	(1,22,23,528)
	Decrease/(Increase) in Other Current Assets		74,049	(2,52,261)
	(Decrease)/ Increase in Provisions		9,92,501	35,34,851
	(Decrease) /Increase in Other Financial Liabilities		(21,30,00,957)	20,81,05,290
	(Decrease) /Increase in Other Liabilities		16,51,39,200	15,58,24,765
	Cash generated from Operations before Extra Ordinary Items		**(4,16,87,355)**	35,66,13,967
	Exceptional Items		-	-
	Direct Taxes Paid		(37,97,203)	(90,25,077)
	Net Cash from Operating Activities	**(A)**	**(3,78,90,152)**	36,56,39,044
B.	**Cash Flows from Investing Activities:**			
	Purchase of Fixed Assets		(2,13,672)	(7,72,75,181)
	Decrease /(Increase) in Other Bank Balance		8,61,682	26,46,854
	Interest Received (Net of Tax Deducted at Source)		14,43,656	85,73,099
	Net Cash from Investing Activities:	**(B)**	**20,91,666**	(6,60,55,228)
C.	**Cash Flows from Financing Activities:**			
	Increase/(Decrease) in Non Current Borrowing		(14,35,711)	(38,40,17,418)
	Increase/(Decrease) in Current Borrowing		4,10,28,688	-
	Unpaid Dividend now paid		(8,61,682)	(15,15,939)
	Interest Expenses		(29,77,297)	(3,67,18,630)
	Decrease /(Increase) in Loans		-	12,90,00,000
	Net Cash from Financing Activities	**(C)**	**3,57,53,998**	(29,32,51,987)
	Net Increase in Cash and Cash Equivalent	**(A) + (B) + (C)**	**(44,488)**	63,31,829
	Cash and Cash Equivalents - Opening		**26,00,604**	(37,31,225)
	Cash and Cash Equivalents - Closing		**25,56,116**	26,00,604
i)	The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".			
ii)	**Cash and Cash Equivalents Includes:**			
a)	Cash in Hand		**17,082**	86,806
b)	Balances with Banks		**17,05,633**	16,12,713
c)	Flexi Deposits up to 3 months Original Maturity		**13,37,571**	20,49,250
e)	Less: Bank Overdraft		**(5,04,170)**	(11,48,165)
	TOTAL		**25,56,116**	26,00,604
iii)	**Reconciliations of Liabilities from Financing Activities**			
	Particulars		**Borrowings including Long Term and Short Term Borrowings**	
	As at April 1, 2017		**40,79,83,154**	
	Proceeds		50,00,062	
	Repayment		(21,88,20,061)	
	Fair Value Changes		(63,63,653)	
	As at March 31, 2018		**18,77,99,502**	
	Proceeds		32,72,61,322	
	Repayment		(47,34,47,731)	
	Fair Value Changes		7,98,352	
	As at March 31, 2019		**4,24,11,445**	
iv)	Amounts in brackets, represent Cash Outflow.			
v)	Previous Year's figures have been regrouped and rearranged wherever necessary.			

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Chairman & Managing Director &
Chief Executive Officer
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(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

Summary of Significant Accounting Policies and other Explanatory Statements of Consolidated Financial Statements for the year ended March 31, 2019

NOTE – 1

SIGNIFICANT ACCOUNTING POLICIES

1.1 COMPANY OVERVIEW

The Motor & General Finance Limited (referred to as "MGF" or "the Company") was incorporated under the laws of the Republic of India with its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, is the flagship Company of MGF Group, Incorporated in 1930, MGF was one of the oldest finance companies of India. The Company is engaged in the single primary business of "Lease/ Renting of Immovable Property", and has only one reportable segment.

1.2 GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IND AS

The Company is headquartered in New Delhi, India. The shares of the Company are listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

The Consolidated Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

I. Certain Financial Assets and Financial Liabilities and Contingent Consideration that are measured at fair value

II. Assets held for sale measured at lower of cost or fair value less cost to sell

III. Defined benefit plan assets measured at fair value

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the date of respective transactions.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All amounts are stated in ₹. All amounts disclosed in the financial statement and notes have been rounded off to the nearest ₹, unless otherwise stated.

The Consolidated Financial Statements for the year ended 31st March, 2019 were authorized and approved for issue by the Board of Directors of Company on 29th May, 2019.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Consolidated Financial Statements have been prepared using the Accounting Policies and measurement basis summarized below.

2.1 BASIS OF CONSOLIDATION

2.1.1 BASIS OF ACCOUNTING

i. The Financial Statements of the Associates in the consideration are drawn up to the same reporting date as of the Company for the purpose of consolidation.

ii. The Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard (Ind AS) 110 – 'Consolidated Financial Statements' and Indian Accounting Standard (Ind AS) 28 – 'Investments in Associates and Joint Ventures' specified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

2.1.2 PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements comprise the financial statements of the Company and its Associates as at 31st March, 2019.

An Associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Consolidated Financial Statements have been prepared as per the following principles:

i. The results, assets and liabilities of associates are incorporated in the consolidated financial statements using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever applicable. An investment in Associate is initially recognised at cost and adjusted thereafter to recognise the Company's share of profit or loss and Other Comprehensive Income of the Associate.

ii. Gain or loss in respect of changes in Other Equity of Associates resulting in dilution of stake in the Associates is recognised in the Statement of Profit and Loss. On acquisition of investment in an Associate, any excess of cost of investment over the fair value of the assets and liabilities of the joint venture, is recognised as goodwill and is included in the carrying value of the investment in the associate. The excess of fair value of assets and liabilities over the investment is recognised directly in equity as capital reserve. The unrealised profits/ losses on transactions with associates are eliminated by reducing the carrying amount of investment.

iii. The carrying amount of investment in Associates is reduced to recognise impairment, if any, when there is objective evidence of impairment.

iv. When the Company's share of losses of an associate exceeds the Company's interest in that Associate (which includes any long term interests that, in substance, form part of the Company's net investment in the Associate), the Company discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate.

2.2 PROPERTY, PLANT AND EQUIPMENT

2.2.1 RECOGNITION

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, less accumulated depreciation/amortized and impairments, if any. Historical cost includes taxes, duties, freight and other incidental expenses related to acquisition & installation.

2.2.2 SUBSEQUENT MEASUREMENT

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 repairs & maintenance are charged to profit or loss.

2.2.3 DEPRECIATION

Depreciation on Property, Plant and Equipment is charged on straight line method based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

The following useful lives are applied:

Asset category	**Estimated useful life (in years)Land**
- Lease Hold (Finance Lease)	Over the Lease period
- Perpetual Lease	Treated as free hold land due to perpetuity
Buildings	
- Building	55 – 80 Years
- Leasehold Building	Over the Lease Period
Furniture and Fittings 10 Years	
Motor Vehicles	
- Hire Purchase & Owned	08 - 10 Years
Office Equipment & Electrical Installations	05 - 15 Years
Computers	
- End user devices viz. desktops, laptops, etc.	03 Years

Leasehold land is amortised on a straight line basis over the unexpired period of their respective lease. Leasehold improvements are depreciated on straight line basis over their initial agreement period. Premium paid on land where lease agreements have been executed for specified period are written off over the period of lease proportionately.

Property, Plant and Equipment individually costing upto ₹ 10,000 are fully depreciated in the year of acquisition.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.2.4 DE-RECOGNITION

An item of Property, Plant and Equipment and any significant part initially recognised is derecognised 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 included in the Statement of Profit and Loss account when the asset is derecognised.

2.3 INVESTMENT PROPERTIES

2.3.1 RECOGNITION

Property (land or a building-or part of a building-or both) that is held (by the owner or by the lessee under a finance lease) for long term rental yields or for capital appreciation or both is recognized as Investment Property, except

i. Use in the production or supply of goods or services or for administrative purposes; or

ii. Sale in the ordinary course of business:

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

2.3.2 SUBSEQUENT MEASUREMENT

Subsequent expenditure is capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

2.3.3 DEPRECIATION

Depreciation is provided on all Investment Property on straight line basis, based on useful life of the assets determined in accordance with depreciation on Property Plant & Equipment's as per para "2.1.3" above. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes.

2.3.4 DE-RECOGNITION

An investment property is derecognised (eliminated from the balance sheet) on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

An investment property is also derecognised when property is transferred to owner-occupied property; or commencement of development with a view to sale, or transfer to inventories.

2.4 IMPAIRMENT OF NON FINANCIAL ASSETS

Carrying amount of assets is reviewed at each reporting date where there is any indication of impairment based on internal/ external indicators. An impairment loss is recognised in the Statement of Profit and Loss where carrying amount exceeds recoverable amount of assets. Impairment loss is reversed, if, there is change in recoverable amount and such loss either no longer exists or has decreased or indication on which impairment was recognised no longer exists.

2.5 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.

2.5.1 FINANCIAL ASSETS

2.5.1.1 INITIAL RECOGNITION AND MEASUREMENT

Financial Assets 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 that are attributable to the acquisition of the financial asset.

2.5.1.2 SUBSEQUENT MEASUREMENT

Debt Instruments at Amortised Cost– A 'debt instrument' 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. All other debt instruments are measured at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) based on Company's business model.

- **Equity Investments** – All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at Fair Value through Profit and Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) on an instrument to instrument basis.
- **Other Investments** – All Other Investments in scope of Ind-AS 109 are measured at Fair Value through Profit and Loss (FVTPL).

2.5.1.3 IMPAIRMENT OF FINANCIAL ASSETS

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments, and are measured at amortised cost e.g., Loans, Debt Securities, Deposits and Trade Receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115.

The Company follows 'Simplified Approach' for recognition of impairment loss allowance on trade receivables. The application of simplified recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

- **Financial Assets measured as at amortised cost**: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- **Debt instruments measured at FVTPL**: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. The change in fair value is taken to the statement of Profit and Loss.
- **Debt instruments measured at FVTOCI**: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'Accumulated Impairment Amount' in the OCI. The Company does not have any Purchased or Originated Credit Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

2.5.1.4 DE-RECOGNITION OF FINANCIAL ASSETS

A financial asset (or, where applicable, a part of a financial asset or part of the Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

i. The rights to receive cash flows from the asset have expired, or

ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement~ and either

(a) The Company has transferred substantially all the risks and rewards of the asset, or

(b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

2.5.2 FINANCIAL LIABILITIES

2.5.2.1 INITIAL RECOGNITION AND MEASUREMENT

Financial liabilities are classified at initial recognition as financial liabilities at fair value through Profit or Loss, Loans and Borrowings, and Payables, net of directly attributable transaction costs. The Company's financial liabilities include Loans and Borrowings including Bank Overdraft, Security Deposit received against lease of building including investment properties and Other Payables.

