

KLG CAPITAL SERVICES LIMITED

26th ANNUAL REPORT
2019 - 2020

ANNUAL GENERAL MEETING

Date : December 30, 2020

Day : Wednesday

Time : 1515 Hours

Place: Babasaheb Dahanukar Hall,
Oricon House, 12. K Dubhash Marg,
Kala Ghoda, Fort, Mumbai-400001

BOARD OF DIRECTORS

| | |
|---------------------------|----------------------|
| Ms. Gayathri Ramachandran | Chairperson |
| Mr. J . Alexander | Independent Director |
| Mr. V. Ramanan | Independent Director |
| Mr. Nilesh Mehta* | Director |
| Ms. Priyanka Gandhi** | Director |
| Mr. Chintan Chheda*** | Director |

*Mr. Nilesh Mehta resigned as Director w.e.f November 13, 2019

**Ms. Priyanka Gandhi resigned as Director w.e.f November 13, 2020.

***Mr. Chintan Chheda appointed as Director w.e.f November 13, 2020

MANAGER

Mr. Chakradhar Das

CHIEF FINANCIAL OFFICER

Mr. Ankit Pratap Singh

COMPANY SECRETARY

Ms. Avni Garnara

(w.e.f August 11, 2020)

REGISTERED AND CORPORATE OFFICE

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023

CIN: L67120MH1994PLC218169

Ph: 022 - 6619 9000

Fax: 022 - 2269 6024

Email: company.secretary@klgcapital.com

Website: www.klgcapital.com

STATUTORY AUDITORS

M/S. Batra Sapra & Co.
Chartered Accountant, New Delhi

REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase1,
Near PVR, Naraina, New Delhi – 110 028

Ph: +91-11- 41410592-94

Fax: +91-11- 41410591

Email: delhi@linkintime.co.in

BANKERS

HDFC Bank Limited

Central Bank of India

Kotak Mahindra Bank

INDEX

| | |
|---|----|
| Notice | 1 |
| Directors' Report | 8 |
| Management Discussion and Analysis Report | 27 |
| Standalone Auditors' Report | 30 |
| Standalone Financial Statements | 38 |
| Consolidated Auditors' Report | 51 |
| Consolidated Financial Statements | 56 |

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting ('AGM') of the Members of KLG Capital Services Limited ('Company') will be held on Wednesday, December 30, 2020 at 1515 Hours at Babasaheb Dahanukar Hall, Orion House, 12, K. DubhashMarg, Kala Ghoda, Fort, Mumbai - 400001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint M/s. Batra Sapra & Co. as the Statutory Auditors of the company and this regard to consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules Framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendations of the Audit Committee M/s. Batra Sapra & Co. Chartered Accountants (Firm Registration No. 000103N), be and hereby appointed as Statutory Auditors of the Company, for a term of one year i.e. , till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2021."

SPECIAL BUSINESS:

3. Re-appointment of Mr. Chakradhar Das as Manager of the Company

To consider and if through fit, to pass the following resolution as a **Ordinary Resolution**

"Resolved That pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board, subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Chakradhar Das, as the Manager of the Company with effect from February 13, 2020 for a period of two years on the terms and conditions of appointment as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting.

Resolved Further That the terms and conditions of the appointment may be altered and varied from time to time by the Board of Directors as it may in its discretion deem fit within the maximum amount payable to the Manager in accordance with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 and subject to such other modifications/amendments made there under."

4. Appointment of Mr. Chintan Chheda as a Director of the Company

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

"Resolved That pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Act, Mr. Chintan Chheda (DIN: 08098371), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 13, 2020, and whose term of office expires at the ensuing Annual General Meeting, be and is hereby appointed as Director, Non-Independent (Non-executive) of the Company whose period of office will be liable to determination by retirement of directors by rotation."

Registered Office

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023
Tel: +91-22-66199000, **Fax:** +91-22-22696023
CIN: L67120MH1994PLC218169
Website: www.klgcapital.com
E-mail: company.secretary@klgcapital.com
Place: Mumbai
Date: November 13, 2020

By Order of the Board of Directors
For KLG Capital Services Limited

Gayathri Ramachandran
Chairperson
DIN:02872723

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ('Act'), relating to special business to be transacted at the 26th Annual General Meeting ('AGM'), and the details, as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI Regulations') and Secretarial Standards by the Institute of Company Secretaries of India, of person seeking appointment/reappointment as Director under Item Nos. 3 & 4 of the Notice, is annexed thereto.
2. **PROXIES**
 - a. **A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy(ies) to attend and vote instead of himself/herself and the proxy(ies) so appointed need not be a member of the company. Proxy(ies) in order to be effective, must be received at the company's registered office not less than 48 hours before the commencement of the meeting. Only duly completed, signed and stamped proxy will be considered valid. A proxy form is attached herewith.**
 - b. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case of a Member who is holding more than ten percent of the total share capital of the Company carrying voting rights, he/she may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. The instrument appointing a proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a company, society, partnership firm, etc., it shall be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. The Proxy-holder shall prove his identity at the time of attending the Meeting.
 - c. Every member shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the AGM and ending with conclusion of the AGM, to inspect at the Registered Office of the Company the proxies lodged, at any time between 0900 hours and 1800 hours, in terms of SS-2, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/ Proxies/ Representatives are requested to bring their copies of the Annual Reports along with their duly filled in Attendance Slips attached herewith for attending the AGM.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, December 24, 2020 to Wednesday, December 30, 2020 both days inclusive, for the purpose of the AGM of the Company.
7. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements, maintained under Section 170 and Section 189 of the Companies Act, 2013 respectively will be available for inspection by the Members at the AGM.
8. Members desirous of obtaining any information concerning the Financial Statements of the Company are requested to write their queries to the Company at least seven working days in advance of the AGM so that the information required can be made readily available at the AGM.
9. The Members are requested to approach the Company for consolidation of folios, if shareholdings are under multiple folios. Members are requested to quote the Ledger Folio or Client ID and DP ID Numbers in all communications with the Company/RTA.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with Company's Registrar and Share Transfer Agent at delhi@linkintime.co.in so that they can receive the Annual Report and other communication from the Company in electronic form. For any such communication, the Members may also send requests to the Company's investor email id: company.secretary@klgcapital.com.
11. Copies of the Annual Report for FY 2019-20 including therein the Notice of the 26th AGM, which, inter alia, indicates the process and manner of e-voting; Attendance Slip and Proxy Forms are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s) ('DPs') for communication purposes and who have not registered their email addresses physical copies are being sent to them in permitted mode. The Annual Report are being sent to the Members, as ibid, whose names shall appear in the Register of Members or in case of shares held in electronic form, who were the beneficial owners as on Friday, November 27, 2020. However, if such a person is not a Member on the cut-off date of Wednesday, December 23, 2020; such person shall not be eligible to vote via remote e-voting or at AGM and may treat this Notice for information purpose only. Members may also note that the Annual Report of the Company is available for download from the website of the Company at www.klgcapital.com
12. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company between 1100 hours to 1300 hours on all working days, except Saturdays, upto the date of the AGM. Copies thereof shall also be made available for inspection at the Meeting.
13. In compliance with provisions of Section 108 of the Companies Act, 2013 and rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force), SS-2 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this Notice. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by Central Depository Services (India) Limited ('CDSL'). The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

14. The brief profile of the Directors seeking re-appointment including relevant particulars relating to them is furnished as a part of the Notice as Annexure and in Explanatory Statement, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, w.e.f April 01, 2019 request for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Regulations. Members who share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ("RTA") in case the shares are held by them in physical form.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.klgcapital.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the same is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
18. To facilitate other shareholders whose email id are not registered, to receive this notice electronically and cast their vote electronically, special arrangement has been made with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 & 20/2020 issued by Ministry of Corporate Affairs dated April 13, 2020 & May 05, 2020 respectively. The process for registration of email addresses is as under: Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address contact Company's Registrar and Share Transfer Agent, Linkintime India Private Limited at delhi@linkintime.co.in and to Company at secretary@klgcapital.com.

The instructions for remote e-voting are detailed hereunder:-

- (i) The voting period begins on Sunday, December 27, 2020 at 0900 hours and ends on Tuesday, December 29, 2020 at 1700 hours. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, December 23, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVS: 201119011) of KLG Capital Services Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Members & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves 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 helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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. You may also contact Email id: helpdesk.evoting@cdslindia.com , Phone number: 1800225533

In case if a person acquires shares and becomes Member of the Company after dispatch of this Notice/Annual Report, they shall follow the procedure stated therein or may obtain the User ID and Password/Sequence Number by sending a request to RTA at delhi@linkintime.co.in.

In case, if the Members have any queries pertaining to the sequence number for e-voting, they may contact the RTA for the same.

The voting rights of the Members shall be in the proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Wednesday, December 23, 2020.

The Company has appointed Mr. Jaisal Mohatta (Membership No. ACS35017), Practicing Company Secretary, Mumbai, as Scrutinizer, to scrutinize the remote e-voting process and ballot process at AGM in a fair and transparent manner.

The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.klgcapital.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO.3**

Mr. Charkradhar Das was appointed as a Manager of the Company on February 13, 2018 for a period of two years. Since Mr. Charkradhar Das was eligible for re-appointment, the Board of Directors in their meeting held on February 12, 2020, have re-appointed Mr. Charkradhar Das as a Manager of the Company w.e.f. February 13, 2020 for a period of two years subject to approval of members of the Company, on the terms and conditions of appointment as contained in the draft agreement.

Approval of the shareholders is required to be accorded for re-appointment of Mr. Charkradhar Das as Manager of the Company by way of passing an Ordinary Resolution. Hence, the resolution is put up for shareholders approval. None of the directors, Key Managerial Personnel apart from Mr. Charkradhar Das and their relatives are concerned or interested in the passing of the aforesaid resolution.

The Directors recommend the passing of the Resolution as Ordinary Resolution under Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

Brief Profile of Mr. Charkradhar Das is attached herewith as an Annexure No. II to the Notice

ITEM NO.4

Mr. Chintan Chheda was appointed as an Additional Director of the Company w.e.f. November 13, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors), Rules, 2014 and the Articles of Association of the Company and who shall hold the office upto the date of ensuing Annual General Meeting of the Company.

Mr. Chintan Chheda is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as Director. His brief resume and other particulars have been given in the exhibit to this Notice. The approval of the members is sought for appointment of Mr. Chintan Chheda as the Director of the Company.

The Board of Director recommends the Ordinary Resolution for appointment of Mr. Chintan Chheda as Director of the Company. The brief profile of Mr. Chintan Chheda set out in item 4 for approval of the members of the Company.

Except, Mr. Chintan Chheda, none of the Directors of your Company or their relatives are concerned or interested in the said resolution.

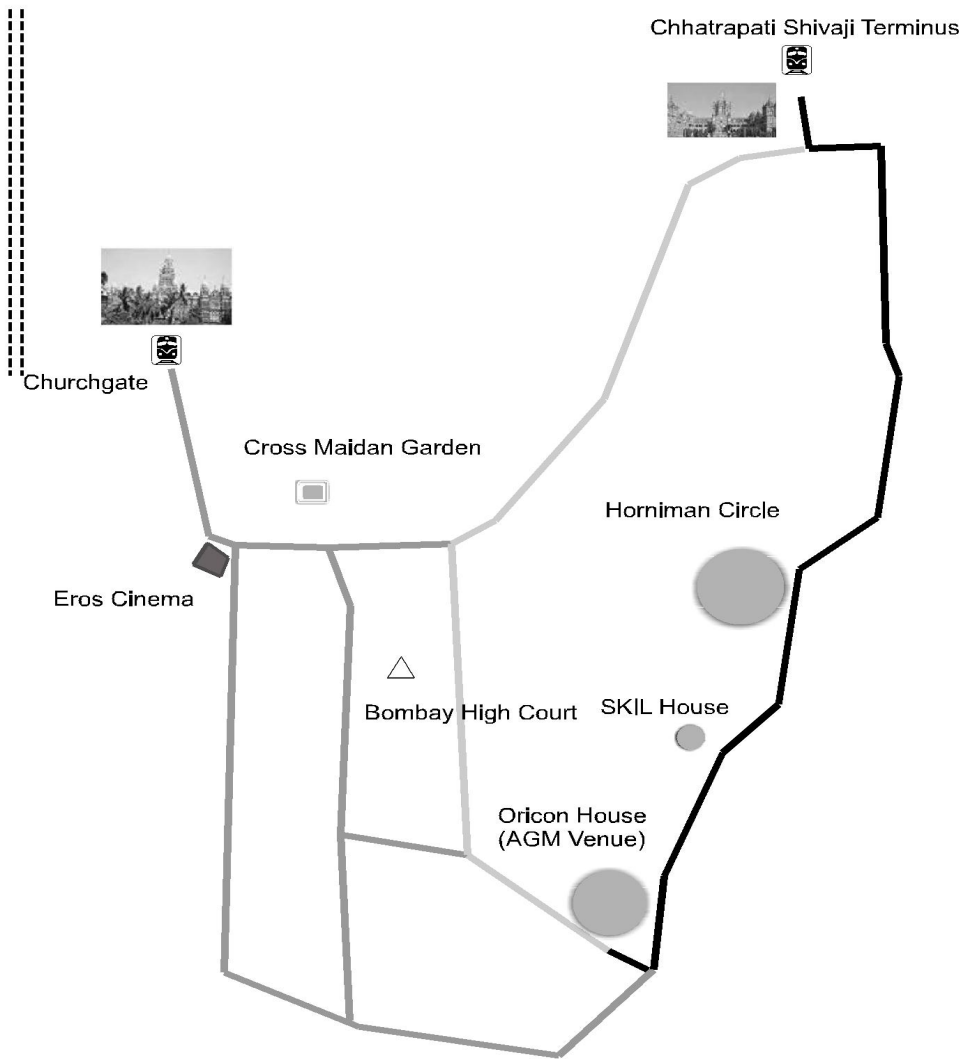
EXHIBIT TO NOTICE
Annexure I

| | |
|--|--|
| Name of the Manager | : Mr. Chintan Chheda (DIN: 08098371) |
| Designation | : Director |
| Date of Birth | : August 29, 1988 |
| Age | : 32 years |
| Nationality | : Indian |
| Qualification | : Bachelor of Engineering (Information Technology), e-MBA – Digital Business Management |
| Date of First Appointment on the Board | : November 13, 2020 |
| Experience/ Brief Profile | : Mr. Chintan Chheda is affiliated with e-commerce and digital marketing. He has experience in market research and formulating business plans. |
| Terms and Conditions of appointment/re-appointment | : Appointed as a Director liable to retire by rotation |
| Number of Board Meetings attended during the financial year 2019-2020 | : - |
| Remuneration | : Nil |
| Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder's Relationship Committee) of other public Companies as on March 31, 2020 | : - |
| Directorships held in other companies as on March 31, 2020 | : 1. Montana Infrastructure Ltd 2. Awaita Properties Pvt Limited 3. KLG Stock Broker Private Ltd |
| Number of shares held in the Company as on March 31, 2020 | : Nil |
| Inter-se relationship with other Directors and KMPs | : None |

Annexure II

| | |
|--|---|
| Name of the Manager | : Mr. Chakradhar Das |
| Designation | : Manager |
| Date of Birth | : September 09, 1990 |
| Age | : 30 years |
| Nationality | : Indian |
| Qualification | : B.com, MBA |
| Date of First Appointment on the Board | : February 13, 2018 |
| Experience/ Brief Profile | : Mr. Chakradhar Das has done MBA (Finance). He has an experience of nearly three and half years. |
| Terms and Conditions of appointment/re-appointment | : - |
| Number of Board Meetings attended during the financial year 2019-2020 | : 4 |
| Remuneration | : 32,500 per month |
| Memberships/ Chairmanships of committees (includes only Audit Committee/ Investor Grievances Committee/ Stakeholder's Relationship Committee) of other public Companies as on March 31, 2020 | : Nil |
| Directorships held in other companies as on March 31, 2020 | : - |
| Number of shares held in the Company as on March 31, 2020 | : Nil |
| Inter-se relationship with other Directors and KMPs | : None |

Route Map for Venue of the 26th Annual General Meetings



DIRECTORS' REPORT**Dear Members,**

Your Directors are pleased to present the 26th Annual Report of KLG Capital Securities Limited ('Company') together with the Audited Financial Statements for the year ended March 31, 2020.

Financial Highlights (Standalone)

The financial performance of the Company for the financial year ended March 31, 2020 is summarized below:

(Rupees In Lacs)

| Particulars | 2019-20 | 2018-19 |
|---|---------|---------|
| Total Income | 86.66 | 98.42 |
| Less: Expenditure | 88.54 | 86.97 |
| Profit/(Loss) before Depreciation & Tax | (1.88) | 11.45 |
| Less: Depreciation | 0.00 | 0.00 |
| Profit before Tax | (1.88) | 11.45 |
| Less: Taxes | 0.70 | 8.82 |
| Profit after Tax | (2.57) | 2.63 |
| Less: Transfer to Statutory Reserve Account as per Section 45-IC of the Reserve Bank of India Act, 1934 | - | 1.39 |
| Balance carried forward to Balance Sheet | (2.57) | 1.24 |

Note: Previous year's figures are regrouped/rearranged, wherever necessary.

Review of Company's Affairs

Your Company is a Non-deposit taking Non-Banking Financial Company. During the year under review, the Company has earned total income of Rs. 86.66 Lacs as compared to the income of Rs.98.42 Lacs during the previous financial year. The loss after tax as on March 31, 2020 amounted to Rs. 2.57 Lacs as against profit of Rs. 2.63 Lacs during the previous financial year.

Impact of COVID-19 on business

The operation of the Company remained closed in the month of March, 2020 due to national wise lockdown declared / announced by Government of India because of COVID19 outbreak. The impact of COVID 19 may impact the underlying assumption and estimates used to prepare the Company's financial statements which may differ from that considered at the time of approval of these financial statements but have no impact on the assumption relating to the going concern.

Dividend

With a view to conserve resources, your Directors do not recommend dividend for the year under review.

Transfer to Reserves

During the year under review, no amount has been transferred to Statutory Reserve Account as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the profits after taxes for the year.

Extract of Annual Return

The extract of Annual Return in the Form MGT- 9 as required under Section 92(3) of the Act as prescribed in Rule 12 of the Companies (Management and Administration) Rules, 2014, is enclosed as **Annexure I** to this Report. The Annual Return in Form MGT-7 as required under Section 92 (3) of the Act is available on the website of the Company viz.

www.klgcapital.com/investor-desk-annual-report.php

Material Changes and Commitments

From April 01, 2019 IND-AS is applicable to your Company apart from this there have been no material changes and commitments occurred between the end of financial year of the Company and the date of this report affecting the financial position of the Company as at March 31, 2020.

Particulars of Loan, Guarantees and Investments

Details of Loans, Guarantees and Investment covered under the provisions of Section 186 of the Companies Act, 2013('Act') are given in the notes to the Financial Statements. Also, pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015('SEBI Regulations'), the particulars of Loans/Advances given to Subsidiaries have been disclosed in the notes to the Financial Statements.

Particulars of Contracts or Arrangements with Related Parties

All Related Party Transactions (RPTs) are placed on a quarterly basis before the Audit Committee and before the Board for approval. Prior omnibus approval of the Audit and the Board is obtained for the transactions which are of a foreseeable and repetitive nature.

All RPTs entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material RPTs, entered during the year as per Section 188 of the Companies Act, 2013 which require approval of the member. The disclosures on RPTs are made in the Notes to the Financial Statements of the Company. Hence, the Company has nothing to report in Form AOC-2 and the same is not annexed.

Deposits

During the year under review, the Company had not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and rules made thereunder.

Details of Subsidiaries Company

During the year under review, the Company has one Wholly Owned Subsidiary Company namely KLG Stock Brokers Private Limited ('KSBPL'). KSBPL is a Deposit Based Trading Member of Cash and Equity Derivatives Segments of BSE Limited. However, it is yet to commence Business. There are no associate companies within the meaning of 2(6) of the Companies Act, 2013.

The performance and financial position of the Subsidiary Company included in the consolidated financial statement is provided in accordance with the provisions of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014 as a separate statement annexed to the Notes to Financial Statements in Form AOC-1 and hence not repeated here for sake of brevity.

The contribution of Subsidiary to the overall performance of the Company is reflected through the Consolidated Financial Statements.

Details of Directors and Key Managerial Personnel

Mr. Chintan Chheda has been appointed as Additional Director of the Company w.e.f November 13, 2020.

Mr. Nilesh Mehta & Ms. Priyanka Gandhi resigned as Director of the Company due to pre-occupation with effect from November 13, 2019 & November 13, 2020 respectively. The Board places on record its appreciation for the contribution made by them during their tenure as Director of the Company.

Since Ms. Priyanka Gandhi resigned as Director on November 13, 2020, provisions of Section 152 of the Companies Act, 2013, is not applicable.

In terms of provisions of Section 203 of Companies Act, 2013, as on March 31, 2020, Mr. Chakradhar Das, Manager and Mr. Ankit Pratap Singh, Chief Financial Officer are the KMP's of the Company.

Mr. Chakradhar Das was re-appointed as the Manager under the category of Whole-time Key Managerial Personnel of the Company with effect from February 13, 2020 for a period of two years subject to approval of the members of the Company. The Board of Directors hereby recommends re-appointment of Mr. Chakradhar Das as Manager of the Company for a period of two years with effect from February 13, 2020.

Ms. Payal Mathur was appointed as Company Secretary under the category of Whole-time Key Managerial Personnel w.e.f November 13, 2019 and later on ceased to be Company Secretary under the category of Whole-time Key Managerial Personnel of the Company with effect from February 12, 2020. Further Ms. Avni Garg has been appointed as the Company Secretary under the category of Whole-time Key Managerial Personnel of the Company with effect from August 11, 2020.

Declaration by the Independent Directors

The Company has received necessary declarations from each Independent Directors under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Act and SEBI Regulations.

Independent Director's Meetings

The Independent Directors, Mr. J. Alexander, Ms. Gayathri Ramachandran and Mr. V. Ramanan met without the attendance of Non- Independent Directors and the members of the Management. The Independent Directors, inter alia, reviewed the performance of Non- Independent Directors and the Board as a whole; the performance of the Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Performance Evaluation

The Companies Act, 2013 stipulates the performance Evaluation of the Directors, Board and its Committees. The Company has devised the criteria for performance evaluation after approval by the Nomination & Remuneration Committee/Board of Directors on the basis of which the annual performance evaluation of the Directors, Board and Board Committees has been carried out.

The criteria for performance evaluation of Independent Directors are mainly devised based upon the parameter for professional conduct, role, functions and duties laid under Schedule IV to the Act. The Evaluation process focused on various aspects of the functioning of the Board and its Committees such as composition of the Board and Committees, participation in discussions, etc. Performance evaluation of individual Directors was on parameters such as attendance, contribution, constructive and active participation etc.

KLG Capital Services Limited

The Independent Directors, at their separate Meeting, evaluated the performance of Non- Independent Directors including Chairperson of the Company and the Board as a whole; the performance of the Chairperson of the Company and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, that is necessary for the Board to effectively and reasonably perform their duties. The performance of all directors was also evaluated by the Nomination and Remuneration Committee.

The Board of Directors considered the performance evaluation of the Directors, Board and Board Committees. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the concerned Director being evaluated.

Directors Responsibility Statement

In accordance with the provisions of Section 134(3)(c) and Section 134(5) of the Act, your Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Number of Board Meetings

During the Financial Year 2019-20, four meetings of the Board of Directors of the company were held on May 28, 2019, August 13, 2019, November 13, 2019 and February 12, 2020. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

The attendance of each Director at the said Board Meetings for FY 2019-20 is given below:

| Name of the Directors | No. of Board Meetings Held | No. of Board Meetings attended |
|---------------------------|----------------------------|--------------------------------|
| Ms. Gayathri Ramachandran | 4 | 4 |
| Mr. J. Alexander | 4 | 4 |
| Mr. V. Ramanan | 4 | 4 |
| Mr. Nilesh Mehta* | 4 | 2 |
| Ms. Priyanka Gandhi | 4 | 3 |

* Mr. Nilesh Mehta resigned as a Director of the Company w.e.f November 13, 2019.

Audit Committee

As on March 31, 2020 the Audit Committee comprises of Mr. V. Ramanan (Chairman), Mr. J. Alexander, Ms. Gayathri Ramachandran. All the recommendations made by the Audit Committee were accepted by the Board.

The Audit Committee met four times during the financial year under review. The meetings of the Committee were held on May 28, 2019, August 12, 2019, November 12, 2019 and February 12, 2020.

The attendance of each Director at the said Committee Meetings for FY 2019-20 is given below:

| Name of the Directors | No. of Committee Meetings held | No. of Committee Meetings Attended |
|---------------------------|--------------------------------|------------------------------------|
| Mr. V. Ramanan | 4 | 4 |
| Mr. J. Alexander | 4 | 3 |
| Ms. Gayathri Ramachandran | 4 | 4 |
| Mr. Nilesh Mehta* | 4 | 2 |

* Mr. Nilesh Mehta resigned as a Director of the Company w.e.f November 13, 2019.

Nomination and Remuneration Committee:

As on March 31, 2020 the Nomination and Remuneration Committee comprises of Ms. Gayathri Ramachandran (Chairperson), Mr. J. Alexander and Mr. V. Ramanan as Members.

The Nomination and Remuneration Committee met once during the financial year under review. The meeting of the Committee was held on May 28, 2019.

The attendance of each director at the said Committee meetings for FY 2019-20 is given below:

| Name of the Directors | No. of Committee Meetings held | No. of Committee Meetings Attended |
|---------------------------|--------------------------------|------------------------------------|
| Ms. Gayathri Ramachandran | 1 | 1 |
| Mr. V. Ramanan | 1 | 1 |
| Ms. Priyanka Gandhi | 1 | 1 |

Stakeholders Relationship Committee:

The Stakeholders Relationship Committee comprises of Ms. Priyanka Gandhi (Chairperson), Mr. J. Alexander and Mr. V. Ramanan as Members.