All Financial Liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the Financial Liabilities is also adjusted. Financial Liabilities are classified as amortised cost.

The measurement of financial liabilities depends on their classification, as described below:

i. **Financial liabilities at Fair Value Through Statement of Profit And Loss -** Financial liabilities at Fair Value through statement of Profit and Loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at Fair Value through statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

ii. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. All other changes in fair value of such liability are recognised in the statement of profit and loss.

iii. **Loans and Borrowings -** After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. Gains and Losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by

taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as Finance Costs in the statement of profit and loss.

iv. **Security Deposit -** After initial recognition, interest free security deposits are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. The difference between carrying amount of the deposits and fair value is transferred as deferred income. The EIR amortisation is included as Finance Income in the statement of profit and loss.

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

2.5.2.2 SUBSEQUENT MEASUREMENT

Subsequent to initial recognition, these liabilities are measured at Amortised Cost using the Effective Interest Rate (EIR) method.

2.5.2.3 DE-RECOGNITION OF FINANCIAL LIABILITIES

A Financial Liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. Consequently write back of unsettled credit balances is done on the previous experience of Management and actual facts of each case and recognised in Other Income. 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.

2.5.3 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.

2.6 INVENTORIES

2.6.1 BASIS OF VALUATION

i. **Stock in Trade - Project** are valued at lower of cost or net realisable value.

2.6.2 METHOD OF VALUATION

i. Stock in Trade Project includes total amount of expenditure incurred upto the date of certificate of completion. Subsequent expenditure which relates to an item of capital nature is added into the cost of stock in trade.

2.7 TRADE RECEIVABLES

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

2.8 CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents comprise cash in hand, Balances in Bank Account, Remittance in Transit, Cheques in hand and demand deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.9 TAXES

2.9.1 CURRENT INCOME TAX

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income 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 items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2.9.2 DEFERRED TAX

Deferred Income Taxes are calculated using Balance Sheet Approach, on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and the carry forward of unused tax credits and any unused tax

losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. 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.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax expense for the year comprises of current tax and deferred tax.

2.9.3 INDIRECT TAX

Expenses and assets are recognised net of the amount of GST/ Service Tax paid, except:

i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

ii. When receivables and payables are stated with the amount of tax included, the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

2.10 EQUITY AND RESERVES

i. **Share Capital** represents the nominal value of Equity shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from retained earnings, net of any related income tax benefits.

ii. **Other Components of Equity** includes Other Comprehensive Income arising from actuarial gain or loss on re-measurement of defined benefit liability and return on plan assets

iii. **Retained Earnings** include all current and prior period retained profits.

2.11 DIVIDEND PAYMENTS

Annual dividend distribution to shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on Dividend Distribution is recognised directly in equity.

2.12 REVENUE RECOGNITION

Ind AS 115 was made effective from 1st April, 2018 and establishes a five-step model to account for revenue arising from contracts with customers. The new revenue standard replaced Ind AS 18 & Ind AS 11 and interpretations on revenue recognition related to sale of goods and services. The Company has adopted the new standard for annual periods beginning on or after 1st April, 2018 using cumulative effect method.

2.12.1 RENTAL INCOME

Rental income arising from lease on investment properties is accounted for on straight line basis over the period for which the investment property is given on rent.

2.13 INCOME RECOGNITION

2.13.1 INTEREST INCOME

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

2.13.2 DIVIDEND INCOME

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

2.13.3 OTHER INCOME

Other claims including interest on outstanding are accounted for when there is virtual certainty of ultimate collection.

2.14 EXPENDITURE

Expenses are accounted on accrual basis.

2.15 EMPLOYEE BENEFIT SCHEMES

2.15.1 SHORT-TERM EMPLOYEE BENEFITS

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

2.15.2 COMPENSATED ABSENCES

Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment / availment. The liability is provided based on the number of days of unutilized leave at each Balance Sheet date on the basis of an independent actuarial valuation.

2.15.3 GRATUITY

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method. Gratuity is unfunded.

Actuarial gains and losses arising from changes in actuarial assumptions are recognized in Other Comprehensive Income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

2.15.4 PROVIDENT FUND

Eligible employees of the Company receive benefits from a Provident Fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

2.16 FUNCTIONAL AND PRESENTATION CURRENCY

The Standalone Financial Statements are presented in Indian Rupee (₹), which is Company's functional Currency and presentation currency.

2.17 LEASES

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

2.17.1 COMPANY AS A LESSEE

2.17.1.1 FINANCE LEASES

A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a Finance Lease. Finance Leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments.

The interest element of lease payments is charged to Statement of Profit and Loss, as Finance Costs over the period of the lease. The leased asset is depreciated over the useful life of the asset or lease term whichever is lower.

Land acquired on long term lease (more than 90 years/ Perpetual Lease) are evaluated as own land.

2.17.2 COMPANY AS A LESSOR

2.17.2.1 OPERATING LEASE

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Assets leased out under operating leases are capitalized. Rental income is recognized on straight-line basis over the lease term except where scheduled increase in rent compensates the Company with expected inflationary costs.

2.18 EARNINGS PER SHARE

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares.

i. **Basic EPS** is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

ii. **Diluted EPS** is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

2.19 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

2.19.1 PROVISIONS

Provisions represent liabilities to the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost.

2.19.2 CONTINGENT LIABILITIES

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management of the Company has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

2.19.3 CONTINGENT ASSETS

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

2.20 CASH FLOW STATEMENT

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

2.21 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker “CODM” of the Company.

2.22 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

i. An asset is classified as current when it is:

   a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

   b) Held primarily for the purpose of trading,

   c) Expected to be realised within twelve months after the reporting period, or

   d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

ii. All other assets are classified as non-current.

iii. A liability is classified as current when it is:

   a) Expected to be settled in normal operating cycle,

   b) Held primarily for the purpose of trading,

   c) Due to be settled within twelve months after the reporting period, or

   d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

iv. All other liabilities are classified as non-current.

v. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

vi. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.23 FAIR VALUE MEASUREMENT

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

Other Fair Value related disclosures are given in the relevant notes.

2.24 EXCEPTIONAL ITEMS

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments of subsidiaries, associate and joint ventures and impairment losses/ write down in the value of investment in subsidiaries, associates and joint ventures and significant disposal of fixed assets.

2.25 SIGNIFICANT MANAGEMENT JUDGEMENT IN APPLYING ACCOUNTING POLICIES AND ESTIMATION UNCERTAINTY

The preparation of Standalone Financial Statements requires management to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of income & expenses during the periods. Although these estimates and assumptions used in accompanying Companying financial statements are based upon management's evaluation of relevant facts and circumstances as of date of financial statements which in management's opinion are prudent and reasonable, actual results may differ from estimates and assumptions used in preparing accompanying Companying financial statements. Any revision to accounting estimates is recognized prospectively from the period in which results are known/ materialise in accordance with applicable Indian accounting standards.

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.26 SIGNIFICANT MANAGEMENT JUDGEMENTS

The following are Significant Management Judgements in applying the Accounting Policies of the Company that have the most significant effect on the Financial Statements.

2.26.1 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.

2.26.2 EVALUATION OF LEASE OF LAND AS FINANCE LEASE OR OPERATING LEASE

One important consideration for evaluating lease of land is that land has an indefinite economic life and it is expected that the value of land generally appreciates. Where in substance there is no transfer of risks and rewards, it should be considered as an operating lease. Some of the indicators to consider in the overall context of whether there is transfer of risks and rewards incidental to ownership include the lessee's ability to renew lease for another term at substantially below market rent, lessee's option to purchase at price significantly below fair value etc..

Accordingly, classification as operating or finance lease requires exercise of judgement based on evaluation of facts and circumstances in each case, while considering the indicators envisaged as above.

2.27 ESTIMATION UNCERTAINTY

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.

2.27.1 REVENUE RECOGNITION

Where revenue contracts include deferred payment terms, the management of Company determines the fair value of consideration receivable using the expected collection period and interest rate applicable to similar instruments with a similar credit rating prevailing at the date of transaction.

2.27.2 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENT

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using various valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as Liquidity Risk, Credit Risk and Volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.27.3 IMPAIRMENT OF FINANCIAL ASSETS

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

2.27.4 RECOVERABILITY OF ADVANCES/ RECEIVABLES

The Company from time to time review the recoverability of advances and receivables. The review is done at least once in a financial year and such assessment requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.

2.27.5 INCOME TAXES

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

2.27.6 PROVISIONS AND CONTINGENCIES

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

2.27.7 DEFINED BENEFIT OBLIGATION (DBO)

Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may impact the DBO amount and the annual defined benefit expenses.

2.28 NEW AND AMENDED STANDARDS FOR THE YEAR

The Company applied Ind AS 115 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below. Several other standards and amendments apply for the first time in 2018-19, but do not have an impact on the Standalone Financial Statements of the Company.

2.28.1 IND AS 115 REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company applied Ind AS 115 for the first time by using the Cumulative effect method of adoption with date of initial application from 1st April, 2018. Under this method Comparative prior period is not adjusted and the cumulative effect of initially applying Ind AS 115 is recognised as an adjustment to the opening balance of retained earnings as at 1st April, 2018.

There was no impact on retained earnings as on 1st April, 2018 on adoption of Ind AS 115.

2.29 STANDARDS ISSUED BUT NOT EFFECTIVE

2.29.1 IND AS 116 'LEASES'

On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations.

New standard permits two possible methods of transition i.e. Full Retrospective or Modified Retrospective.

The Company will adopt the standard on 1st April 2019 by using Modified retrospective effect method and accordingly comparatives for

year ended 31st March 2019 will not be retrospectively adjusted.

The Company is evaluating requirements of Ind AS 116, and has not yet determined the impact on the financial statements.

2.29.2 AMENDMENT TO IND AS 19 – PLAN AMENDMENT, CURTAILMENT OR SETTLEMENT

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

Effective date for application of this amendment is annual period beginning on or after 1st April, 2019. The Company expects that there will be no impact on account of this amendment.

2.29.3 AMENDMENT TO IND AS 12 – 'INCOME TAXES'

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

Effective date for application of this amendment is annual period beginning on or after 1st April, 2019. The Company expects that there will be no impact on account of this amendment.

2.29.4 IND AS 12 APPENDIX C, UNCERTAINTY OVER INCOME TAX TREATMENTS

On 30th March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments.

The standard permits two possible methods of transition i.e. Full retrospective or Retrospectively with Cumulative Effect.

The Company will adopt the standard on 1st April 2019 by using the Retrospectively with Cumulative Effect method and accordingly comparatives for the year ending or ended 31st March, 2019 will not be retrospectively adjusted.

The Company expects that there will be no impact on account of this amendment.