Statutory Auditors:

As required under the provisions of Section 139(1) of the Act, the Company has received written consent from M/s. Batra Sapra & Co., Chartered Accountants bearing Firm Registration No.000103N, informing that their appointment, if made would be in accordance of the provision of the Act, read with Rule 4 (2) of the Companies (Audit and Auditor) Rules, 2014 and that they satisfy the criteria provided in Section 141 of the Act.

Member attention is drawn to a resolution proposing the appointment of the M/s. Batra Sapra & Co., Chartered Accountants bearing Firm Registration No.000103N as Statutory Auditor of the Company which is included in the item no. 2 of the Notice convening AGM.

Auditors' Report

The Auditors' Report to the Members on the Accounts of the Company for the financial year ended March 31, 2020, does not contain any qualification. The observation in the Auditor's Report by M/s. Batra Sapra & Co., Chartered Accountants have been dealt with in the relevant Notes to Accounts, which are self - explanatory.

Internal auditors:

M/s. Sanjay Vijay & Associates, Chartered Accountants, Mumbai, have been appointed as Internal Auditors for conducting internal audit of the Company for FY 2019-20 in Board Meeting held on February 11, 2019. The Internal Auditors independently evaluate the internal controls systems, monitor implementation of the accounting systems & procedures and statutory compliances. The Audit Committee periodically reviews the reports of the Internal Auditors.

Secretarial Auditor:

Pursuant to Section 204 of the Companies Act, 2013, the Board has appointed M/s. Jaisal Mohatta & Associates, Practicing Company Secretary, Mumbai, as its Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit Report for the financial year ended March 31, 2020, is as annexed to this report as **Annexure II**. There are no qualifications made by the Secretarial Auditor in the Report. The observation in Secretarial Auditor Report is self explanatory.

Management Discussion and Analysis

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 of SEBI Regulations, read with Schedule V of the said Regulations forms part of this Annual Report.

Adequacy of Internal Financial Control with reference to the Financial Statements

The Company has internal control systems, commensurate with the size, scale and complexity of its operations. The Audit Committee monitors and evaluates the efficacy and adequacy of internal control systems in the Company.

The Company has in place adequate internal financial controls with reference to Financial Statements. The report of the Statutory Auditors states about the existence of adequate internal financial control systems and its operating effectiveness. During the year, no reportable material weakness in the design or operation was observed in the internal financial controls.

Managerial Remuneration

Disclosures of the ratios of the remuneration of each director to the median employee's remuneration details as required pursuant to Section 197(2) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure III**.

None of the Directors of the Company are in receipt of any commission from the Company or from any Subsidiary of the Company. The details of remuneration paid to the Directors of the Company are given in Extract of Annual Return.

Risk Management Policy

Pursuant to the requirement of Section 134 of the Act and Listing Regulations, the Company has already in place a Risk Management Policy. The Company has a robust Risk Management framework to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The elements of risk as identified for the Company are set out in the Management Discussion and Analysis (MDA) Report forming part of the Board's Report.

Significant & Material Orders Passed By the Regulators or Courts Or Tribunal

There are no significant material orders passed by the regulators or courts or tribunals which would impact the going concern status and company's operations in future except as otherwise disclosed in this report.

Nomination & Remuneration Policy

The Nomination and Remuneration Committee comprises of Ms. Gayathri Ramachandran (Chairperson), Mr. J. Alexander and Mr. V. Ramanan as Members. The Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and is annexed to this Report as **Annexure IV**.

Vigil Mechanism/Whistle Blower Policy

The Company has implemented Vigil Mechanism/Whistle Blower Policy which encourages the Whistle Blower to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases.

Sexual Harassment

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Particulars of Employees

In terms of Section 136 of the Act, the Annual Report and Financial Statements are being sent to the Members of the Company and others entitled thereto excluding the information pursuant to Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Particulars in this regard, if any, will be made available for inspection by the Members at the Registered Office of the Company between 1100 hours to 1300 hours on all working days, except Saturday, up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. Upon such request, the information will be made available.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Considering the nature of business of the Company, there are no particulars to be disclosed relating to the Conservation of Energy, Research and Development and Technology Absorption as required under the Companies (Accounts) Rules, 2014, for the year under review. Further, the Foreign Exchange Earnings during the year under review and the Foreign Exchange Outgo is Nil.

Corporate Social Responsibility (CSR) Policy

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

Appreciations and Acknowledgment

The Board of Directors wishes to express its sincere appreciation and thanks to all customers, suppliers, banks, financial institutions, solicitors, advisors, Government of India and other regulatory authorities for their consistent support and co-operation. Your Directors appreciate the contribution made by the employees of the Company and acknowledge their hard work and dedication. Your Directors are also deeply grateful to the Members for the confidence and faith that they have always placed in the Company.

Registered Office

SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai - 400 023

Tel: +91-22-66199000, **Fax:** +91-22-22696023

CIN: L67120MH1994PLC218169

Website: www.klgcapital.com

E-mail: company.secretary@klgcapital.com

Place: Mumbai

Date: November 13, 2020

**By Order of the Board of Directors
For KLG Capital Services Limited**

**Gayathri Ramachandran
Chairperson
DIN:02872723**

Annexure I to Directors' Report

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020

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

I. REGISTRATION & OTHER DETAILS:

| | | |
|-----|--|---|
| i | CIN | L67120MH1994PLC218169 |
| ii | Registration Date | February 15, 1994 |
| iii | Name of the Company | KLK CAPITAL SERVICES LIMITED |
| iv | Category/ Sub-Category of the Company | Company Limited by Shares, Non-Govt. Company |
| v | Address of the Registered office & contact details | |
| | Address | 209, SKIL House, Bank Street Cross Lane, Fort |
| | Town / City | Mumbai - 400 023 |
| | State | Maharashtra |
| | Country Name | India |
| | Telephone (with STD Code) | 022 6619 9000 |
| | Fax Number | 022 2269 6024 |
| | Email Address | company.secretary@klgcapital.com |
| | Website, if any | www.klgcapital.com |
| vi | Whether listed company | Yes |
| vii | Name and Address of Registrar & Transfer Agents (RTA):- | |
| | Name of RTA | Link Intime India Private Limited |
| | Address | 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina |
| | Town / City | New Delhi |
| | State | Delhi |
| | Pin Code: | 110 028 |
| | Telephone | 011 - 41410592/93/94 |
| | Fax Number | 011 - 41410591 |
| | Email Address | delhi@linkintime.co.in |

II.

| | |
|--|---|
| PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY | 1 |
|--|---|

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sr. No. | Name and Description of main products / services | NIC Code of the Product / Service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1 | Interest on ICD | 649 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY / ASSOCIATE | % of shares held | Applicable Section |
|---------|--|---------------------------------|---------------------------------|------------------|--------------------|
| 1 | Awaita Properties Private Limited 209, SKIL House, Bank Street Cross Lane, Fort, Mumbai - 400 023 | U 4 5 1 0 2 M H -1995PTC084308 | HOLDING | 60.46 | 2(46) |
| 2 | KLK Stock Brokers Private Limited 209, SKIL House, Bank Street Cross Lane, Fort, Mumbai - 400 023 | U 7 4 1 2 0 M H - 2010PTC207363 | SUBSIDIARY | 100 | 2(87) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|-------------|----------------|-------------------|---|-------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter & Promoter Group | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| b) Central Government | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| c) State Government | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| d) Bodies Corp. | 1936075 | 0 | 1936075 | 60.46 | 1936075 | 0 | 1936075 | 60.46 | 0.00 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Sub-total (A) (1) | 1936075 | 0 | 1936075 | 60.46 | 1936075 | 0 | 1936075 | 60.46 | 0.00 |
| (2) Foreign | | | | | | | | | |
| a) Individual (NRI/ Foreign Ind.) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| b) Foreign Portfolio Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| c) Government | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| e) Any Others | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Sub-total (A) (2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Total shareholding of Promoter | 1936075 | 0 | 1936075 | 60.46 | 1936075 | 0 | 1936075 | 60.46 | 0.00 |
| (A)=(A)(1)+(A)(2) | | | | | | | | | |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds/ UTI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| c) Alternate Investment Fund | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| d) Foreign Portfolio Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| g) Provident/ Pension Fund | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| Sub-total (B)(1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| (2) Central / State Government(s) / President of India | | | | | | | | | |
| Sub-total (B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 3. Non-Institutions | | | | | | | | | |
| a) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 438461 | 2933 | 441394 | 13.78 | 434770 | 2933 | 437703 | 13.67 | -0.12 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh | 296264 | 0 | 296264 | 9.25 | 300004 | 0 | 300004 | 9.37 | 0.12 |
| b) NBFC's registered with RBI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| c) Employee Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| d) Overseas Depositories (holding DR's) (balancing figure) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| e) Any Other (specify) | | | | | | | | | |
| Hindu Undivided Family | 43267 | 0 | 43267 | 1.35 | 43518 | 0 | 43518 | 1.36 | 0.0078 |
| Non Resident Indians (non repeat) | 676 | 0 | 676 | 0.02 | 676 | 0 | 676 | 0.02 | 0.00 |
| Other Directors | 3500 | 0 | 3500 | 0.11 | 3000 | 0 | 3000 | 0.09 | -0.0156 |
| Non Resident Indians (non repeat) | 8005 | 0 | 8005 | 0.25 | 8005 | 0 | 8005 | 0.25 | 0.00 |
| Clearing Member | 1751 | 0 | 1751 | 0.06 | 1115 | 0 | 1115 | 0.03 | -0.0199 |
| Bodies Corporate | 471468 | 0 | 471468 | 14.72 | 472304 | 0 | 472304 | 14.75 | 0.0261 |
| Sub-total (B)(3) | 1263392 | 2933 | 1266325 | 39.54 | 1263392 | 2933 | 1266325 | 39.54 | 0.00 |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|----------|---------|-------------------|---|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| Total Public Shareholding (B)=(B)(1)+ (B)(2)+(B)(3) | 1263392 | 2933 | 1266325 | 39.54 | 1263392 | 2933 | 1266325 | 39.54 | 0.00 |
| Total (A) +(B) | 3199467 | 2933 | 3202400 | 100.00 | 3199467 | 2933 | 3202400 | 100 | 0.00 |
| (C) Non Promoter- Non Public | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| (1) Custodian/ DR Holder | | | | | | | | | |
| (2) Employee Benefit Trust under SEBI (share based Employee Benefit) (Regulations, 2014) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 3199467 | 2933 | 3202400 | 100.00 | 3199467 | 2933 | 3202400 | 100.00 | 0.00 |

ii. Shareholding of Promoters

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | % change in share holding during the year |
|---------|-----------------------------|---|----------------------------------|--|--------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | |
| 1 | Awaita Properties Pvt. Ltd. | 1936075 | 60.46 | 0.00 | 1936075 | 60.46 | 0.00 | 0.00 |
| | TOTAL | 1936075 | 60.46 | 0.00 | 1936075 | 60.46 | 0.00 | 0.00 |

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

Shareholding at the beginning of the year Cumulative Shareholding during the year

| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
|------------------------------|---------------|----------------------------------|---------------|----------------------------------|
| At the beginning of the year | 1936075 | 60.46 | 1936075 | 60.46 |
| Changes during the year | - | - | - | - |
| At the End of the year | 1936075 | 60.46 | 1936075 | 60.46 |

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

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1. | Karanja Infrastructure Private Limited | | | | |
| | At the beginning of the year | 107185 | 3.35 | 107185 | 3.35 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/ sweat equity, etc.) | | | - | - |
| | At the end of the year | 107185 | 3.35 | 107185 | 3.35 |
| 2. | Ranveer Infrastructure Pvt. Ltd. | | | | |
| | At the beginning of the year | 103500 | 3.23 | 103500 | 3.23 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/ sweat equity, etc.) | - | - | - | - |
| | At the End of the year | 103500 | 3.23 | 103500 | 3.23 |

KLG Capital Services Limited

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 3. | Verona Capital Ltd. | | | | |
| | At the beginning of the year | 95998 | 3.00 | 95998 | 3.00 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/ sweat equity, etc.) | - | - | - | - |
| | At the End of the year | 95998 | 3.00 | 95998 | 3.00 |
| 4. | Hansa Infrastructure Pvt. Ltd. | | | | |
| | At the beginning of the year | 85000 | 2.65 | 85000 | 2.65 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/ sweat equity, etc.) | - | - | - | - |
| | At the End of the year | 85000 | 2.65 | 85000 | 2.65 |
| 5. | Parag Infrastructure Pvt. Ltd. | | | | |
| | At the beginning of the year | 52523 | 1.64 | 52523 | 1.64 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/ sweat equity, etc.) | - | - | | |
| | At the End of the year | 52523 | 1.64 | 52523 | 1.64 |
| 6. | BhavaneeshAthikary | | | | |
| | At the beginning of the year | 52034 | 1.62 | 52034 | 1.62 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/ sweat equity, etc.) | - | - | - | - |
| | At the End of the year | 52034 | 1.62 | 52034 | 1.62 |
| 7. | V P Dharmarajan | | | | |
| | At the beginning of the year | 30000 | 0.94 | 30000 | 0.94 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/ sweat equity, etc.) | - | - | | |
| | Increase/Decrease | | | | |
| | Date | Reasons for Increase/Decrease | | | |
| | 08.11.2019 | Purchase | | 2000 | |
| | 15.11.2019 | Purchase | | 1000 | |
| | 29.11.2019 | Purchase | | 200 | |
| | 06.12.2019 | Purchase | | 550 | |
| | 13.12.2019 | Purchase | | 301 | |
| | 20.12.2019 | Purchase | | 72 | |
| | 27.12.2019 | Purchase | | 200 | |
| | 10.01.2020 | Purchase | | 77 | |
| | 17.01.2020 | Purchase | | 800 | |
| | At the End of the year | 35200 | 1.10 | 35200 | 1.10 |

| Sr. No. | Name of the Shareholder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|------------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 8. | Mayna Hitesh Shah | | | | |
| | At the beginning of the year | 36921 | 1.15 | 36921 | 1.15 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.) | | | | |
| | Increase/Decrease | | | | |
| | Date | Reasons for Increase/Decrease | | | |
| | 03.01.2020 | Sale | | (77) | |
| | 24.01.2020 | Sale | | (871) | |
| | 31.01.2020 | Sale | | (1000) | |
| | 06.03.2020 | Sale | | (15) | |
| | 20.03.2020 | Purchase | | 2 | |
| | At the End of the year | 34960 | 1.90 | 34960 | 1.09 |
| 9. | Priyanka Singhvi | | | | |
| | At the beginning of the year | 28673 | 0.90 | 28673 | 0.90 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.) | - | - | - | - |
| | At the End of the year | 28673 | 0.90 | 28673 | 0.90 |
| 10. | Puneeta Garg | | | | |
| | At the beginning of the year | 24000 | 0.75 | 24000 | 0.75 |
| | Date wise increase/decrease in shareholding during the year specifying the reasons for such increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.) | - | - | - | - |
| | At the End of the year | 24000 | 0.75 | 24000 | 0.75 |

V INDEBTEDNESS

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

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

The Company has not availed any loan during the year under review except from the Holding Company.

VI . REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration of Managing Director (MD), Whole-time Director (WTD) and/or Manager:

(Rs. in Lacs)

| Sl. no. | Particulars of Remuneration | Name of MD/WTD/ Manager | |
|---------|--|-------------------------|-----------------|
| | | Mr. Chakradhar Das | Total Amount |
| 1 | Gross salary | 3,90,000 | 3,90,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961 | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | - | - |
| | - as % of profit | - | - |
| | - others, specify | - | - |
| 5 | Others, please specify | - | - |
| | Total (A) | 3,90,000 | 3,90,000 |

B. Remuneration to Other Directors

(Rs. in Lacs)

| Sr. No | Independent Directors | Name of Directors | | | Amount |
|--------|--|---------------------------|------------------------------------|------------------|---------------|
| 1 | Particulars of Remuneration | Ms. Gayathri Ramachandran | Mr. V. Ramanan | Mr. J. Alexander | |
| | Particulars of Remuneration | | | | |
| | Fee for attending board/committee Meetings | 30,000 | 30,000 | 25,000 | 85,000 |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (1) | 30,000 | 30,000 | 25,000 | 85,000 |
| 2 | Other Non-Executive Directors | Mr. Priyanka Gandhi | Mr. Nilesh Mehta (Upto 13.11.2019) | | |
| | Fee for attending board/committee Meetings | - | - | - | - |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (2) | - | - | - | - |
| | Total (B)=(1+2) | 30,000 | 30,000 | 25,000 | 85,000 |
| | Total Managerial Remuneration | 30,000 | 30,000 | 25,000 | 85,000 |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | | |
|---------|---|-------------------------------|--|-----------------|
| | | Ankit Pratap Singh | Ms. Payal Mathur | Total |
| | | Chief Financial Officer (CFO) | Company Secretary (CS) w.e.f. 13.11.2019 upto 12.02.2020 | |
| 1 | Gross salary | - | - | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 3,60,000 | 36,000 | 3,96,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | - | - | - |
| | - as % of profit | - | - | - |
| | - others, specify | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Total | 3,60,000 | 36,000 | 3,96,000 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Annexure II

Form MR - 3

Secretarial Audit Report

for the Financial Year Ended 31st March, 2020

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

To,
The Members

KLG Capital Services Limited

CIN: L67120MH1994PLC218169

SKIL House, 209, Bank Street Cross Lane,

Fort Mumbai MH 400023

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KLG Capital Services Limited** (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 **KLG Capital Services Limited**, 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, 2020** reasonably 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 **KLG Capital Services Limited** ("the Company") for the financial year ended on **March 31, 2020** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under to the extent of Regulation 55A;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **[Not Applicable as the Company has not issued any further share capital during the period under review];**
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];**
 - e. 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;
 - f. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not Applicable as there was no reportable event during the period under review];**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **[Not Applicable as there was no reportable event during the period under review];**
- (vi) Based on the representations made by the Company and its officers and our verification of the relevant records on test check basis, the Company has adequate system and process in place for compliance with the following laws applicable specifically to the Company:
 - a. The Reserve Bank of India Act, 1934, as applicable to Non-Banking Financial Companies;
 - b. Master Direction - Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016;
 - c. Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016;
 - d. Master Direction - Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
 - e. Master Direction - Information Technology Framework for the NBFC Sector;

- f. Master Direction - Know Your Customer (KYC) Direction, 2016;
- g. Various Circulars, Notifications, Directions, Guidelines, Master Circulars issued by the Reserve Bank of India from time to time in respect of Systemically Important Non-Deposit taking Non-Banking Financial Company.

I have also examined compliance with the applicable clauses of:

- (i) The Secretarial Standards issued by the Institute of Company Secretaries of India

Applicable financial laws including direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals; and

- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited (BSE);

I further report that the Company has delayed in compliance with Requirement of the provision of section 203 (1) of the Companies Act, 2013 relating to the appointment of Whole-time Company Secretary, as the vacancy was filled on 13th November 2018.

I further report that I rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC etc as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during our audit period and We have not verified the correctness and appropriateness of the books of accounts of the Company.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

During the period under review, decisions were carried out with unanimous approval of the Board and no dissenting views were observed, while reviewing the minutes.

I further report that there are generally adequate systems & processes in the company commensurate with its size & operation to monitor and ensure compliance with applicable laws, rules, regulations, circulars, notifications, directions and guidelines.

I further report that during the audit period, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- Appointment/Resignation of Directors and Key Managerial Personnel.

For Jaisal Mohatta & Associates
Company Secretaries

(Jaisal Mohatta)

Proprietor

ACS - 35017, COP – 16090

Surat, November 13, 2020
UDIN: A035017B001224623

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

ANNEXURE-A

To,
The Members
KLG Capital Services Limited
CIN: L67120MH1994PLC218169
SKIL House, 209, Bank Street Cross Lane,
Fort, Mumbai MH 400023

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 our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. 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 procedures on random test basis.
5. 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 Jaisal Mohatta & Associates
Company Secretaries

Surat, November 13, 2020
UDIN: A035017B001224623

(Jaisal Mohatta)
Proprietor
ACS - 35017, COP – 16090

Annexure III to Directors' Report

Managerial Remuneration

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The ratio of remuneration of each Director to the median remuneration of the employees of the Company for FY 2019-2020 is NIL.
- ii) The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in FY 2019-20 is NIL.
- iii) The percentage increase in the median remuneration of employee(s) in the financial year: Not Applicable.
- iv) The number of permanent employees on the role of the Company: As on March 31, 2020, there was 2 permanent employees on the pay roll of the Company.
- v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Not Applicable
- vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: Remuneration paid by the Company is as per the Remuneration Policy.

ANNEXURE IV TO THE DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

LEGAL FRAMEWORK

This Policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of Company in accordance with the requirement of provisions of Section 178 of the Companies Act, 2013 read with the Rules thereunder.

The Policy is intended to lay down a framework in relation to remuneration of Directors, Key Managerial Personnel ("KMP"), Senior Management and other employees.

DEFINITIONS

1. **"Act"** means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. **"Board of Directors"** or **"Board"** means the Board of Directors of the Company, as constituted from time to time.
3. **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
4. **"Independent Director"** means a director who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
5. **"Key Managerial Personnel"** in relation to a company, means-
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed;
6. **"Policy"** means this Policy, as may be amended from time to time.
7. **"Senior Management"** shall mean officers / personnel of the Company who are members of its core Management team excluding Board of Directors and normally shall comprise all members of Management one level below the Executive Directors, including all functional heads.

MEMBERSHIP

- i) The Committee shall consist of a minimum 3 Non-Executive Directors, of which at least fifty percent of the directors shall be independent directors.
- ii) A minimum of two (2) Members shall constitute a quorum for the Committee Meeting.
- iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRPERSON

- i) The Chairperson of the Committee shall be an Independent Director.
- ii) The Chairperson of the Company (whether executive or non-executive) may be appointed as a Member of the Committee but shall not chair the Committee.
- iii) In the absence of the Chairperson, the Members of the Committee present at the Meeting shall choose one amongst them to act as Chairperson.
- iv) The Chairperson of the Committee or in his absence, any other Member of the Committee authorized by him/her in this behalf, shall attend the General Meetings of the Company to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The Meeting of the Committee shall be held at such regular intervals as may be required.

POLICY FOR APPOINTMENT OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

I) General appointment criteria:

- i) The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii) The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel does not stand disqualified under the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

- iii) The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the applicable provisions of the Companies Act, 2013, rules made thereunder, or any other enactment for the time being in force.

II) Other appointment criteria:

Enhancing the competency of the Board and attracting as well as retaining talented employees for role of KMP/ Senior Management Personnel shall be the basis for the Committee to select a candidate for his/her appointment. When recommending a candidate for appointment, the Committee shall be:

- i) Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits in diversifying the Board;
- ii) The extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors/ KMP/ Senior Management Personnel and enhance the efficiency of the Company;
- iii) The qualification, skills and experience that the appointee brings to the designated role and how an appointee will enhance the skill sets and experience of the Board/Company as a whole;
- iv) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- v) The appointment of Independent Directors shall be subject to compliance of provisions of Listing Regulations and Section 149 of the Companies Act, 2013, read with schedule IV and rules thereunder.

III) Term / Tenure of appointment of Managing Director/Whole-Time Director/ Manager and Independent Director:

i) Managing Director/Whole-time Director/Manager (Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/ Manager who is below the age of 21 years or who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii) Independent Director

- a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- c) At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

IV) Evaluation

The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis as per the requirements of the Companies Act, 2013.

V) Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013 or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations. The removal shall also be based on principles of natural justice.

VI) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the Company's rules and as per applicable provisions of the Companies Act, 2013, wherever applicable.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES

I) Remuneration to Directors, KMP and Senior Management:

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management.

The Directors, KMP and other Senior Management's salary shall be based & determined on the individual person's responsibilities, performance, experience, leadership abilities, initiative taking abilities and knowledge base and also in accordance with the limits as prescribed statutorily, if any.

The remuneration to Directors, KMP and other Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

While recommending the remuneration, the Committee shall take into account the relevant factors such as market, business performance and practices in comparable companies, financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

II) Remuneration to Non-executive / Independent Director:

The remuneration to Non-executive / Independent Director shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee. The Non-Executive / Independent Director may receive Commission within the monetary limit approved by shareholders.

An Independent Director shall not be entitled to any stock option of the Company.

III) Remuneration to other employees

The authority to determine remuneration and terms of appointment of other employees stands delegated to the Managing Director / Chief Executive Officer of the Company.

COMMITTEE MEMBERS' INTERESTS

- i) A Member of the Committee is not entitled to be present when his or her own remuneration is discussed at a Meeting or when his or her performance is being evaluated.
- ii) The Committee may invite such executives, as it considers appropriate, to be present at the Meetings of the Committee.

VOTING

- i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- ii) In the case of equality of votes, the Chairman of the Meeting will have a casting vote.

DISCLOSURES

As per the Companies Act, 2013, this Policy shall be disclosed in the Board's Report of the Company.

MISCELLANEOUS

Any terms used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, or any other law applicable to the Company.

AMENDMENT

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any subsequent amendment/modification in the Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company is Non-Banking Financial Company ("NBFC") which mainly deals in capital market and financial services. The Company is registered with Reserve Bank of India as a Non-Banking Finance Company, not accepting public deposits under Section 45-IA of Reserve Bank of India Act, 1934. The Equity Shares of the Company are listed on BSE Limited.

The Company was incorporated as Public Limited Company on April 13, 1994, in New Delhi and was taken over by Awaita Properties Private Limited in October 2008 in accordance with the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 1997. The Registered Office of the Company was shifted from New Delhi to Mumbai in May 2010.