Notes to Consolidated Financial Statements

Note -03

Property, Plant and Equipment

Details of the Company's Property, Plant and Equipment and reconciliation of their carrying amounts from beginning to end of reporting period are as follows:

(All amounts in ₹ unless stated otherwise)

Particulars	Leasehold Land	Freehold Land	Freehold Land & Buildings	Leasehold Land & Buildings	Vehicles	Furniture and fixtures	Computers	Office Equipment	Lifts	Electric installation	Total
Deemed cost											
Balance as at 1st April 2017	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**79,30,577**	**2,47,258**	**1,13,230**	**2,66,990**	**2,02,703**	**65,40,971**	**26,95,61,252**
Additions/Adjustments	-	-	-	-	27,27,591	-	2,26,368	3,79,453	12,62,338	2,51,959	48,47,709
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**1,06,58,168**	**2,47,258**	**3,39,598**	**6,46,443**	**14,65,041**	**67,92,930**	**27,44,08,961**
Additions/Adjustments	-	-	-	-	-	12,654	81,865	1,19,153	-	-	2,13,672
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	**11,14,43,394**	**13,12,05,451**	**63,88,304**	**52,22,374**	**1,06,58,168**	**2,59,912**	**4,21,463**	**7,65,596**	**14,65,041**	**67,92,930**	**27,46,22,633**
Accumulated Depreciation											
Balance as at 1st April 2017	**-**	**-**	**1,48,932**	**2,85,142**	**7,14,599**	**80,956**	**19,865**	**12,860**	**2,842**	**15,22,628**	**27,87,824**
Additions/Adjustments	-	-	1,45,339	2,69,573	27,58,011	49,051	1,20,335	61,167	64,096	11,17,775	45,85,347
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2018	**-**	**-**	**2,94,271**	**5,54,715**	**34,72,610**	**1,30,007**	**1,40,200**	**74,027**	**66,938**	**26,40,403**	**73,73,171**
Depreciation expense	-	-	1,41,834	2,54,854	21,87,533	33,376	96,877	1,77,645	2,19,905	7,98,302	39,10,326
Elimination on disposals of assets	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2019	**-**	**-**	**4,36,105**	**8,09,569**	**56,60,143**	**1,63,383**	**2,37,077**	**2,51,672**	**2,86,843**	**34,38,705**	**1,12,83,497**
Net carrying amount											
Balance as at 31st March 2018	11,14,43,394	13,12,05,451	60,94,033	46,67,659	71,85,558	1,17,251	1,99,398	5,72,416	13,98,103	41,52,527	26,70,35,790
Balance as at 31st March 2019	**11,14,43,394**	**13,12,05,451**	**59,52,199**	**44,12,805**	**49,98,025**	**96,529**	**1,84,386**	**5,13,924**	**11,78,198**	**33,54,225**	**26,33,39,136**

Note 3 A

Refer Note No 17 A for Property, Plant & Equipment pledged as security.

Notes to Consolidated Financial Statements

Note -04

Investment Property (At Cost)

(All amounts in ₹ unless stated otherwise)

Particulars	Freehold Land & Buildings	Leasehold Land & Buildings	Land	Total
Deemed cost				
Balance as at 1st April 2017	**2,34,57,830**	**9,50,62,557**	**9,66,33,500**	**21,51,53,887**
Additions/Adjustments	-	7,24,27,472	-	7,24,27,472
Disposals	-	-	-	-
Balance as at 31st March 2018	**2,34,57,830**	**16,74,90,029**	**9,66,33,500**	**28,75,81,359**
Additions/Adjustments	-	-	-	-
Disposals	-	-	-	-
Balance as at 31st March 2019	**2,34,57,830**	**16,74,90,029**	**9,66,33,500**	**28,75,81,359**
Accumulated Depreciation				
Balance as at 1st April 2017	**13,57,034**	**62,36,834**	**-**	**75,93,868**
Depreciation expense	12,76,885	58,73,082	-	71,49,967
Elimination on disposals of assets	-	-	-	-
Balance as at 31st March 2018	**26,33,919**	**1,21,09,916**	**-**	**1,47,43,835**
Depreciation expense	12,01,078	94,75,909	-	1,06,76,987
Elimination on disposals of assets	-	-	-	-
Balance as at 31st March 2019	**38,34,997**	**2,15,85,825**	**-**	**2,54,20,822**
Net carrying amount				
Balance as at 31st March 2018	2,08,23,911	15,53,80,113	9,66,33,500	**27,28,37,524**
Balance as at 31st March 2019	**1,96,22,833**	**14,59,04,204**	**9,66,33,500**	**26,21,60,537**

Note -04 A

Amounts recognised in Profit & Loss for Investment Properties:

(All amounts in ₹ unless stated otherwise)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Rental Income	8,80,17,219	10,55,55,212
Direct Operating Expenses from property generating Rental Income (including Repair and Maintenance)	1,16,66,006	68,76,680
Profit from Investment Properties before depreciation	**7,63,51,213**	**9,86,78,532**
Depreciation	1,06,76,987	71,49,967
Profit from Investment Properties	**6,56,74,226**	**9,15,28,565**

Note -04 B

Leasing Arrangements

Certain Investment Properties are leased to tenants under long-term operating leases with rentals payable monthly (Refer Note 32). Future minimum lease payments receivable under long-term operating leases of Investment Properties in the aggregate is ? 75,04,97,685/- (Previous Year ₹ 85,60,52,897/-and for each of the following period:

(All amounts in ₹ unless stated otherwise)

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Within one year	5,96,17,964	10,44,28,043
Later than one year but not later than 5 years	25,76,10,657	38,33,16,528
Later than 5 years	20,55,88,254	26,27,53,114

Notes to Consolidated Financial Statements

Note -04 C
Fair value

(All amounts in ₹ unless stated otherwise)

Particulars	Fair Value Hierarchy	As at March 31, 2019
Buildings	**Level 3**	**1,76,24,68,587**

Description of Valuation Techniques used and key inputs to Valuation on Investment Properties:

Valuation Approach - Rental or Capitalisation Method:
Rental method of valuation consists in capitalising the Net Annual Rental Income (NARI) at an appropriate rate of interest or rate of capitalisation. Net annual rent income equals to Gross Annual Rental Income (GARI) minus outgoings like Property Tax, Repairs, Maintenance, Service Charges, Insurance Premium, Rent Collection and Management Charges etc.

Note -04 D

Refer Note No 17 A for Property, Plant & Equipment pledged as security.

Note -05

(All amounts in ₹ unless stated otherwise)

INVESTMENTS - NON CURRENT	As at March 31, 2019	As at March 31, 2018
IINVESTMENT IN EQUITY INSTRUMENTS :		
Investments at Fair Value Through OCI		
- Investment in Others Companies	2,38,068	2,02,413
INVESTMENT IN ASSOCIATES		
Investments at Equity Method		
- Investment in Associates Companies	9,05,05,731	9,05,05,731
Gross Investments	**9,07,43,799**	**9,07,08,144**
Aggregate amount of impairment in value of investments		
- Impairment in value of Investments	5,13,30,591	5,42,80,249
Net Investments	**3,94,13,208**	**3,64,27,895**

Note -05 A

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
(a) Aggregate Amount of Quoted Investments - Cost	9,16,23,308	9,16,23,308
(b) Aggregate Amount of Quoted Investments - Market Value	3,94,13,208	5,38,71,464
(c) Aggregate Amount of Unquoted Investments	-	-
(d) Aggregate Amount of Impairment in Value of Investments	5,13,30,591	5,42,80,249

Notes to Consolidated Financial Statements

Note -05 B Details of Investment in Equity Shares (Quoted)

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Investment in Equity Shares of Company		
Method of Valuation: Fair Value through OCI		
i) Metal Box India Limited - 1,200 equity shares of ₹ 10 each, fully paid up	1	1
ii) Rajasthan Breweries Ltd - 4,700 equity shares of ₹ 10 each, fully paid up	1	1
iii) Sri Ramakrishna Mills (CBE) Limited - 15000 equity shares of ₹ 10 each, fully paid up	2,17,500	1,81,800
iv) MTZ (India) Limited - 10000 equity shares of ₹ 10 each, fully paid up	1	1
v) Mawana Sugars Limited - 450 equity shares of ₹ 10 each, fully paid up	20,565	20,610
Total	**2,38,068**	2,02,413

Note -05 C Detail of Trade Investments in Associates (Quoted)

(All amounts in ₹ unless stated otherwise)

PARTICULARS	As at March 31, 2019	As at March 31, 2018
Investment in Equity Shares of Company		
Method of Valuation: At Cost		
Companies under the same management		
i) Jayabharat Credit Limited - 2,172,300 equity shares of ₹ 10 each, fully paid up	2,93,16,380	2,93,16,380
ii) India Lease Development Limited - 4,608,840 equity shares of ₹ 10 each, fully paid up	6,11,89,351	6,11,89,351
Total At Cost	**9,05,05,731**	9,05,05,731
Less: Impairment in value of Investments	3,07,99,929	3,07,99,929
Less: Share of Profit & (Loss) as per Equity Consolidation	(11,92,424)	(39,26,879)
Less: Impairment in value of Investments on Consolidation as per IND AS 36	(1,93,38,238)	(1,95,53,441)
Total Investment in Associates	**3,91,75,140**	3,62,25,482

Note -06

(All amounts in ₹ unless stated otherwise)

LOANS (NON CURRENT)	As at March 31, 2019	As at March 31, 2018
Considered Good - Secured	-	-
Considered Good - Unsecured		
-Security Deposits	41,37,030	41,37,030
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Total	**41,37,030**	41,37,030

Notes to Consolidated Financial Statements

Note -07

Deferred Tax Asset/ (Liabilities)

The balance comprises temporary differences attributable to :

(All amounts in ₹ unless stated otherwise)

DEFERRED TAX ASSET/ (LIABILITIES)	As at March 31, 2019	As at March 31, 2018
Deferred tax liability :		
- Depreciation on PPE	2,69,584	4,08,439
- Other timing differences	4,55,440	51,28,261
Total deferred tax liabilities	**7,25,024**	55,36,700
Deferred tax Asset :		
- Depreciation on Investment Properties	65,45,862	37,96,538
- Liabilities / provisions that are deducted for tax purposes when paid	46,97,167	44,41,598
- Business Loss	-	-
- Impairment of Investment	1,32,17,627	1,39,77,164
- Other timing differences	6,766	1,69,359
Total deferred tax assets	**2,44,67,422**	2,23,84,659
Net deferred tax assets/ (liabilities)	**2,37,42,398**	1,68,47,959

Note -07 A

Movement in Deferred Tax Assets

(All amounts in ₹ unless stated otherwise)

PARTICULARS	IMPAIRMENT OF INVESTMENTS	LIABILITIES / PROVISIONS THAT ARE DEDUCTED FOR TAX PURPOSES WHEN PAID	CARRIED FORWARD BUSINESS LOSS
Balance as at 1st April 2017	**1,47,78,536**	**42,37,648**	**-**
Recognised in:			
Profit and Loss	(8,01,372)	2,03,950	-
Other Comprehensive Income			
Equity			
Balance as at 31st March 2018	**1,39,77,164**	**44,41,598**	**-**
Recognised in:			
Profit and Loss	(7,59,537)	2,55,569	-
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2019	**1,32,17,627**	**46,97,167**	**-**

Notes to Consolidated Financial Statements

contd..