The Company has Subsidiary Company namely, KLG Stock Broker Private Limited, which has been admitted as a Deposit Based Trading Member of Cash Segment and Equity Derivatives Segment of BSE Limited.

The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the "Act") and comply with the Accounting Standards notified under Section 133 of the Act. The management of KLG Capital Services Limited has used estimates and judgments relating to the financial statement on a prudent and reasonable basis, in order that the financial statement reflect in a true and fair manner, the state of affairs and Loss for the year.

The following discussions on our financial condition and result of operations should be read together with our audited consolidated financial statement and the notes to these statements included in the Annual Report.

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

In 2019, India became a \$ 2.7 trillion economy, having added onetrillion US dollars in the last five years. The Economic Survey of the government outlined the blueprint to achieve the vision of making Indian a USD 5 trillion economy by 2024-25. Following the path, India's rank in the World Bank's Ease of Doing Business 2020 survey has consistently improved over last three years and stands at 63, among 190 countries, making it the one of world's top 10 most improved countries for the third consecutive time. Further, the Government has set a target to invest worth ` 111 trillion over 2020-2026 under National Infrastructure Pipeline (NIP). NIP is likely to help provide quality and adequate infrastructure across the nation and boost economic growth.

RBI has taken number of measures to ensure sufficient liquidity in the system since the beginning of 2019-20. We note that it has slashed policy rate (Repo rate) from 6.25% in the beginning of year to 4.4% at the closing of fiscal and at now at 4% in ongoing fiscal so far. We also note this time transmission of rate cuts has happened in a large way and helped across all industries and borrowers.

According to the World Bank, the global economy decelerated to an estimated 2.4 percent in 2019, the slowest pace since the global financial crisis. The Indian Economy was not immune to the slowdown. The Indian economy was affected across all four key growth engines of our economy faltered to stimulate any growth. We note that three of the four growth engines—private consumption, private investment, and exports—have slowed down significantly led by variety of reasons. Consumption, the biggest contributor of growth was subdued, pointing to fragile consumer sentiment and purchasing ability. Similarly, private investments and exports have remained muted owing to soft demand, global uncertainties around trade and investments and geopolitical tensions. The fourth engine, government consumption and investment, has been moderated because of the limited elbow room the government has for counter-cyclical spending as the budget deficit remains under pressure. Further, an unexpected COVID-19 outbreak engulfed India too and resulted in nationwide lockdown starting 25th March 2020 has dashed hope of any early recovery on economy, which will have wider ramification in current fiscal.

As per the Central Statistics Organization (CSO) second advance estimates, the GDP growth was retained at 5 per cent in 2019-20 and however final numbers are likely to be worse than expectations due to sharp contraction in economic activities in March due to COVID-19. As per Moody's (a global rating company), India's GDP growth rate for 2020-21 is expected to be at Zero mainly led by steep deterioration in business activities and sharp contraction in consumption trend due to disruption led by COVID-19. However, on a positive note, it has forecasted India's GDP growth rate to bounce back to 6.6 per cent in 2021-22.

Notably, having remained benign in first half of 2019-20, a surge in food prices and vegetable prices resulted in surge in retail inflation with CPI averaging 4.8 per cent in 2019-20 versus 3.4 per cent in 2018-19. Going forward, likely reduction in food prices, decreasing core inflation and stabilization in fuel prices are expected to result in softening of CPI numbers in subsequent months. RBI has set the objective of achieving the medium-term target for CPI of 4 per cent within a band of plus or minus 2 per cent, while supporting growth, while it has set an inflation target of 5.4-5.0 per cent for first half of FY21 and 3.2 per cent for third quarter of FY21.

GDP Growth

Domestic rating agency CRISIL has cut its projections for India's economic growth rate to 1.8 per cent, from 3.5 per cent it had earlier predicted for 2020-21. Among the major economies, India and China are the only exception to the declining economic activities in 2020-21.

Industrial Production

Industrial output (IIP) for fiscal 2019-20 contracted by 0.7 per cent compared with a growth rate of 3.8 per cent in 2018-19. While the growth has been lower across sectors than a year ago the manufacturing sector has registered contraction in the output during the year. Within the used based classification, compared with the previous year, all segments indicated lower growth with capital goods, infrastructure and consumer durables slipping into contraction with an exception being intermediate goods, whose growth rate has been highest in the last 8 years. Subdued investment climate and weak consumer demand have weighed on the industrial output during the year.

Inflation and Interest Rate

Given a sharp contraction in domestic economic activities and soft stance of global bankers toward interest rates as to promote consumption activities are likely to keep interest rate scenario benign in India. A sharp fall in oil prices and other commodities are likely to result in softening of inflation rate in subsequent months, which along with a normal monsoon forecast does not warrant a significant rise in the food inflation trajectory. The RBI had changed its stance from neutral to accommodative in its June'19 monetary policy and is expected to continue going forward given the macroeconomic backdrop.

2. OPPORTUNITIES AND THREATS**Opportunities**

- Low retail penetration of financial services / products in India
- Extensive distribution reach and strong brand recognition
- Opening of financial sector in India along with introduction of innovative products
- Opportunity to cross sell services
- Increasing per-capita GDP
- Changing demographic profile of the country in favour of the young

Threats

- Inflationary pressures, slowdown in policy making and reduction in household savings in financial products
- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Attraction and retention of human capital

3. SEGMENT WISE PERFORMANCE

The Company operates in single segment.

4. FUTURE PROSPECTS & OUTLOOK

In the forthcoming year, the Company envisages to identify new avenues of business activities and make use of opportunities available, besides strengthening its present operations.

5. RISK AND CONCERNS

General risks associated with the financial services sector in the normal course of business that we are in, apply to the Company also.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal controls commensurate with its size and nature of operations. Besides, the Audit Committee reviews the internal controls in co-ordination with the Auditors.

7. FINANCIAL PERFORMANCE

- a) Share Capital: As on March 31, 2020, the Company's issued and subscribed share capital consists of Equity Share Capital only. The paid-up Share Capital of Company as at March 31, 2020, stood at Rs. 320.24Lacs comprising of 32,02,400 Equity Shares of Rs. 10/- each (previous year Rs. 320.24Lacs).
- b) Reserves and Surplus: During the year under review, the Reserves and Surplus stood at Rs. 436.78Lacs (previous year Rs. 439.36Lacs).
- c) Financial Result: During the year ended March 31, 2020, the Company has earned total income of Rs. 86.66Lacs as compared to the income of Rs. 98.42Lacs during the previous financial year. The Loss after tax as on March 31, 2020 amounted to Rs. 2.57Lacs as against Profit of Rs. 2.63Lacs during the previous financial year.

8. HUMAN RESOURCE

Human resource management is an important function in the Company. The Company's aim is to create a working environment that attracts, motivate and retains the best people.

9. ANALYSIS OF SIGNIFICANT CHANGES IN FINANCIAL RATIOS

As per the recent amendments to the SEBI Listing Obligations and Disclosure Requirements (LODR), we give below additional information in respect of financial parameters that are applicable to our company:

1. Details of significant changes (i.e. changes of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation therefor as under:

- **Profit/Loss Before Tax Margin (%):**

The Profit/(Loss) before Tax Margin for FY 20 was (3%) compared to 12% for FY 19.

- **Net Profit/Loss Margin (%):**

The Profit/(Loss) before Tax Margin for FY 20 was (3%) compared to 3% for FY 19.

Other parameters, namely Debtors Turnover, Inventory Turnover, and Interest Coverage Ratio are not applicable to our company.

10. RISK MANAGEMENT FRAMEWORK

The Company has in place mechanism to inform Board Members about the risk assessment and minimization procedures and ensure that risk is controlled through the means of a properly defined framework.

11. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. The important factors that could influence the Company's operations include change in government regulations, tax laws, economic developments, litigations, etc.

INDEPENDENT AUDITOR'S REPORT

To the Members of KLG Capital Services Limited

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **KLG Capital Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the 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 Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS 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 Ind As Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind As Financial Statements as a whole, and in forming our opinion there on, 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.

| Sr. no. | Key Audit Matter | Auditor's Response |
|---------|--|--|
| 1 | <p><i>Transition to Ind AS accounting framework (as described in note 25 of the Ind AS financial statements)</i></p> <p>The Company has adopted Ind AS from 1 April 2019 with an effective date of 1 April 2018 for such transition. For periods up to and including the year ended 31 March 2019, the Company had prepared and presented its financial statements in accordance with the erstwhile generally accepted accounting principles in India (Indian GAAP). To give effect of the transition to Ind AS, these financial statements for the year ended 31 March 2020, together with the comparative financial information for the previous year ended 31 March 2019 and the transition date Balance Sheet as at 1 April 2018 have been prepared under Ind AS.</p> | <ul style="list-style-type: none"> • Read the Ind AS impact assessment performed by the Management and the resultant changes made to the accounting policies considering the requirements of the new framework. • Evaluated the exemptions and exceptions allowed by Ind AS and applied by the Management in applying the first-time adoption principles of Ind AS 101 in respect of fair valuation of assets and liabilities existing as at transition date. • Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS. |

| | | |
|---|--|--|
| | <p>The transition has involved significant change in the Company's policies and processes for financial reporting, including generation of supportable information and applying estimates to inter alia determine impact of Ind AS on accounting and disclosure requirements prescribed under extant Reserve Bank of India (RBI) directions.</p> <p>In view of the complexity involved, Ind AS transition and the preparation of financial statements subsequent to the transition date have been areas of key focus in our audit.</p> | <ul style="list-style-type: none"> Tested the disclosures prescribed under Ind AS. |
| 2 | <p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Note 9 to the Standalone Financial Statements</p> | <p>Principal Audit Procedures</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2019 to evaluate whether any change was required to management's position on these uncertainties .</p> |
| 3 | <p>Impact of Covid 19 on Audit</p> <p>Due to outbreak of pandemic Covid 19 and Consequent country wide lockdown enforced by Government of India. Due to this we could not carry out normal audit procedures by visiting the register office and audit was carried out using " Work from Home" approach. This is considered as Key Audit Matter, Since alternate audit procedure were performed for carrying out audit</p> | <p>Due to " Work from Home" approach adopted, we performed following alternative audit procedures :</p> <ul style="list-style-type: none"> Installation of Virtual Private Network on laptops of team members. Remote Access to Tally erp9 - financial accounting software. Various data and confirmation were received either electronically through email or through data sharing on drive. For various audit procedures , company was placed on scanned copies of original document shared with us electronically. Interview / discussion with client via video conferencing / call conferencing and other verbal communications. |

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

The company's Board of Directors is responsible for the other information. The other information obtained at the date of this auditor's report is other information included in Board of Directors Report including Annexure to such report but does not include the standalone financial statements and our Auditor's Report thereon.

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

In connection with our audit of the standalone Ind As financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind As financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

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

In preparing the Ind AS 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 Responsibilities for the Audit of Standalone Ind AS Financial Statement

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

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS 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 the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - 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; we would like to state that the remuneration which is 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 does not have any pending litigations which would impact its financial position in its standalone Ind AS financial statements ;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

AS PER OUR REPORT OF EVEN DATE
For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No: 000103N)

(Amrit Lal Batra)
Partner

PLACE: New Delhi
DATE : 08/07/2020

Membership No.016929
UDIN: 20016929AAAAE2337

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of KLG CAPITAL SERVICES LIMITED ("the Company") for the year Ended on 31st March, 2020. We report that:

- 1) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) All the fixed assets has been physically verified by the management during the year which in our opinion is reasonable having regard to the size of the company and nature of its fixed assets and no material discrepancies were noticed on such physical verification.
(c) The Company does not hold any immovable property; hence clause (c) is not applicable.
- 2) The Company doesn't have any inventory, hence the clause of the Para 3 (ii)(a), (b) and (c) is Not Applicable.
- 3) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. And hence the clause of the Para 3 (iii)(a), (b) and (c) is not applicable.
- 4) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- 5) According to information and explanation given to us, the company has not accepted any public deposits, and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable for the year under audit.
- 6) We have been informed by the management that the Central Government has not prescribed maintenance of cost records for the Company under sub-section(1) of section 148 of the Companies Act, 2013. Therefore the provision of clause (vi) of para 3 is not applicable.
- 7) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, income-tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2020, for the period of more than six months from the date becoming payable except Service tax payable of Rs.90,06,454/- and Income tax Payable of Rs.3,32,46,142/-
(b) According to the information and explanations given to us there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excess Duty, VAT and cess on account of any dispute which have not been deposited.
- 8) The Company does not have any loans or borrowings from any financial institution, bank, Government or dues to debenture holders during the year. Hence this clause is not applicable.
- 9) In our opinion, and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including Debt Instruments) and term loans applied for the purpose for which they were raised, Therefore the provision of clause (ix) of para 3 is not applicable.
- 10) 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 on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- 11) In our opinion, and according to the information and explanations given to us, the Company has not paid any managerial remuneration during the year. Therefore the provision of clause (xi) of para 3 is not applicable.
- 12) The company is not a Nidhi Company. Therefore the provision of clause (xii) of para 3 is not applicable.
- 13) In our opinion, and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc, as required by the applicable accounting standard.