PARTICULARS	DEPRECIATION ON INVESTMENT PROPERTIES	OTHER ITEMS	TOTAL DEFERRED TAX ASSETS
Balance as at 1st April 2017	**23,46,505**	**61,405**	**2,14,24,094**
Recognised in:			
Profit and Loss	14,50,033	1,07,954	9,60,565
Other Comprehensive Income			-
Equity			-
Balance as at 31st March 2018	**37,96,538**	**1,69,359**	**2,23,84,659**
Recognised in:			
Profit and Loss	27,49,324	(1,69,359)	20,82,763
Other Comprehensive Income	-	6,766	6,766
Equity	-	-	
Balance as at 31st March 2019	**65,45,862**	**6,766**	**2,44,67,422**

Note -07 B

Movement in Deferred Tax Liabilities

(All amounts in ₹ unless stated otherwise)

PARTICULARS	DEPRECIATION ON PPE	OTHER ITEMS	TOTAL DEFERRED TAX LIABILITIES
Balance as at 1st April 2017	**7,30,182**	**86,01,587**	**93,31,769**
Recognised in:			
Profit and Loss	(3,21,743)	(36,15,904)	(39,37,647)
Other Comprehensive Income		1,42,578	1,42,578
Equity	-	-	-
Balance as at 31st March 2018	**4,08,439**	**51,28,261**	**55,36,700**
Recognised in:			
Profit and Loss	(1,38,855)	(46,72,821)	(48,11,676)
Other Comprehensive Income	-	-	-
Equity	-	-	-
Balance as at 31st March 2019	**2,69,584**	**4,55,440**	**7,25,024**

Note -07 C

Unused Tax Losses & Credit not Recognised in Deffered Tax

(All amounts in ₹ unless stated otherwise)

Unused Tax Losses & Tax Credit not Recognised	As at March 31, 2019	As at March 31, 2018
Long Term Capital Loss not recognised	46,63,062	46,63,062
Expiry Year	Up to FY 2026-27	Up to FY 2026-27
MAT Credit not Recognised	8,62,61,566	8,62,61,566
Expiry Year	Up to FY 2024-25	Up to FY 2024-25

Note -08

(All amounts in ₹ unless stated otherwise)

INVENTORIES	As at March 31, 2019	As at March 31, 2018
Stock in trade (Commercial/ Real Estate)	92,71,96,425	92,42,17,428
Total	**92,71,96,425**	92,42,17,428

Notes to Consolidated Financial Statements

Note -09

(All amounts in ₹ unless stated otherwise)

TRADE RECEIVABLES	As at March 31, 2019	As at March 31, 2018
Considered Good - Secured	-	-
Considered Good - Unsecured	5,55,624	4,04,29,743
Receivables having significant increase in Credit Risk	-	-
Receivables - Credit Impaired	-	-
Gross Trade Receivables	**5,55,624**	**4,04,29,743**
Impairment Allowance :		
Considered good - Unsecured	-	-
Total Impairment Allowance	**-**	**-**
Net Trade Receivables	**5,55,624**	**4,04,29,743**

Note -10

(All amounts in ₹ unless stated otherwise)

CASH & CASH EQUIVALENTS	As at March 31, 2019	As at March 31, 2018
Cash in Hand		
-Cash in Hand		
- Cash in Hand	17,082	86,806
Bank Balances		
- Balances with Banks in Current Account	17,05,633	16,12,713
- Cheques in Hand	-	-
- Flexi Deposits up to 3 months Original Maturity *	13,37,571	20,49,250
Total	**30,60,286**	37,48,769
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	35,340	35,340

Note -11

(All amounts in ₹ unless stated otherwise)

BANK BALANCE OTHER THAN ABOVE	As at March 31, 2019	As at March 31, 2018
Other Bank Balances		
- Balances with Banks in Unpaid Dividend Account	-	8,61,682
- Fixed Deposits having Original Maturity more than 3 months. *	2,68,500	2,68,500
Total	**2,68,500**	11,30,182
* Includes Fixed Deposits with Banks under Lien against bank guarantees to government authorities	2,68,500	2,68,500

Note -12

(All amounts in ₹ unless stated otherwise)

OTHER FINANCIAL ASSETS	As at March 31, 2019	As at March 31, 2018
Accrued Interest on		
- Electricity Security Deposit	80,398	-
- Bank Deposits	75,074	84,899
Total	**1,55,472**	84,899

Notes to Consolidated Financial Statements

Note -13

(All amounts in ₹ unless stated otherwise)

CURRENT TAX ASSETS (NET)	As at March 31, 2019	As at March 31, 2018
Advance Income Tax (Net of Provision)	2,08,06,820	2,31,12,662
Total	**2,08,06,820**	2,31,12,662

Note -14

(All amounts in ₹ unless stated otherwise)

OTHER CURRENT ASSETS	As at March 31, 2019	As at March 31, 2018
Advance to Employees	9,23,000	5,70,500
Other Advances & Recoverable	10,57,719	19,11,029
Prepaid Expenses	10,13,173	9,12,334
Balances with Government Authorities	4,23,668	97,746
Total	**34,17,560**	34,91,609

Note -15

EQUITY SHARE CAPITAL	As at March 31, 2019		As at March 31, 2018	
	NUMBER	₹	NUMBER	₹
Authorised:				
Equity Shares of ₹ 10/- (Previous Year ₹ 10) each	5,00,00,000	50,00,00,000	5,00,00,000	50,00,00,000
Issued, subscribed and paid up:				
Fully paid up Equity Shares of ₹10/- (Previous Year ₹ 10) each	1,93,63,595	19,36,35,950	1,93,63,595	19,36,35,950
Total	**1,93,63,595**	**19,36,35,950**	**1,93,63,595**	**19,36,35,950**

Note -15 A

EQUITY SHARE CAPITAL	As at March 31, 2019		As at March 31, 2018	
	NUMBER	₹	NUMBER	₹
Shares outstanding at the beginning of the year	1,93,63,595	19,36,35,950	1,93,63,595	19,36,35,950
Add : Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,93,63,595**	**19,36,35,950**	**1,93,63,595**	**19,36,35,950**

Note -15 B Shareholders holding more than 5% of fully paid-up equity shares:

NAME	As at March 31, 2019		As at March 31, 2018	
	NO. OF SHARES	%	NO. OF SHARES	%
Equity shares of ₹ 10/- each fully paid up				
Bahubali Services Limited	40,94,800	21.15	40,94,800	21.15
Shri Rajiv Gupta & Smt. Arti Gupta	22,71,865	11.73	22,71,865	11.73
Smt. Arti Gupta & Shri Rajiv Gupta	9,81,000	5.07	9,81,000	5.07

Notes to Consolidated Financial Statements

Note -15 C

The Company has one class of equity shares having a par value of ₹10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend(if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding..

Note -16

Reserves and Surplus

(All amounts in ₹ unless stated otherwise)

OTHER EQUITY	As at 31st March 2019	As at 31st March 2018
Capital Reserve	6,10,050	6,10,050
Securities Premium	8,88,40,900	8,88,40,900
Revaluation Reserve	25,95,37,826	25,95,37,826
General Reserve	49,20,93,094	49,20,93,094
Retianed Earnings	(20,22,12,001)	(16,57,29,317)
Other Comprehensive Income	9,62,802	9,46,656
Total	**63,98,32,671**	**67,62,99,209**

Note -16A

Nature and purpose of Other Reserves

CAPITAL RESERVE

The reserve was created on merger of companies under common control.

SECURITIES PREMIUM

The amount received in excess of face value of the equity shares is recognised in Securities Premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.

REVALUATION RESERVE

When the value of fixed assets in written up in the books of account of a company on revaluation, a corresponding credit is given to the Revaluation Reserve. Such reserve represents the difference between the estimated present market values and the book values of the fixed assets.

GENERAL RESERVE

General Reserve represents the statutory reserve, this is in accordance with Corporate law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declared dividend, however under Companies Act, 2013 transfer of any amount to General Reserve is at the discretion of the Company.

RETAINED EARNINGS

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

OTHER COMPREHENSIVE INCOME

Other Comprehensive Income Reserve represents the balance in equity for items to be accounted in Other Comprehensive Income.
OCI is classified into i). Items that will not be reclassified to profit and loss. ii). Items that will be reclassified to profit and loss.

Notes to Consolidated Financial Statements

Note -17

(All amounts in ₹ unless stated otherwise)

Financial Liabilities	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Borrowings				
Secured :				
From Bank				
Bank overdraft	-	4,10,28,688	-	-
Unsecured :				
Term Loan From Others	-	-	-	18,41,28,464
Secured :				
Vehicle Loan				
From Others	-	13,82,757	14,35,711	22,35,327
Total	**-**	**4,24,11,445**	14,35,711	18,63,63,791
Current Maturities of Long Term Borrowing		**13,82,757**		18,63,63,791
Total	**-**	**4,10,28,688**	14,35,711	-

Note -17 A

(a) Term Loan from Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. This term loan is repayable by way of monthly instalments and the rate of interest ranging from 9.50% to 13.00 %.

(b) Term loan from other is secured against the securities of mutual funds, shares etc. held by the directors and their family members and group entities. The rate of interest is ranging from 9.00% to 12.25%.

(c) Vehicle Loan from NBFC is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. This loan is repayable by way of monthly instalments and rate of interest is 9.80 %.