- 14) In our opinion, and according to the information and explanations given to us, the Company has not made any preferential allotment or private placements of shares or fully or partly convertible debentures under review. Therefore the provisions of clause (xiv) of para 3 is not applicable.
- 15) The company has not entered into any non-cash transactions with directors or persons connected with him. Therefore the provision of clause (xv) of para 3 is not applicable.
- 16) In our opinion, and according to the information and explanations given to us, the Company is required to be registered under section 45-IA of The Reserve Bank of India Act, 1934 and it has obtained certificate of registration.

AS PER OUR REPORT OF EVEN DATE
For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

(Amrit Lal Batra)
Partner

Membership No.016929
UDIN: 20016929AAAAE2337

PLACE: New Delhi
DATE : 08/07/2020

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of KLG CAPITAL SERVICES LIMITED ("the Company") for the year Ended on 31st March, 2020.

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

We have audited the internal financial controls over financial reporting of **KLG CAPITAL SERVICES LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

Meaning of internal financial controls over financial reporting with reference to these Standalone Ind AS Financial Statements

A company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone Ind AS financial statements.

Inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS Financial Statements

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

Opinion

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

**AS PER OUR REPORT OF EVEN DATE
For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)**

**(Amrit Lal Batra)
Partner**

**PLACE: New Delhi
DATE : 08/07/2020**

**Membership No.016929
UDIN: 20016929AAAAE2337**

BALANCE SHEET AS AT MARCH 31, 2020*Amount in Rs*

| Particulars | Note | As at March 31, 2020 | As at March 31, 2019 | As at April 1, 2018 |
|--------------------------------------|------|----------------------|----------------------|---------------------|
| I ASSETS | | | | |
| (1) Financial Assets | | | | |
| Cash and Cash Equivalents | 2 | 65,221 | 1,63,63,231 | 90,291 |
| Investment | 3 | 37,01,520 | 40,86,450 | 45,09,450 |
| Loans | 4 | 11,82,00,000 | 10,22,00,000 | 10,22,00,000 |
| Other Financial Assets | 5 | 40,97,535 | 40,72,184 | 1,27,26,553 |
| | | 12,60,64,276 | 12,67,21,865 | 11,95,26,294 |
| (2) Non Financial Assets | | | | |
| Property, plant and Equipments | 6 | - | 28 | 164 |
| Deferred Tax Assets | 7 | 2,777 | 3,270 | 3,833 |
| TOTAL | | 12,60,67,053 | 12,67,25,163 | 11,95,30,291 |
| II EQUITY AND LIABILITIES | | | | |
| (1) LIABILITIES | | | | |
| Financial Liabilities | | | | |
| Borrowings | 8 | 73,15,404 | 79,01,111 | 5,84,810 |
| Other Financial Liabilities | 9 | 95,07,590 | 94,27,434 | 92,90,425 |
| | | 1,68,22,994 | 1,73,28,545 | 98,75,235 |
| (2) Non Financial Liabilities | | | | |
| Current Tax | 10 | 3,32,46,142 | 3,31,81,142 | 3,37,02,171 |
| Provisions | 11 | 2,95,500 | 2,55,500 | 2,55,500 |
| (3) EQUITY | | | | |
| Equity Share Capital | 12 | 3,20,24,000 | 3,20,24,000 | 3,20,24,000 |
| Other Equity | 13 | 4,36,78,417 | 4,39,35,976 | 4,36,73,385 |
| | | 7,57,02,417 | 7,59,59,976 | 7,56,97,385 |
| TOTAL | | 12,60,67,053 | 12,67,25,163 | 11,95,30,291 |
| Significant Accounting Policies | 1 | | | |
| Notes on Financial Statements | 2-25 | - | - | - |

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN :02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi
DATE : 08/07/2020

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2020

| | | <i>Amount in Rs</i> | |
|--|-------------|--|--|
| Particulars | Note | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
| REVENUE | | | |
| Revenue from Operations | 14 | 86,64,935 | 98,42,000 |
| Other Income | 15 | 1,500 | - |
| Total Revenue | | 86,66,435 | 98,42,000 |
| EXPENSES | | | |
| Employee Benefits Expenses | 16 | 8,28,733 | 17,15,810 |
| Depreciation and Amortisation Expenses | 6 | 28 | 136 |
| Other Expenses | 17 | 80,25,242 | 69,80,678 |
| Total Expenses | | 88,54,003 | 86,96,624 |
| Profit / (Loss) Before Tax | | (1,87,568) | 11,45,376 |
| Tax Expense - Current Tax | | 65,000 | 4,50,000 |
| - MAT credit entitlement | | - | - |
| - Deferred Tax | | 491 | 563 |
| - Income tax for earlier years | | 4,500 | 4,32,222 |
| Profit (Loss) After Tax | | (2,57,559) | 2,62,591 |
| OTHER COMPREHENSIVE INCOME | | | |
| Other Comprehensive Income to be reclassified to profit and loss in subsequent year | | - | - |
| Other Comprehensive Income not to be reclassified to profit and loss in subsequent year | | | |
| Actuarial gains/(losses) on defined benefit plans | | - | - |
| Income Tax effect | | - | - |
| Other Comprehensive Income for the year | | - | - |
| Total Comprehensive Income for the year | | (2,57,559) | 2,62,591 |
| Earnings per Equity share of Rs. 10/- each | 24 | | |
| - Basic (In Rupees) | | (0.08) | 0.08 |
| - Diluted (In Rupees) | | (0.08) | 0.08 |
| Significant Accounting Policies | 1 | | |
| Notes on Financial Statements | 2-25 | | |

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN :02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi
DATE : 08/07/2020

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

| Particulars | Amount in Rs | |
|---|----------------------|--------------------|
| | Mar-20 | Mar-19 |
| A Cash Flow from Operating Activities | | |
| Net Profit / (Loss) before Tax | (1,87,568) | 11,45,376 |
| Adjustments for :- | | |
| Depreciation and Amortisation Expenses | 28 | 136 |
| Fair Value of Investment | 3,84,930 | 4,23,000 |
| Operating profit before working capital changes | <u>1,97,390</u> | <u>15,68,512</u> |
| Adjusted for | | |
| Trade and Other Receivables | (25,351) | (16,261) |
| Trade and Other Payables | 1,20,158 | 1,37,009 |
| Cash Generated from Operations | <u>2,92,197</u> | <u>16,89,260</u> |
| Direct Taxes (Paid) / Refund | (4,500) | (14,03,251) |
| Net Cash from/(used in) Operating Activities | <u>2,87,697</u> | <u>2,86,009</u> |
| B Cash Flow from Investing Activities | | |
| Inter Corporate Deposit to Holding Company (net) | (1,60,00,000) | - |
| Interest Received | - | 86,70,630 |
| Net Cash used in Investing Activities | <u>(1,60,00,000)</u> | <u>86,70,630</u> |
| C Cash Flow from Financing Activities | | |
| Short Term Borrowings from related parties(Net) | (5,85,707) | 73,16,301 |
| Net Cash Flow from Financing Activities | <u>(5,85,707)</u> | <u>73,16,301</u> |
| Net (decrease) / increase in Cash and Cash Equivalents (A+B+C) | <u>(1,62,98,010)</u> | <u>1,62,72,940</u> |
| Cash & Cash Equivalents - Opening balance | 1,63,63,231 | 90,291 |
| Cash & Cash Equivalents - Closing balance | 65,221 | 1,63,63,231 |

Notes:

- (1) The above cash flow statement has been prepared under the "indirect method" as set out in Ind AS 7 - Statement on Cash flows.
- (2) Figures in brackets indicate outflow.
- (3) Previous Year figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN :02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi

DATE : 08/07/2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR MARCH 31, 2020**A Equity Share Capital***Amount in Rs*

| Particulars | As at March 31, 2020 | | As at March 31, 2019 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | No of Shares | Amount | No of Shares | Amount |
| Equity shares at the beginning of the year | 32,02,400 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| Add: Shares Issued during the year | - | - | - | - |
| Equity shares at the end of the year | 32,02,400 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |

B Other Equity*Amount in Rs*

| Particulars | General Reserve | Statutory Reserve | Retained Earning | Total |
|---------------------------------|------------------|-------------------|--------------------|--------------------|
| As at April 01, 2018 | 10,12,242 | 77,22,436 | 3,49,38,707 | 4,36,73,385 |
| Transfer from retained earnings | - | 1,38,963 | (1,38,963) | - |
| Loss for the year | | | 2,62,591 | 2,62,591 |
| | | | - | - |
| As at March 31, 2019 | 10,12,242 | 78,61,399 | 3,50,62,335 | 4,39,35,976 |
| Transfer from retained earnings | | - | - | - |
| Profit/(Loss) for the year | | - | (2,57,559) | (2,57,559) |
| Other Comprehensive Income | | - | - | - |
| As at March 31, 2020 | 10,12,242 | 78,61,399 | 3,48,04,776 | 4,36,78,417 |

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN : 02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi
DATE : 08/07/2020

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR MARCH 31, 2020

NOTE NO. 2 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a General Information

KLG Capital Services Limited is a Public Company Listed with BSE and domiciled in India and incorporated under the Provisions of Companies Act, 1956. It is registered as a Non banking Financial Company ("NBFC") with the Reserve Bank of India. The registered office of the company is located at SKIL House, 209, Bank Street Cross Lane, Fort Mumbai-400023. The Company is engaged in the business of providing Loans.

b Basis of Preparation of Financial Statements:

These financial statements have been prepared in compliance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, on the accrual basis. These Financial Statements are the Company's first Ind AS Financial Statements and as covered by Ind AS 101, 'First-time adoption of Indian Accounting Standard'. For all periods up to and including the year ended March 31, 2015, the Company has prepared its Financial Statements in accordance with Indian GAAP, including accounting standards (AS) notified under the Companies (Accounting Standards) Rules, 2006 (as amended), which is considered as "Previous GAAP". An explanation of how the transition to Ind-AS has affected the Company's equity and its net profits is provided in note no 25.

The financial statements were approved for issue by the Board of Directors on 8th July, 2020.

c Functional and Presentation Currency:

The Financial Statements are presented in Indian rupees which is the functional currency for the Company.

d Use of Estimates:

The preparation of Financial Statements in accordance with Ind - AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realised may differ from these estimates. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised and if material, their effects are disclosed in the notes to the Financial Statements.

e Estimates and assumptions are required in particular for:

i. Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful life is different from that prescribed in Schedule II, it is based on technical advice, taking into account the nature of the asset, estimated usage and operating conditions of the asset, past history of replacement and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

ii. Recognition of deferred tax assets

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

iii. Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

iv. Discounting of long-term financial liabilities

All financial liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities, which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

f Current Versus Non Current Classification:

i. **The assets and liabilities in the Balance Sheet are based on current/ non - current classification. An asset as current when it is:**

- 1 Expected to be realised or intended to be sold or consumed in normal operating cycle
- 2 Held primarily for the purpose of trading
- 3 Expected to be realised within twelve months after the reporting period, or

- 4 Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

ii A liability is current when it is:

- 1 Expected to be settled in normal operating cycle
- 2 Held primarily for the purpose of trading
- 3 Due to be settled within twelve months after the reporting period, or
- 4 There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are treated as non - current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

g Significant Accounting Policies:

I Property, Plant and Equipments:

- i. All other property, plant and equipments have been carried at value in accordance with the previous GAAP.
- ii. Property, plant and equipments are stated at cost net of cenvat / value added tax less accumulated depreciation and impairment loss, if any. All costs, including finance costs incurred up to the date the asset is ready for its intended use.

II Depreciation:

- i. Depreciation on Tangible Fixed Assets is provided on the Straight Line Method over the useful life of assets prescribed in Part C of Schedule II to the Companies Act, 2013. The Management believes that the useful lives prescribed in Part C of Schedule II to the Companies Act, 2013 best represents the period over which management expects to use assets.
- ii. In respect of additions/extensions forming an integral part of existing assets, depreciation has been provided over residual life of the respective assets. Significant addition which are required to be replaced/performed at regular interval are depreciated over the useful life of their specific life.

III Revenue Recognition:

- i Interest income is recognized on a time proportion basis.
- ii Dividend is considered when the right to receive is established.

IV 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.

Financial Assets

i Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

ii Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

iii Financial Assets measured at amortised cost:

Financial assets are measured at amortised cost when 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. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of Profit or Loss. This category generally applies to trade and other receivables.

iv Financial Assets measured at fair value through other comprehensive income (FVTOCI):

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

v Financial Assets measured at fair value through profit or loss (FVTPL):

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

vi Investment in Subsidiary and Associates:

Investment in equity instruments of Subsidiaries and Associates are measured at cost. Provision for Impairment loss on such investment is made only when there is a diminution in value of the investment which is other than temporary.

vii Investment in Equity Instruments:

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income. There is no recycling of the amounts from other comprehensive income to profit or loss.

viii Investment in Debt Instruments:

A debt instrument is measured at amortised cost or at FVTPL. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL. Debt instruments included with in the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

ix Derecognition of Financial Assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

x 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 instrument and trade receivables.