Note -18

(All amounts in ₹ unless stated otherwise)

OTHER FINANCIAL LIABILITIES	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Security Deposits	1,15,89,910	-	3,23,28,510	-
Current Maturities of Long Term Debts	-	13,82,757	-	18,63,63,791
Interest accrued but not due on Loans	-	6,865	-	16,854
Bank book overdraft	-	5,04,170	-	11,48,165
Advances from Others	-	2,75,91,412	-	2,01,63,381
Advances from related parties*	-	24,18,00,000	-	25,57,52,500
Unclaimed Dividend	-	-	-	8,61,682
Other liabilities	-	83,55,226	-	91,02,091
Total	**1,15,89,910**	**27,96,40,430**	3,23,28,510	47,34,08,464

* For Advances from Related Parties refer Note No. 33

Notes to Consolidated Financial Statements

Note -19

(All amounts in ₹ unless stated otherwise)

OTHER LIABILITIES	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Statutory dues	-	7,78,060	-	23,75,481
Advance against sale of property	35,10,00,000	-	16,50,00,000	-
Advance Revenue on Security Deposit	1,14,77,665	-	1,45,73,459	-
Advances for Projects	-	10,28,198	-	1,71,95,783
Other Liabilities	-	-	-	-
Total	**36,24,77,665**	**18,06,258**	17,95,73,459	1,95,71,264

Note -20

(All amounts in ₹ unless stated otherwise)

PROVISIONS	As at March 31, 2019		As at March 31, 2018	
	Non-Current	Current	Non-Current	Current
Provisions for Employee Benefits :				
Compensated Absences	8,89,036	4,35,735	7,98,666	4,91,656
Gratuity	81,37,384	87,79,269	72,74,910	86,83,691
Total	**90,26,420**	**92,15,004**	80,73,576	91,75,347

For movements in each class of Provision during the Financial Year (Refer Note 20A & 20B)

Disclosure under Ind AS -37 on "Provisions, Contingent Liabilities and Contingent Assets":

Movement in Provisions

Note - 20 A

Movements in each class (Current & Non Current) of provision during the financial year, are set out below:

(All amounts in ₹ unless stated otherwise)

Particular	Gratuity	Compensated Absences
As at 31st March 2018	1,59,58,601	12,90,322
Provision made during the year	17,77,283	1,26,449
Less : Paid during the year	(8,19,231)	(92,000)
As at 31st March 2019	**1,69,16,653**	**13,24,771**

Note - 20 B

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Gratuity

The Company has a defined benefit gratuity plan. Every employee who has rendered continuous service of five years or more is entitled to get gratuity on superannuation, resignation, termination, disablement or on death in accordance with Gratuity Act 1972. The liability for the same is recognised on the basis of actuarial valuation.

Compensated Absences

The Company has a other long term benefit plan for Earned Leave Encashment. Provision for Encashment of Earned Leave equivalent to maximum of 60 days (basic pay plus dearness allowance) is provided at the year end and charged to Statement of Profit & Loss. The liability for the year 2018-19 is accounted for on the basis of Actuarial Valuation.

Notes to Consolidated Financial Statements

a) The amounts recognized in the Balance Sheet is as under:

Particulars	Period	Gratuity	Compensated Absences
Present value of obligations as at the end of year	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322
Funded status	2018-19	(1,69,16,653)	(13,24,771)
	2017-18	(1,59,58,601)	(12,90,322)
Net Assets/(Liability) recognized in balance sheet	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322

b) Expense recognized in Statement of Profit and Loss is as under:

Particulars	Period	Gratuity	Compensated Absences
Current Service Cost	2018-19	6,01,989	-
	2017-18	5,93,726	-
Past Service Cost	2018-19	-	-
	2017-18	30,77,414	-
Interest Cost on Defined Benefit Obligation	2018-19	11,49,019	92,903
	2017-18	8,37,408	81,435
Net Actuarial (Gain) / Loss recognized in the period	2018-19	(26,275)	-
	2017-18	6,57,705	-
Expenses recognized in Statement of Profit and Loss	2018-19	17,51,008	1,26,449
	2017-18	45,08,548	1,10,073

c) Expenses recognized in Other Comprehensive Income is as under:

Particulars	Period	Gratuity	Compensated Absences
Actuarial (Gains)/Loss on Defined Benefit Obligation	2018-19	26,275	-
	2017-18	(6,57,705)	-
Unrecognized actuarial (Gain)/Loss recognized in Other	2018-19	26,275	-
Comprehensive Income	2017-18	(6,57,705)	-

d) Reconciliation of Opening and Closing balances of Defined Benefit Obligation is as under:

Particulars	Period	Gratuity	Compensated Absences
Present Value of Obligations as at beginning of year	2018-19	1,59,58,601	12,90,322
	2017-18	1,24,98,623	12,15,449
Interest Cost	2018-19	11,49,019	92,903
	2017-18	8,37,408	81,435
Current Service Cost	2018-19	6,01,989	-
	2017-18	5,93,726	-
Actuarial (Gains)/Losses arising from changes in Demographic	2018-19	-	-
Assumptions	2017-18	-	-
Changes in Financial Assumptions	2018-19	1,25,377	14,249
	2017-18	(2,13,504)	(24,345)

Notes to Consolidated Financial Statements

Experience Adjustments	2018-19	(99,102)	19,297
	2017-18	(4,44,201)	52,983
Past Service Cost	2018-19	-	-
	2017-18	30,77,414	-
Benefits Paid	2018-19	(8,19,231)	(92,000)
	2017-18	(3,90,865)	(35,200)
Present value of obligations as at end of year	2018-19	1,69,16,653	13,24,771
	2017-18	1,59,58,601	12,90,322

e) Actuarial Assumptions are as under:

Particulars	**Period**	**Gratuity**	**Compensated Absences**
Discount Rate	2018-19	6.90%	6.90%
	2017-18	7.20%	7.20%
Expected rate of Future Salary Increase	2018-19	5.67%	5.67%
	2017-18	5.67%	5.67%
Mortality rates	2018-19	As per Indian Assured Lives	
	2017-18	Martality (2006-08) Table	
Retirement Age	2018-19	60	60
	2017-18	60	60
Ages		**Withdrawal Rate**	**Withdrawal Rate**
Up to 30 Years	2018-19	5%	5%
	2017-18	5%	5%
From 31 to 44 years	2018-19	5%	5%
	2017-18	5%	5%
Above 44 years	2018-19	5%	5%
	2017-18	5%	5%

Mortality rates inclusive of provision for disability -100% of IALM (2006 – 08)

Risks Associated with Plan Provisions

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:

Salary Risk	The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.
Investment Risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government bonds Yield. If plan liability is funded and return on plan asset is below this rate, it will create a plan deficit.
Discount Rate Risk	A decrease in the bond interest rate (discount rate) will increase the plan liability
Mortality Risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2006-08) ultimate table. A change in mortality rate will have a bearing on the plan's liability.

Notes to Consolidated Financial Statements

f) Maturity Profile of Defined Benefit Obligation is as under:

Particulars	Year	Gratuity	Compensated Absences
Duration of defined benefit obligation Duration (years)			
1	2018-19	87,79,269	4,35,735
	2017-18	86,83,691	4,91,656
2	2018-19	5,02,850	73,328
	2017-18	4,59,122	66,624
3	2018-19	4,68,523	67,415
	2017-18	5,51,772	61,099
4	2018-19	29,53,208	1,99,420
	2017-18	3,88,267	56,014
5	2018-19	8,71,273	1,05,405
	2017-18	25,03,627	1,67,605
Above 5	2018-19	33,41,530	4,43,468
	2017-18	33,72,122	4,47,324
	2018-19	1,69,16,653	13,24,771
Total	2017-18	1,59,58,601	12,90,322

g) Summary of Membership Data:

Particulars	As at March 31, 2019
Number of Employees	21
Total Monthly Salary for Gratuity in ₹	1,26,65,000
Total Monthly Salary for leave availment in ₹	1,26,65,000
Average Past Service (Years)	29.19
Average Age (Years)	57.33
Average remaining Working Life (Years)	2.67

h) Major Categories of Plan Assets (as percentage of total plan assets) is as under:

Particulars	Year	Gratuity	Compensated Absences
Fund Managed by Insurer	2018-19	-	-
	2017-18	-	-

i) Sensitivity analysis is as under:

Impact of the Change in Discount Rate

Particulars	Year	Gratuity	Compensated Absences
Impact due to Increase of 1%	2018-19	4,39,304	50,006
	2017-18	4,35,798	49,734
Impact due to Decrease of 1%	2018-19	4,07,149	46,222
	2017-18	4,02,379	45,792

Notes to Consolidated Financial Statements

Impact of the Change in Salary Increase

Particulars	Year	Gratuity	Compensated Absences
Impact due to Increase of 1%	2018-19	3,87,508	50,116
	2017-18	3,78,169	49,991
Impact due to Decrease of 1%	2018-19	3,64,100	47,162
	2017-18	3,53,894	46,853

*Changes in Defined Benefit Obligation due to 1% Increase/Decrease in Mortality Rate, if all other assumptions remain constant is negligible.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

Note -21

(All amounts in ₹ unless stated otherwise)

REVENUE FROM OPERATIONS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Sale of Services		
Rent from Immovable Properties	8,80,17,219	10,55,55,212
Total	**8,80,17,219**	**10,55,55,212**

Note -22

(All amounts in ₹ unless stated otherwise)

OTHER INCOME	For the year ended on March 31, 2019		For the year ended on March 31, 2018	
Interest Received (Gross)				
- Fixed deposits with banks	1,45,818		7,51,477	
- Intercorporate deposits	-		44,76,053	
- Others	12,97,838	14,43,656	33,45,569	85,73,099
Interest income on Unwinding of Financial Instruments		79,87,865		25,93,637
Miscellaneous income		73,53,130		90,50,932
Credit balances written back		-		57,78,158
Realisation of debts earlier written off		5,50,000		-
Total		**1,73,34,651**		**2,59,95,826**

Note -23

(All amounts in ₹ unless stated otherwise)

EMPLOYEE BENEFITS EXPENSE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Salaries and Incentives (see note 23A below)	2,48,50,054	2,71,61,661
Contributions to Provident and Other Fund	20,31,315	19,74,426
Staff Welfare Expenses	23,47,605	28,75,949
Total	**2,92,28,974**	3,20,12,036

Notes to Consolidated Financial Statements

Note -23 A The Remuneration of Key Managerial Personnels including Chairman-cum-Managing Director, Functional Directors and Company Secretory included in various schedules to Statement of Profit & Loss is as under:-

(All amounts in ₹ unless stated otherwise)

REMUNERATION OF KEY MANAGERIAL PERSONNELS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Salaries and Incentives	97,53,346	96,80,435
Directors Meeting Fees	1,15,000	1,28,750
Contribution to provident and other funds	8,97,708	8,91,420
Total	**1,07,66,054**	1,07,00,605

Note -24

(All amounts in ₹ unless stated otherwise)

FINANCE COSTS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Interest Others	29,77,297	3,67,18,630
Interest Expenses on Unwinding of Financial Instruments	96,11,473	22,15,329
Total	**1,25,88,770**	3,89,33,959

Note -25

(All amounts in ₹ unless stated otherwise)

DEPRECIATION AND AMORTISATION EXPENSE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Depreciation on PPE	39,10,326	45,85,347
Depreciation on Investment Properties	1,06,76,987	71,49,967
Total	**1,45,87,313**	1,17,35,314