Financial Liabilities**i Classification**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

ii Initial recognition and measurement

All financial liabilities are recognised initially at fair value, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

iii Subsequent measurement

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

iv Loans and Borrowings

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through 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.

v Derecognition of Financial Liabilities

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

V Provision for Current and Deferred Tax:

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- > has a legally enforceable right to set off the recognised amounts; and
- > intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rate and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised.

Deferred tax assets and liabilities are offset only if:

- > entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- > deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

VI Impairment of Assets:

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

VII Provision for Doubtful Debts and Loans and Advances:

Provision is made in the accounts for doubtful debts, loans and advances in cases where the management considers the debts, loans and advances to be doubtful of recovery.

VIII Provision, Contingent Liabilities and Contingent Assets:

A provision is recognized if as a result of a past event the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflows probable.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020

| Particulars | Amount in Rs | | |
|---|-------------------------|-------------------------|------------------------|
| | As at March 31, 2020 | As at March 31, 2019 | As at April 1, 2018 |
| NOTE NO. 2 - CASH AND CASH EQUIVALANTS | | | |
| Balances with Banks | | | |
| - In Current Accounts | 56,209 | 1,63,51,829 | 73,437 |
| Cash on Hand | 9,012 | 11,402 | 16,854 |
| Total | 65,221 | 1,63,63,231 | 90,291 |

NOTE NO. 3 - NON-CURRENT INVESTMENT
Long-term Non-Trade Investments
Unquoted: Fully Paid up
In Equity Shares of Subsidiary Company

| | | | |
|--|-----------|-----------|-----------|
| KLG Stock Brokers Pvt. Ltd | 36,00,000 | 36,00,000 | 36,00,000 |
| 360,000 Equity Shares of Rs. 10 each (P.Y. 360,000 Equity Shares) | | | |

CURRENT INVESTMENT
Quoted: Fully Paid up
In Equity Shares of other Companies

| | | | |
|--|------------------|------------------|------------------|
| Neha International Ltd | 1,01,520 | 4,86,450 | 9,09,450 |
| 1,41,000 (1,41,000) Equity Shares of Rs. 10 each | | | |
| Total | 37,01,520 | 40,86,450 | 45,09,450 |

NOTE NO. 4 - LOANS
(Unsecured & considered good)

| | | | |
|-----------------------------|---------------------|---------------------|---------------------|
| Interest Corporate Deposits | 11,82,00,000 | 10,22,00,000 | 10,22,00,000 |
| Total | 11,82,00,000 | 10,22,00,000 | 10,22,00,000 |

NOTE NO. 5 - OTHER FINANCIAL ASSETS
(Unsecured & considered good)

| | | | |
|---|------------------|------------------|--------------------|
| Interest Receivable | - | - | 86,70,630 |
| Security Deposit | 40,00,000 | 40,00,000 | 40,00,000 |
| Advance recoverable in cash or in kind for value to | | | |
| - Related Parties | 97,535 | 70,923 | 55,923 |
| - Others | - | 1,261 | - |
| Total | 40,97,535 | 40,72,184 | 1,27,26,553 |

NOTE NO. 6 - PROPERTY, PLANT AND EQUIPMENT

| Particulars | Gross Block | | | | Depreciation and Amortisation | | | | Net Block | |
|------------------------|-------------------|---------------------------------|----------------------------|--------------------|-------------------------------|--------------------|-----------------------------|-------------------|--------------------|--------------------|
| | As at 1-Apr-19 | Additions during the year | Deductions/ Adjustments | As at 31-Mar-20 | Upto 31-Mar-19 | For the year | Deductions / Adjustments | Upto 31-Mar-20 | As at 31-Mar-20 | As at 31-Mar-19 |
| Tangible Assets | | | | | | | | | | |
| Office Equipment | 17,250 | - | - | 17,250 | 17,222 | 28 | - | 17,250 | - | 28 |
| Total | 17,250 | - | - | 17,250 | 17,222 | 28 | - | 17,250 | - | 28 |

| Particulars | Gross Block | | | | Depreciation and Amortisation | | | | Net Block | |
|------------------------|-------------------|---------------------------------|----------------------------|--------------------|-------------------------------|--------------------|-----------------------------|-------------------|--------------------|--------------------|
| | As at 1-Apr-18 | Additions during the year | Deductions/ Adjustments | As at 31-Mar-19 | Upto 31-Mar-18 | For the year | Deductions / Adjustments | Upto 31-Mar-19 | As at 31-Mar-19 | As at 31-Mar-18 |
| Tangible Assets | | | | | | | | | | |
| Office Equipment | 17,250 | - | - | 17,250 | 17,086 | 136 | - | 17,222 | 28 | 164 |
| Total | 17,250 | - | - | 17,250 | 17,086 | 136 | - | 17,222 | 28 | 164 |

6.1 In accordance with the Ind-AS 36 on "Impairment of Assets", the Management during the year carried out an exercise of identifying the assets that may have been impaired. On the basis of this review carried out by the Management, there was no impairment loss on Fixed Assets during the year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020

| Particulars | As at March 31, 2020 | As at March 31, 2019 | Amount in Rs As at April 1 , 2018 | |
|---|---------------------------------|---------------------------------|---|--------------------|
| NOTE NO. 7 - DEFERRED TAX ASSETS | | | | |
| Deferred Tax Assets on Property, Plant and equipments | 2,777 | 3,270 | 3,833 | |
| Total | 2,777 | 3,270 | 3,833 | |
| NOTE NO. 8 - BORROWINGS | | | | |
| Unsecured Loans from: | | | | |
| Holding Company | 73,15,404 | 79,01,111 | 5,84,810 | |
| Total | 73,15,404 | 79,01,111 | 5,84,810 | |
| NOTE NO. 9 - OTHER CURRENT FINANCIAL LIABILITIES | | | | |
| Statutory Dues | 90,28,932 | 90,20,438 | 90,20,654 | |
| Other Payables | 4,78,658 | 4,06,996 | 2,69,771 | |
| Total | 95,07,590 | 94,27,434 | 92,90,425 | |
| NOTE NO. 10 - CURRENT TAX | | | | |
| Provisions for Income Tax (Net) | 3,32,46,142 | 3,31,81,142 | 3,37,02,171 | |
| Total | 3,32,46,142 | 3,31,81,142 | 3,37,02,171 | |
| NOTE NO. 11 - PROVISIONS | | | | |
| Contingent provision against standard assets | 2,95,500 | 2,55,500 | 2,55,500 | |
| Total | 2,95,500 | 2,55,500 | 2,55,500 | |
| NOTE NO. 12 - SHARE CAPITAL | | | | |
| Equity Shares | | | | |
| Authorised | | | | |
| 3,500,000 (3,500,000) Equity Shares of Rs.10/- each | 3,50,00,000 | 3,50,00,000 | 3,50,00,000 | |
| Issued, Subscribed and Fully paid up | | | | |
| 32,02,400 (32,02,400) Equity Shares of Rs. 10/- each (Fully Paid-up) | 3,20,24,000 | 3,20,24,000 | 3,20,24,000 | |
| Total | 3,20,24,000 | 3,20,24,000 | 3,20,24,000 | |
| (a) Reconciliation of Equity shares outstanding at the beginning and at the end of the year | | | | |
| Amount in Rs | | | | |
| Particulars | As at March 31, 2020 | | As at March 31, 2019 | |
| | No of Shares | Amount | No of Shares | Amount |
| Equity shares at the beginning of the year | 32,02,400.00 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| Add: Shares Issued during the year | - | - | - | - |
| Equity shares at the end of the year | 32,02,400.00 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| (b) Shareholders holding more than 5% Shares in the Company | | | | |
| Shares held by | No. of Shares | % Holding | No. of Shares | % Holding |
| Awaita Properties Pvt. Ltd. | 19,36,075 | 60.46 | 19,36,075 | 60.46 |
| (c) Terms and Rights attached to Equity Shares | | | | |
| The Company has only one class of Equity Share having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation of the company, the equity share holders will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportionate to the number of equity shares held by the shareholders. | | | | |
| Particulars | As at March 31, 2020 | As at March 31, 2019 | As at April 1 , 2018 | |
| NOTE NO. 13 - Other Equity | | | | |
| General Reserve | 10,12,242 | 10,12,242 | 10,12,242 | |
| Statutory Reserve | 78,61,399 | 78,61,399 | 77,22,436 | |
| Retained Earning | | | | |
| - Balance at beginning of the year | 3,50,62,335 | 3,49,38,707 | 3,06,79,635 | |
| - Transfer from Statutory Reserve | - | (1,38,963) | (10,64,768) | |
| - Add: Profit/(Loss) for the year | (2,57,559) | 2,62,591 | 53,23,840 | |
| - Balance at closing of the year | 3,48,04,776 | 3,50,62,335 | 3,49,38,707 | |
| Total | 4,36,78,417 | 4,39,35,976 | 4,36,73,385 | |

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020

| Particulars | Amount in Rs | |
|---|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
| NOTE NO. 14 - REVENUE FROM OPERATIONS | | |
| Interest Income From ICD | 86,64,935 | 98,42,000 |
| Total | 86,64,935 | 98,42,000 |
| NOTE NO. 15 - OTHER INCOME | | |
| Other Income | 1,500 | - |
| Total | 1,500 | - |
| NOTE NO. 16 - EMPLOYEE BENEFITS EXPENSES | | |
| Salaries, Wages and Allowances | 8,28,733 | 17,13,000 |
| Staff welfare | | 2,810 |
| Total | 8,28,733 | 17,15,810 |
| NOTE NO. 17 - OTHER EXPENSES | | |
| Advertisement | 1,10,229 | 96,600 |
| Bank Charges | 9,193 | 2,845 |
| Demat Charges | - | 303 |
| Electricity Expenses | 23,43,586 | 30,08,482 |
| Fee, Taxes & Legal Charges | 4,29,420 | 3,81,768 |
| Filing Fees | 34,440 | 17,112 |
| Payment to Auditor | 47,200 | 1,18,000 |
| Interest on Late Payment | 1,120 | 1,03,835 |
| Miscellaneous Expenses | - | 53,010 |
| Other Administrative Expenses | - | 1,38,957 |
| Printing & Stationary | 17,183 | 20,631 |
| Professional Charges | 3,46,570 | 1,62,953 |
| Provision for Loss on Current Investments | 3,84,930 | 4,23,000 |
| Rent Expenses | 36,00,000 | - |
| Sitting Fees to Directors | 95,800 | 1,30,000 |
| Travelling & Conveyance | 4,05,195 | 21,44,677 |
| Telephone Expenses | 1,53,296 | 1,72,606 |
| Web Design Expenses | 7,080 | 5,900 |
| Contingent Provision against Standard assets | 40,000 | |
| Total | 80,25,242 | 69,80,678 |

NOTE NO. 18 - CONTINGENT LIABILITIES AND COMMITMENTS

There are no contingent liabilities during the year.

NOTE NO. 19 - In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business.

NOTE NO. 20 - SEGMENT REPORTING

Segment Information : The Company is engaged in the business of providing Loans. All other activities of the Company are related to the main business. As such there are no separate reportable segments, as per the Ind-AS 108 on Operating Segment

NOTE NO. 21 - RELATED PARTY DISCLOSURES**a) List of Related parties****i) Holding Company**

Awaita Properties Pvt. Ltd

ii) Subsidiary Company

KLG Stock Brokers Pvt. Ltd

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020**iii) Key Management Personnel**

Ankit Pratap Singh ,Chief Financial Officer

Chakradhar Das ,Manager

Avni Vinod Garnara, Company Secretary (November 13th ,2018 to May 7, 2019)

Payal Mathur, Company Secretary (November 13th ,2019 to February 12, 2020)

b) Terms and Conditions of transactions with related parties

The Transactions from related parties are made on arm's length price. Outstanding balances at the year-end are unsecured and interest have been accounted on market rate except the advances which is merely reimbursement of expenses. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

c) Details of transactions with related parties*Amount in Rs***1 With Holding Company - Awaita Properties Pvt. Ltd****Nature of Transactions****2019-20****2018-19****Short Term Borrowing**

Opening Balance

79,01,111

5,84,810

Received during the year

73,16,301

Returned during the year

5,85,707

Closing Balance

73,15,404

79,01,111

Security Deposits

40,00,000

40,00,000

2 With Subsidiary Company - KLG Stock Brokers Pvt. Ltd**Nature of Transactions****2019-20****2018-19****Advances**

Opening Balance

70,923

55,923

Paid during the year

26,612

15,000

Closing Balance

97,535

70,923

Investment in Equity Shares

36,00,000

36,00,000

3 Key Managerial Personnel

Salary of Chief Financial Officer

3,60,000

3,60,000

Salary of Manager

3,90,000

-

Salary of Company Secretary

68,000

3,84,000

NOTE NO. 22 - FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES:

The Company's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include Investment, loans and advances, trade and other receivables, and cash and bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management advises on financial decision and the appropriate financial risk governance framework for the Company.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

Interest rate risk

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.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020**Credit risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and advances to suppliers) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

Liquidity risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, Letter of Credit and working capital limits.