Note -26

(All amounts in ₹ unless stated otherwise)

OTHER EXPENSES	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Rent	37,40,496	6,69,200
Legal and professional charges	94,16,654	1,23,75,712
Power and fuel	59,90,174	56,62,755
Travelling and conveyance	74,68,687	79,63,609
Communication	12,60,021	10,10,660
Printing & stationary	16,41,787	13,75,073
Bank charges	1,68,010	59,811
General expenses	83,15,577	1,05,66,563
Donation	1,52,400	-
Payments to auditors (see note 26A below)	6,85,000	4,75,000
Repair and maintenance - Building	6,98,490	18,01,791
Repair and maintenance - Others	58,38,803	49,69,843
Insurance	10,73,062	8,97,989
Rates and taxes	1,32,68,234	87,47,182
Compensation charges	-	22,00,000
Commission and brokerage	-	1,89,500
Amount written off	-	500
Bad Debts Written off	3,46,88,392	-
Impairment of Investment at Cost	(41,42,082)	25,26,394
Miscellaneous expenses	23,52,402	40,14,492
Total	**9,26,16,107**	6,55,06,074

Notes to Consolidated Financial Statements

Note -26 A

(All amounts in ₹ unless stated otherwise)

PAYMENT TO AUDITORS	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Audit fee	3,25,000	3,25,000
Tax Audit	75,000	75,000
Other Services	2,85,000	75,000
Total	**6,85,000**	4,75,000

Note -27

(All amounts in ₹ unless stated otherwise)

TAX EXPENSES	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Tax expense comprises of:		
Current Income Tax	-	-
Deferred Tax	(68,87,673)	(48,98,211)
Taxation in Respect of Earlier Year	(14,91,361)	(29,81,174)
Total	**(83,79,034)**	(78,79,385)

Note -27 A The major components of Income Tax Expense and the reconciliation of Expected Tax Expense based on the Domestic Effective Tax Rate of the Company and the reported Tax Expense in Profit or Loss are as follows:

TAX RECONCILIATION	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Accounting Profit before Tax from Continuing Operations		
India Statutory Income Tax Rate	25.75%	25.75%
Accounting Profit before Income Tax	(4,48,61,718)	(1,65,98,725)
Expenses not deductible (allowable) in calculating taxable income	7,63,60,912	4,85,02,012
Income Chargeable under Other Income Heads	(9,60,05,084)	(10,81,48,849)
Expenses allowed under Income Tax	(42,58,672)	(42,34,536)
Income from House Property (Net)	5,42,38,774	6,66,51,611
Adjustment in Long Term Capital Gain/ (Loss)		
Net Taxable Income *	(1,45,25,788)	(1,38,28,487)
Income Tax at Taxable Income	-	-
Tax in respect of Earlier Years	(14,91,361)	(29,81,174)
Deferred Tax (Asset)/ Liability	(68,87,673)	(63,48,391)
Adhoc Income Tax Provided	-	-
Tax Expense	**(83,79,034)**	(93,29,565)
Effective Income Tax Rate applicable	**NIL**	**NIL**

* Net Taxable Income for current year is calculated on the basis of draft Income Tax Computation, which may change at the time of final submission of Income Tax Return at a later date.

Notes to Consolidated Financial Statements

Note -28

(All amounts in ₹ unless stated otherwise)

OTHER COMPREHENSIVE INCOME	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Items that will not be reclassified to profit or loss :		
Re-measurement of the defined benefit plans	(26,275)	6,57,705
Net (loss)/gain on FVTOCI equity securities	35,655	(1,27,598)
Income tax effect of the above	(6,766)	1,42,578
Items that will be reclassified to profit or loss:		
Exchange differences in translating the financial statements of foreign operations	-	-
Income tax effect	-	-
Total	**16,146**	**3,87,529**

Note -29

(All amounts in ₹ unless stated otherwise)

EARNINGS PER EQUITY SHARE	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Profit attributable to Equity Share Holders for basic Earnings	(3,64,82,684)	(1,26,83,839)
Profit attributable to Equity Share Holders adjusted for the effect of dilution	(3,64,82,684)	(1,26,83,839)
Earnings per Equity Share (for continuing operations):		
(1) Basic (in ₹)	**(1.88)**	(0.66)
(2) Diluted (in ₹)	**(1.88)**	(0.66)

Note -29 A

WEIGHTED AVERAGE NUMBER OF EQUITY SHARES USED AS DENOMINATOR	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Number of Equity shares at the beginning of the year	**1,93,63,595**	1,93,63,595
Add: Weighted average number of equity shares issued during the year	-	-
Weighted average number of Equity shares for Basic EPS (₹)	**1,93,63,595**	1,93,63,595
Add: Adjustments	-	-
Weighted average number of equity shares for Diluted EPS (₹)	**1,93,63,595**	1,93,63,595
Face Value per Equity Share (₹)	**10**	10

Notes to Consolidated Financial Statements

Note -30

(All amounts in ₹ unless stated otherwise)

CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)	As at March 31, 2019	As at March 31, 2018
(i) (a) Claims against the Company not acknowledged as debt		
- Electricity Charges (BSES)	-	69,24,304
- Employee's State Insurance Corporation	74,75,606	74,75,606
- Disputed demands related to Service tax	6,82,986	1,03,51,192
- Disputed demands related to Property Tax	2,58,39,142	2,58,39,142
(b) Claims against the Company not acknowledged as debt in case of Associate Company		
- Stamp Duty (Amount Paid under Protest ₹ 13,49,997/- (Previous Year ₹ 13,49,997/-))	13,49,997	13,49,997
(c) Guarantees excluding financial guarantees		
- Sale Tax & Others	3,03,840	3,03,840
(d) Other money for which Company is contingently liable	-	-
(ii) Commitments shall be classified as		
- Other Commitments	-	-
Total	**3,56,51,571**	**5,22,44,081**

Note -31

Disclosure as per Indian Accounting Standard (Ind AS) 108 "Operating Segments"

The Company's business activities predominantly relate to leasing and development of premises. Accordingly revenue from the leasing of premises comprises the primary basis of segmental reporting. Hence other disclosures as defined in Ind AS 108 is not applicable.

Geographical Information

The operations of the Company are mainly carried out within the country and therefore, geographical segments are not disclosed.

Information about major customers

Four Customers of Company (previous Year Four Customers) accounted for 10% or more of revenue during financial year ending 31st March 2019 and 31st March 2018.

Revenue from these customers contribute 81% of total revenue (Previous Year 75% of total revenue) of Company.

Note -32

Leases

Operating Lease Commitments — As Lessor

The Company has entered into operating leases on its Investment Property, Portfolio consisting of certain office and manufacturing buildings. These leases have terms of between five and 20 years. All leases include a clause to enable upward revision of the rental charge on an annual basis according to prevailing market conditions.

For future minimum rentals receivable under non-cancellable operating leases as at 31st March refer Note 4B

Note -33

Related party transactions

Under Common Control	Key Managerial Personnels (KMP)
Bahubali Services Limited MGF Estate Private Limited Ram Prakash & Co. Private Limited Grosvenor Estates Private Limited GEE GEE Holdings Private Limited	Shri Rajiv Gupta (Chairman & Managing Director- & Chief Executive Officer) Smt Arti Gupta (Joint Managing Director) Shri Arun Mitter (Executive Director) Shri M.K. Madan (Vice President & Company- Secretary & Chief Financial Officer)
Post employee benefit plan for the benefitted employees	Shri Abhiram Seth (Independent Director)
The Motor & General Finance Limited Staff Provident Fund Trust	Shri Bharat Kumar (Independent Director) Shri O.N. Aggarwal (Independent Director) Shri Karun Pratap Hoon (Independent Director)

Notes to Consolidated Financial Statements

Associate Companies	Enterprises over which KMP are able to exercise significant influence
India Lease Development Limited (Holding 31.35% Equity Shares)	Nil
Jayabharat Credit Limited (Holding 43.45% Equity Shares)	

(All amounts in ₹ unless stated otherwise)

NATURE OF TRANSACTION	March 31, 2019	March 31, 2018
Nature of Transaction :		
Advance Received during the year		
Under Common Control		
Bahubali Services Limited	-	22,00,000
Ram Prakash & Co Private Limited	1,58,00,000	25,70,00,000
	1,58,00,000	25,92,00,000
Advance Received earlier Repaid during the year		
Under Common Control		
Bahubali Services Limited	-	5,50,52,000
MGF Estate Private Limited	-	1,60,00,000
Grosvenor Estates Private Limited	-	5,03,25,000
GEE GEE Holdings Private Limited	-	5,60,00,000
Ram Prakash & Co Private Limited	2,97,52,500	3,83,25,000
	2,97,52,500	21,57,02,000
Advances Received outstanding balance as on the year end		
Under Common Control		
Ram Prakash & Co Private Limited	24,18,00,000	25,57,52,500
	24,18,00,000	25,57,52,500
Inter Corporate Deposit Given earlier received during the year		
Associate Companies		
Jayabharat Credit Limited	**-**	12,90,00,000
	-	12,90,00,000
Interest Received On Inter Corporate Deposit Given		
Associate Companies		
Jayabharat Credit Limited	-	44,76,052
	-	44,76,052
Directors Sitting Fees		
Shri Abhiram Seth	25,000	25,750
Shri Bharat Kumar	35,000	52,250
Shri O.N. Aggarwal	25,000	30,750
Shri Karun Pratap Hoon	30,000	20,000
	1,15,000	1,28,750
Defined Benefit Obligation for Compensated Absences for Key Managerial Personnel		
Shri M. K. Madan	**1,18,000**	1,26,000

Notes to Consolidated Financial Statements

Defined Benefit Obligation for Gratuity Benefit for Key Managerial Personnel		
Shri Rajiv Gupta	20,00,000	20,00,000
Smt. Arti Gupta	12,69,231	11,53,846
Shri Arun Mitter	15,81,779	14,88,462
Shri M. K. Madan	11,63,077	10,55,192
	60,14,087	56,97,500
Post employee benefit plan for the benefitted employees		
The Motor & General Finance Limited Staff Provident Fund Trust	**17,79,750**	17,02,592
Remuneration		
Key Managerial Personnel		
Shri Rajiv Gupta	30,60,457	30,91,889
Smt. Arti Gupta	27,78,389	27,70,560
Shri Arun Mitter	32,08,800	32,06,286
Shri M. K. Madan	16,03,408	15,03,120
	1,06,51,054	1,05,71,855

Non Financial Transactions

(i) Shri Rajiv Gupta and Shri Arun Mitter had given personal guarantee to banks for company's borrowings.

Other Information

(i) Disclosures in respect of transactions with identified related parties are given only for such period during which such relationships existed.

(ii) Transport, Travelling and Motor Car Expenses include ₹ 1,64,106/- (Previous Year ₹ 1,90,936/-) for Directors Travelling.

Notes to Consolidated Financial Statements

Note -34

FAIR VALUE MEASUREMENTS

The carrying amounts of Financial Assets and Financial Liabilities in each category are as follows:

(All amounts in ₹ unless stated otherwise)

PARTICULARS	NOTE REFERENCE	March 31, 2019				March 31, 2018			
		FVPL	FVOCI	AMORTIZED COST	FAIR VALUE	FVPL	FVOCI	AMORTIZED COST	FAIR VALUE
Financial Assets									
Investments	05	3,91,75,140	2,38,068	-	3,94,13,208	3,62,25,482	2,02,413	-	3,64,27,895
Security Deposits Paid	06	-	-	41,37,030	41,37,030	-	-	41,37,030	41,37,030
Trade Receivables	09			5,55,624	5,55,624	-	-	4,04,29,743	4,04,29,743
Cash and Bank Balances	10	-	-	30,60,286	30,60,286	-	-	37,48,769	37,48,769
Other Bank Balances	11	-	-	2,68,500	2,68,500	-	-	11,30,182	11,30,182
Other Financial Assets	12	-	-	1,55,472	1,55,472	-	-	84,899	84,899
Total financial assets		**3,91,75,140**	**2,38,068**	**81,76,912**	**4,75,90,120**	**3,62,25,482**	**2,02,413**	**10,31,99,674**	**10,34,02,087**
Financial Liabilities									
Borrowings	17	4,24,11,445	-	-	4,24,11,445	18,77,99,502	-	-	18,77,99,502
Security Deposits & Advance Revenue on Security Deposits	18 & 19	-	-	2,30,67,575	2,35,66,224	-	-	4,69,01,969	3,65,83,374
Other Financial Liabilities	18	-	-	27,82,57,673	27,82,57,673	-	-	28,70,44,673	28,70,44,673
Total financial liabilities		**4,24,11,445**	**-**	**30,13,25,248**	**34,42,35,342**	**18,77,99,502**	**-**	**33,39,46,642**	**51,14,27,549**

The carrying amount of Trade Receivables, Cash & Cash Equivalent, Security Deposits Paid, Other Bank Balances, Other Financial Liabilities & Other Financial Assets are considered to be the same as their Fair Values due to their short term nature.

The carrying amount of the Financial Assets and Liabilities carried Amortised Cost is considered a reasonable approximation of Fair Value.

Notes to Consolidated Financial Statements

Note -35

FAIR VALUE HIERARCHY

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements as March 31, 2019	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	3,94,13,208	-	-	3,94,13,208
Investments property	4C	-	-	1,76,24,68,587	1,76,24,68,587

Financial assets and liabilities measured at fair value - recurring fair value measurements as March 31, 2018	Note Reference	Level 1	Level 2	Level 3	Total
Financial Assets					
Investments	5	3,64,27,895	-	-	3,64,27,895
Investments property	4C	-	-	1,76,24,68,587	1,76,24,68,587

The fair value of financial instruments as referred to in note above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements).

The categories used are as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

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 rely as little as possible on entity specific estimates.

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 Company's policy is to recognize transfers into and transfer out of fair value hierarchy levels as at the end of the reporting period.

Note -36

FINANCIAL RISK MANAGEMENT

The Company's businesses are subject to several risks and uncertainties including financial risks. The Company's documented risk management polices, act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management.

The Company's senior management oversees the management of these risks. The senior professionals working to manage the financial risks and the appropriate financial risk governance framework for the Company are accountable to the Board of Directors and Audit Committee. This process provides assurance to Company's senior management that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risk are identified, measured and managed in accordance with Company policies and Company risk objective.

36.1. MARKET RISK

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

Price Risk;

Interest Rate Risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

36.1.1.PRICE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the price risk due to its investment in Equity Shares & Mutual Funds. The price risk arises due to uncertainties about the future market values of these investments.

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in Equity Shares & Mutual Funds.

The majority of investments of the Company are publicly traded and listed in BSE Index. Carrying amounts of the Company's investment in Equity Shares at the end of the reporting period are given in Note No. 5.

Notes to Consolidated Financial Statements

36.1.2. PRICE RISK - SENSITIVITY TO RISK

The following tables demonstrate the sensitivity to a reasonably possible change in equity index where investments of the Company are listed. The impact on the company profit before tax is due to changes in the BSE Index.

PARTICULARS	IMPACT ON PROFIT AFTER TAX		IMPACT ON OTHER COMPONENTS OF EQUITY AFTER TAX	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
BSE Index Increase by 5%	19,58,757	18,11,274	11,903	10,121
BSE Index Decrease by 5%	(19,58,757)	(18,11,274)	(11,903)	(10,121)

36.1.3. INTEREST RATE RISK - POTENTIAL IMPACT OF RISK & MANAGEMENT POLICY

The Company is mainly exposed to the interest rate risk due to its investment in term deposits with banks. The Company invests in term deposits for a period of up to one year. Considering the short-term nature, there is no significant interest rate risk pertaining to these deposits.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and term deposits. The Company's fixed rate borrowings and deposits are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate of borrowings.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

PARTICULARS	March 31, 2019	March 31, 2018
Variable rate borrowings	4,10,28,688	18,41,28,464
Fixed rate borrowings	13,82,757	36,71,038
Total borrowings	**4,24,11,445**	**18,77,99,502**

36.1.4. INTEREST RATE RISK – SENSITIVITY

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

Particulars	IMPACT ON PROFIT AFTER TAX ON INCREASE		IMPACT ON PROFIT AFTER TAX ON DECREASE	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Interest Rate – Increase/ Decrease by 50 basis point (50 bps)	-	1,51,457	-	(1,51,457)

36.2. CREDIT RISK

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company is exposed to credit risk from its operating activities primarily trade receivables and also from its investing activities including deposits with banks and cash and cash equivalents.

In respect of its investments, the Company aims to minimize its financial credit risk through the application of risk management policies. Credit limits are set based on a counterparty value. The methodology used to set the list of counterparty limits includes, counterparty Credit Ratings (CR) and sector exposure. Evolution of counterparties is monitored regularly, taking into consideration CR and sector exposure evolution. As a result of this review, changes on credit limits and risk allocation are carried out.

For financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by international credit-rating agencies. Defined limits are in place for exposure to individual counterparties in case of mutual funds schemes and bonds. The carrying value of the financial assets other than cash represents the maximum credit exposure.

None of the Company's cash equivalents, including flexi deposits with banks, are past due or impaired.

Trade receivables are subject to credit limits, controls & approval processes. These terms and conditions are determined on a case to case

Notes to Consolidated Financial Statements

basis with reference to the customer's credit quality and prevailing market conditions. The credit quality of the Company's customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. Due to large geographical base & number of customers, the Company is not exposed to material concentration of credit risk. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances & the historical experience of the group. The solvency of customers and their ability to repay the receivable is considered in assessing receivables for impairment. Where receivables are impaired, the Company actively seeks to recover the amounts in question and enforce compliance with credit terms.

The Company assesses and manages credit risk of Financial Assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of Financial Assets.

A: Low Credit Risk

B: Moderate Credit Risk

C: High Credit Risk

The Company provides for Expected Credit Loss based on the following:

ASSET GROUP	BASIS OF CATEGORISATION	PROVISION FOR EXPENSES CREDIT LOSS
Low Credit Risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	12 month expected credit loss
Moderate Credit Risk	Trade Receivables	Life time expected credit loss
High Credit Risk	Trade Receivables and other Financial Assets	Life time expected credit loss or fully provided for

CREDIT RATING	PARTICULARS	March 31, 2018	March 31, 2017
A: Low credit risk	Cash and Cash Equivalents, other Bank Balances and other Financial Assets	33,28,786	48,78,951
B: Moderate credit risk	Trade Receivables	5,55,624	4,04,29,743
C: High credit risk	-	-	-

A: Low Credit Risk

March 31, 2019

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	30,60,286	-	30,60,286
Other Bank Balances	11	2,68,500	-	2,68,500
Loans	6	41,37,030	-	41,37,030
Other Financial Assets	12	1,55,472	-	1,55,472

March 31, 2018

PARTICULARS	NOTE REFERENCE	CARRYING AMOUNT	IMPAIRMENT	CARRYING AMOUNT NET OF IMPAIRMENT PROVISION
Cash and Cash Equivalents	10	37,48,769	-	37,48,769
Other Bank Balances	11	11,30,182	-	11,30,182
Loans	6	41,37,030	-	41,37,030
Other Financial Assets	12	84,899	-	84,899

Notes to Consolidated Financial Statements

B: Moderate Credit Risk

March 31, 2019

AGEING	NOTE REFERENCE	UPTO 1 YEAR	BETWEEN 1 AND 2 YEARS	ABOVE 2 YEARS	TOTAL
Gross Carrying Amount (Considered Good)	9	5,55,624	-	-	5,55,624
Expected Credit Losses (Loss Allowance Provision)		-	-	-	-
Carrying Amount of Trade Receivables (Net of Impairment)		**5,55,624**	**-**		**- 5,55,624**

March 31, 2018

AGEING	NOTE REFERENCE	UPTO 1 YEAR	BETWEEN 1 AND 2 YEARS	ABOVE 2 YEARS	TOTAL
Gross Carrying Amount (Considered Good)	9	4,04,29,743	-	-	4,04,29,743
Expected Credit Losses (Loss Allowance Provision)		-	-	-	-
Carrying Amount of Trade Receivables (Net of Impairment)		**4,04,29,743**	**-**	**-**	**4,04,29,743**

C: High Credit Risk : NIL

36.3. LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March 2019 and 31st March 2018.

Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

March 31, 2019	UNDISCOUNTED AMOUNT			
NON-DERIVATIVE LIABILITIES	**CARRYING AMOUNT**	**PAYABLE WITHIN 1 YEAR**	**MORE THAN 1 YEARS**	**TOTAL**
Borrowings	4,24,11,445	13,82,757	-	13,82,757
Other current financial liabilities	27,82,57,673	27,82,57,673	-	27,82,57,673
Other noncurrent financial liabilities	1,15,89,910	-	2,48,10,000	2,48,10,000

March 31, 2018	UNDISCOUNTED AMOUNT			
NON-DERIVATIVE LIABILITIES	**CARRYING AMOUNT**	**PAYABLE WITHIN 1 YEAR**	**MORE THAN 1 YEARS**	**TOTAL**
Borrowings	18,77,99,502	18,71,62,143	14,35,711	18,85,97,854
Unpaid dividend	8,61,682	8,61,682	-	8,61,682
Other current financial liabilities	28,61,82,991	28,61,82,991	-	28,61,82,991
Other noncurrent financial liabilities	3,23,28,510	-	5,02,68,000	5,02,68,000

Notes to Consolidated Financial Statements

36.3.1.CURRENT & LIQUID RATIO

The following table shows the Ratio analysis of the Company for respective periods

PERIOD	CURRENT RATIO	LIQUID RATIO
March 31, 2019	2.88	0.02
March 31, 2018	1.98	0.09

36.3.2.COLLATERAL

Vehicle Loan is secured against hypothecation of vehicle and personal guarantee of one of the directors of the Company. Term Loan from Bank is secured by way of mortgage of one of company's properties and hypothecation of trade receivables including all present and future lease rentals and personal guarantee of two directors. The counterparties have an obligation to return the securities to Company. Bank Overdraft is secured by personal guarantee of one of the directors of the Company.

There are no other significant terms and conditions associated with the use of collateral.

Note -37

CAPITAL MANAGEMENT

37.1. RISK MANAGEMENT

Capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Company's capital. The Management monitors the capital structure and the net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short term investments.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the Gearing Ratio within 30%.

PARTICULARS	March 31, 2019	March 31, 2018
Debt @	4,24,11,445	18,77,99,502
Cash and bank balances	33,28,786	48,78,951
NET DEBT	**3,90,82,659**	**18,29,20,551**
Equity Share Capital	19,36,35,950	19,36,35,950
Other Equity	63,98,32,671	67,62,99,209
TOTAL EQUITY	**83,34,68,621**	**86,99,35,159**
GEARING RATIO (NET DEBT TO EQUITY RATIO)	**5%**	**21%**

@ Debt is defined as long-term and short-term borrowings (excluding derivative and contingent consideration).

Note - 38

Interest in Other Entities

Associates

Set out below are the associates of the Company as at 31st March 2019 which, in the opinion of the directors, are material to the group. The entities listed below have share capital consisting solely of equity shares, which are held directly by the Company. The country of incorporation and their principal place of business is India, and the proportion of ownership interest is the same as the proportion of voting rights held.

(All amounts in ₹ unless stated otherwise)

Name of Entity	Functional Currency	Ownership Interest held by the Company		Relationship
		March 31, 2019	March 31, 2018	
India Lease Development Limited	₹	31.35%	31.35%	Associate
Jayabharat Credit Limited	₹	43.45%	43.45%	Associate

(a) No Dividend is received from any of the below mentioned entities.

Notes to Consolidated Financial Statements

(b) Summarised Financial Information for Associate's is set out below:

(All amounts in ₹ unless stated otherwise)

Particulars	India Lease Development Limited		Jayabharat Credit Limited	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Non-Current Assets	5,98,09,725	6,21,10,380	1,01,15,874	46,47,34,435
Current Assets	11,16,57,267	11,29,84,149	7,36,111	13,94,95,869
Total Assets (A)	**17,14,66,992**	**17,50,94,529**	**1,08,51,985**	**60,42,30,304**
Non-Current Liabilities	7,95,02,807	7,92,76,513	55,22,07,000	53,78,07,500
Current Liabilities	1,54,49,751	1,54,99,996	37,05,661	49,67,894
Total Liabilities (B)	**9,49,52,558**	**9,47,76,509**	**55,59,12,661**	**54,27,75,394**
Net Assets C= (A-B)	**7,65,14,434**	**8,03,18,020**	**(54,50,60,676)**	**6,14,54,910**
a) Includes Cash and Cash Equivalents	1,23,970	17,71,429	3,30,368	5,85,366
b) Includes Financial Liabilities (excluding Trade and Other Payables and Provisions)	1,13,38,255	1,14,35,813	55,22,07,000	53,77,32,500

(c) Summarised statement of Profit & Loss for Associate's is set out below: **(All amounts in ₹ unless stated otherwise)**

Particulars	India Lease Development Limited		Jayabharat Credit Limited	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue	-	-	-	-
Interest Income	65,87,229	65,35,300	64,853	9,941
Other Non Operating & Misc. Income	-	-	5,73,123	21,15,383
Interest Expense	-	-	-	45,67,106
Depreciation and Amortisation	21,155	21,535	1,05,168	1,30,967
Tax expense	22,87,774	-	-	-
Profit and Total Comprehensive Income for the year	**(38,03,586)**	**1,19,998**	**(60,65,15,586)**	**(1,79,73,228)**

(d) Reconciliation of carrying amounts is set out below: **(All amounts in ₹ unless stated otherwise)**

Particulars	India Lease Development Limited	Jayabharat Credit Limited
Opening Net Assets (1st April, 2017)	8,01,98,022	7,71,68,342
Capital Introduction	-	
Profit/ (Loss) for the year	1,19,998	(1,57,13,432)
Profit Distribution	-	
Closing Net Assets (31st March 2018)	**8,03,18,020**	**6,14,54,910**
Profit/ (Loss) for the year	(38,03,586)	(60,65,15,586)
Capital Distribution	-	
Closing Net Assets (31st March 2019)	**7,65,14,434**	**(54,50,60,676)**
Company's share in %	31.35%	43.45%
Carrying Amount	**2,39,87,275**	**(23,68,28,864)**

Notes to Consolidated Financial Statements

Note - 39

Statement pursuant to Section 129(3) of Companies Act, 2013 related to:

Part "A" : Subsidiaries

Company does not have any subsidiary as at March 31 2019 and March 31 2018

Part "B" : Associates & Joint Venture

Statement pursuant to Section 129(3) of Companies Act, 2013 related to Associate Companies and Joint Ventures

(All amounts in ₹ unless stated otherwise)

S. No.	Name of Associates	India Lease Development Limited	Jayabharat Credit Limited
1	Latest Audited Balance Sheet Date	March 31, 2019	March 31, 2019
2	Date on which the Associate was associated or acquired	November 6, 1994	April 1, 2002
3	Shares of Joint Ventures held by the Company on the year end	31.35%	43.45%
	Numbers	4,608,840 equity shares of ₹ 10 each, fully paid up	2,172,300 equity shares of ₹ 10 each, fully paid up
	Amount of Investment in Associates*	3,94,13,208	NIL**
	Extent of Share in Profit/Loss	31.35%	43.45%
4	Description of how there is significant influence	By holding of 31.35% Equity Shares of India Lease Development Limited	By holding of 43.45% Equity Shares Jayabharat Credit Limited
5	Reason why the Joint Venture is not consolidated	Not Applicable	Not Applicable
6	Networth Attributable to Shareholding as per latest audited Balance Sheet	2,39,87,275	(23,68,28,864)
7	Profit / (Loss) for the year		
	(i) Considered in Consolidation (ii) Not Considered in Consolidation	(11,92,424) NIL	NIL (26,35,31,022)

* Investment in Associate is accounted for using Equity Method as defined in Ind AS 28 "Investment in Associates and Joint Ventures"

**Due to losses in Associate Company, Impairment Loss has been recognised and the net investment in Associate is calculated after recognistion of Impairment Loss as per Ind AS 36 "Impairment of Assets"

Notes to Consolidated Financial Statements

Note -40

Additional Information in pursuant to Schedule III of the Companies Act, 2013 (All amounts in ₹ unless stated otherwise)

S. No	Name of the Entity	Ownership Interest	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
			As % of Consolidated net Assets	Amount	As % of consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Total Comprehensive Income	Amount
1	**Parent**	-	100.00	86,34,57,869	96.40	(3,19,25,967)	100.00	16,146	96.40	(3,19,09,821)
2	**Subsidiaries**	N.A	-	-	-	-	-	-	-	-
3	**Non - Controlling Interest in All Subsidiaries**	N.A	-	-	-	-	-	-	-	-
4	**Associates**		-	-	-	-	-	-	-	-
	Investments Accounted for using Equity Method		-	-	-	-	-	-	-	-
A	Indian									
a.)	**India Lease Development Limited**	31.35%	-	-	3.60	(11,92,424)	-	-	3.60	(11,92,424.00)
b.)	**Jayabharat Credit Limited**	43.45%	-	-	-	-	-	-	-	-
	TOTAL		**100.00**	**86,34,57,869**	**100.00**	**(3,31,18,391)**	**100.00**	**16,146**	**100.00**	**(3,31,02,245)**

Note -41

Disclosure relating to dues outstanding to micro and small enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 and the Companies Act, 2013 the outstanding Interest due thereon interest paid etc to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In absence of information about registration of the enterprises under the above Act, the required information could not be furnished.

Note -42

Corporate Social Responsibility (CSR)

As per the provisions of section 135 of the Companies Act, 2013, the Company is not falling in the criteria as is prescribed in the said section and as such, CSR is not applicable during this year. The company has incurred ₹ NIL (Previous Year ₹ NIL) on promotion of education.

Note -43

Notes in respect of one of the Associate Company "India Lease Development Limited"

Going Concern

The accumulated losses as at the close of the year amounts to, ₹ 21,35,97,512 (after adjustment of General Reserve) against the Paid-Up Capital and other Reserves amounting to ₹ 29,20,17,772 which results in positive net worth. The Company is already a debt free company. In view of utilization of funds to liquidate the liabilities there has been no fresh exposure of business undertaken by the Company.

The management is of the considered view that considering the availability of assets and its realization there will be sufficient cushion available to repay all other liabilities. The accounts, as such, have been prepared on a Going Concern basis.

Other Matters

The net owned funds (NOF) although have become positive yet the Company could not comply with the Reserve Bank of India guidelines prescribed for Non Banking Financial Companies Prudential Norms (Reserve Bank Directions, 1988), with regard to (i) Maintenance of Minimum Capital Adequacy Ratio,(ii) the credit / investment exposures which have become in excess of prescribed limits.

The Company continues to hold the certificate issued by Reserve Bank of India in Category "B" as Non-Accepting Deposits Non Banking Finance Company

Note -44

Previous year figures have been regrouped/rearranged wherever considered necessary.

RAJIV GUPTA
Chairman & Managing Director &
Chief Executive Officer
DIN : 00022964

ARTI GUPTA
Joint Managing Director
DIN : 00023237

ARUN MITTER
Executive Director
DIN : 00022941

As per our Report of even date attached
For JAGDISH CHAND & CO.
Chartered Accountants
(ICAI Firm Reg. No: 000129N)

BHARAT KUMAR
Non Executive Independent
Director
DIN: 01090141

M.K. MADAN
Vice President & Company
Secretary & Chief Financial Officer
ACS 2951

(Pawan Kumar)
Partner
Membership No. 511057

Place: New Delhi
Date: May 29, 2019

NOTES

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If undelivered, please return to :

The Motor & General Finance Limited

Regd. Off. : 'MGF House', 4/17-B, Asaf Ali Road

New Delhi - 110 002.

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