NOTE NO. 23 - CAPITAL MANAGEMENT:

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

NOTE NO. 24 - EARNING PER SHARE:

| Particulars | 2019-20 | 2018-19 |
|---|------------|-----------|
| Net Profit / (Loss) After Tax available for Equity Shareholders (in Rs.) | (2,57,559) | 2,62,591 |
| Weighted Average Number of Equity Shares of Rs. 10/- each outstanding during the year | 3202400 | 32,02,400 |
| Basic/Diluted Earning Per Share (in Rs.) | (0.08) | 0.08 |

NOTE NO. 25 - FIRST TIME ADOPTION OF Ind-AS:

Pursuant to the Companies (Indian Accounting Standard) Rules, 2015, the Company has adopted March 31, 2020 as reporting date for first time adoption of Indian Accounting Standard (Ind-AS) and consequently April 1, 2018 as the transition date for preparation of financial statements. The financial statements for the year ended March 31, 2020, are the first financials, prepared in accordance with Ind-AS. Upto the Financial year ended March 31, 2019, the Company prepared its financial statements in accordance with previous GAAP, including accounting standards notified under the Companies (Accounting Standard) Rule, 2006. For preparing these financial statements, opening balance sheet was prepared as at April 1, 2018 i.e. the date of transition to Ind-AS. The figures for the previous periods and for the year ended March 31, 2019 have been restated, regrouped and reclassified, wherever required to comply with Ind-AS and Schedule III to the Companies Act, 2013 and to make them comparable.

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN : 02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi
DATE : 08/07/2020

INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS**To the Members of KLG Capital Services Limited****Opinion**

We have audited the accompanying consolidated Ind As financial statements of **KLG Capital Services Limited** (hereinafter referred to as "the Holding Company") and its Subsidiary **KLG Stock Brokers Private Limited** (the Holding Company and its Subsidiary together referred to as "the Group, comprising of the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2019, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibilities for the audit of the consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS 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 consolidated Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS Financial Statements as a whole, and in forming our opinion there on, 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.

| Sr. no. | Key Audit Matter | Auditor's Response |
|---------|---|---|
| 1 | <p><i>Transition to Ind AS accounting framework (as described in note 25 of the Ind AS financial statements)</i></p> <p>The Group has adopted Ind AS from 1 April 2019 with an effective date of 1 April 2018 for such transition. For periods up to and including the year ended 31 March 2019, the Group had prepared and presented its financial statements in accordance with the erstwhile generally accepted accounting principles in India (Indian GAAP). To give effect of the transition to Ind AS, these financial statements for the year ended 31 March 2020, together with the comparative financial information for the previous year ended 31 March 2019 and the transition date Balance Sheet as at 1 April 2018 have been prepared under Ind AS.</p> <p>The transition has involved significant change in the Group's policies and processes for financial reporting, including generation of supportable information and applying estimates to inter alia determine impact of Ind AS on accounting and disclosure requirements prescribed under extant Reserve Bank of India (RBI) directions.</p> <p>In view of the complexity involved, Ind AS transition and the preparation of financial statements subsequent to the transition date have been areas of key focus in our audit.</p> | <ul style="list-style-type: none"> • Read the Ind AS impact assessment performed by the Management and the resultant changes made to the accounting policies considering the requirements of the new framework. • Evaluated the exemptions and exceptions allowed by Ind AS and applied by the Management in applying the first-time adoption principles of Ind AS 101 in respect of fair valuation of assets and liabilities existing as at transition date. • Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS. • Tested the disclosures prescribed under Ind AS. |

| | | |
|---|---|--|
| 2 | <p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Note 9 to the Standalone Financial Statements</p> | <p>Principal Audit Procedures</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2019 to evaluate whether any change was required to management's position on these uncertainties.</p> |
| 3 | <p>Impact of Covid 19 on Audit</p> <p>Due to outbreak of pandemic Covid 19 and Consequent country wide lockdown enforced by Government of India. Due to this we could not carry out normal audit procedures by visiting the register office and audit was carried out using "Work from Home" approach. This is considered as Key Audit Matter, Since alternate audit procedure were performed for carrying out audit</p> | <p>Due to "Work from Home" approach adopted, we performed following alternative audit procedures :</p> <ul style="list-style-type: none"> • Installation of Virtual Private Network on laptops of team members. • Remote Access to Tally erp9 - financial accounting software. • Various data and confirmation were received either electronically through email or through data sharing on drive. • For various audit procedures , company was placed on scanned copies of original document shared with us electronically. • Interview / discussion with client via video conferencing / call conferencing and other verbal communications. |

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of Consolidated Ind AS Financial Statement

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

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

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

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors 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 Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by 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 of the aforesaid consolidated Ind AS financial statements;
- 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.;
- e) On the basis of the written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.;

- f) With respect to the adequacy of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A” ;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- There were no pending litigations which would impact the consolidated financial position of the Group ;
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

AS PER OUR REPORT OF EVEN DATE
For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

(Amrit Lal Batra)
Partner

PLACE: New Delhi

DATE : 08/07/2020

Membership No.016929

UDIN: 20016929AAAAE2337

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of KLG CAPITAL SERVICES LIMITED (“the Company”) for the year Ended on 31st March, 2020.

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2020, We have audited the internal financial controls over financial reporting of **KLG Capital Services Limited** (hereinafter referred to as “the Holding Company”) and its Subsidiary company **KLG Stock Brokers Private Limited**, (the Holding Company and its Subsidiary together referred to as “the Group”), which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting with reference to these consolidated Ind As financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated Ind As financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated Ind As 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, and to best of our information and according to explanation given to us, the Group 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 March 31, 2020, 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.

AS PER OUR REPORT OF EVEN DATE

**For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)**

**(Amrit Lal Batra)
Partner**

PLACE: New Delhi

DATE : 08/07/2020

Membership No.016929

UDIN: 20016929AAAAE2337

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

Amount in Rs

| Particulars | Note | As at March 31, 2020 | As at March 31, 2019 | As at April 1, 2018 |
|--------------------------------------|------|----------------------|----------------------|---------------------|
| I ASSETS | | | | |
| (1) Financial Assets | | | | |
| Cash and Cash Equivalants | 2 | 85,697 | 1,63,87,373 | 1,19,557 |
| Investment | 3 | 1,01,520 | 4,86,450 | 9,09,450 |
| Loans | 4 | 11,82,00,000 | 10,22,00,000 | 10,22,00,000 |
| Other Financial Assets | 5 | 71,30,000 | 71,31,261 | 1,58,00,630 |
| | | 12,55,17,217 | 12,62,05,084 | 11,90,29,637 |
| (2) Non Financial Assets | | | | |
| Property, plant and Equipments | 6 | - | 28 | 164 |
| Deferred Tax Assets | 7 | 2,777 | 3,270 | 3,833 |
| | | 2,777 | 3,298 | 3,997 |
| TOTAL | | 12,55,19,994 | 12,62,08,382 | 11,90,33,634 |
| II EQUITY AND LIABILITIES | | | | |
| (1) LIABILITIES | | | | |
| Financial Liabilities | | | | |
| Borrowings | 8 | 73,15,404 | 79,01,111 | 5,84,810 |
| Other Financial Liabilities | 9 | 95,29,291 | 94,50,385 | 93,08,125 |
| | | 1,68,44,695 | 1,73,51,496 | 98,92,935 |
| (2) Non Financial Liabilities | | | | |
| Current Tax | 10 | 3,32,46,142 | 3,31,81,142 | 3,37,02,171 |
| Provisions | 11 | 2,95,500 | 2,55,500 | 2,55,500 |
| (3) EQUITY | | 3,35,41,642 | 3,34,36,642 | 3,39,57,671 |
| Equity Share Capital | 12 | 3,20,24,000 | 3,20,24,000 | 3,20,24,000 |
| Other Equity | 13 | 4,31,09,657 | 4,33,96,244 | 4,31,59,028 |
| | | 7,51,33,657 | 7,54,20,244 | 7,51,83,028 |
| TOTAL | | 12,55,19,994 | 12,62,08,382 | 11,90,33,634 |
| Significant Accounting Policies | 1 | | | |
| Notes on Financial Statements | 2-25 | - | - | - |

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN : 02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi
DATE : 08/07/2020

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2020

| | | <i>Amount in Rs</i> | |
|---|------|--------------------------------------|--------------------------------------|
| Particulars | Note | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
| REVENUE | | | |
| Revenue from Operations | 14 | 86,64,935 | 98,42,000 |
| Other Income | 15 | 1,500 | - |
| Total Revenue | | 86,66,435 | 98,42,000 |
| EXPENSES | | | |
| Employee Benefits Expenses | 16 | 8,28,733 | 17,15,810 |
| Depreciation and Amortisation Expenses | 6 | 28 | 136 |
| Other Expenses | 17 | 80,54,270 | 70,06,053 |
| Total Expenses | | 88,83,031 | 87,21,999 |
| Profit / (Loss) Before Tax | | (2,16,596) | 11,20,001 |
| Tax Expense - Current Tax | | 65,000 | 4,50,000 |
| - MAT credit entitlement | | - | - |
| - Deferred Tax | | 491 | 563 |
| - Income tax for earlier years | | 4,500 | 4,32,222 |
| Profit (Loss) After Tax | | (2,86,587) | 2,37,216 |
| OTHER COMPREHENSIVE INCOME | | | |
| Other Comprehensive Income to be reclassified to profit and loss in subsequent year | | - | - |
| Other Comprehensive Income not to be reclassified to profit and loss in subsequent year | | | |
| Actuarial gains/(losses) on defined benefit plans | | - | - |
| Income Tax effect | | - | - |
| Other Comprehensive Income for the year | | - | - |
| Total Comprehensive Income for the year | | (2,86,587) | 2,37,216 |
| Earnings per Equity share of Rs. 10/- each | 24 | | |
| - Basic (In Rupees) | | (0.09) | 0.07 |
| - Diluted (In Rupees) | | (0.09) | 0.07 |
| Significant Accounting Policies | 1 | | |
| Notes on Financial Statements | 2-25 | | |

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN :02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi
DATE : 08/07/2020

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2020

Amount in Rs

| Particulars | Mar-20 | Mar-19 |
|---|----------------------|--------------------|
| A Cash Flow from Operating Activities | | |
| Net Profit / (Loss) before Tax | (2,16,596) | 11,20,001 |
| Adjustments for :- | | |
| Depreciation and Amortisation Expenses | 28 | 136 |
| Fair Value of Investment | 3,84,930 | 4,23,000 |
| Operating profit before working capital changes | 1,68,362 | 15,43,137 |
| Adjusted for | | |
| Trade and Other Receivables | 1,261 | (1,261) |
| Trade and Other Payables | 1,18,908 | 1,42,260 |
| Cash Generated from Operations | 2,88,531 | 16,84,136 |
| Direct Taxes (Paid) / Refund | (4,500) | (14,03,251) |
| Net Cash from/(used in) Operating Activities | 2,84,031 | 2,80,885 |
| B Cash Flow from Investing Activities | | |
| Inter Corporate Deposit to Holding Company (net) | (1,60,00,000) | - |
| Interest Received | - | 86,70,630 |
| Net Cash used in Investing Activities | (1,60,00,000) | 86,70,630 |
| C Cash Flow from Financing Activities | | |
| Short Term Borrowings from related parties(Net) | (5,85,707) | 73,16,301 |
| Net Cash Flow from Financing Activities | (5,85,707) | 73,16,301 |
| Net (decrease) / increase in Cash and Cash Equivalents (A+B+C) | (1,63,01,676) | 1,62,67,816 |
| Cash & Cash Equivalents - Opening balance | 1,63,87,373 | 1,19,557 |
| Cash & Cash Equivalents - Closing balance | 85,697 | 1,63,87,373 |

Notes:

- (1) The above cash flow statement has been prepared under the "indirect method" as set out in Ind AS 7 - Statement on Cash flows.
- (2) Figures in brackets indicate outflow.
- (3) Previous Year figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN : 02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi

DATE : 08/07/2020

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR MARCH 31, 2020**A Equity Share Capital***Amount in Rs*

| Particulars | As at March 31, 2020 | | As at March 31, 2019 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | No of Shares | Amount | No of Shares | Amount |
| Equity shares at the beginning of the year | 32,02,400 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| Add: Shares Issued during the year | - | - | - | - |
| Equity shares at the end of the year | 32,02,400 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |

B Other Equity*Amount in Rs*

| Particulars | General Reserve | Statutory Reserve | Retained Earning | Total |
|---------------------------------|------------------|-------------------|--------------------|--------------------|
| As at April 01, 2018 | 10,12,242 | 77,22,436 | 3,44,24,350 | 4,31,59,028 |
| Transfer from retained earnings | - | 1,38,963 | (1,38,963) | - |
| Loss for the year | | | 2,37,216 | 2,37,216 |
| | | | - | - |
| As at March 31, 2019 | 10,12,242 | 78,61,399 | 3,45,22,603 | 4,33,96,244 |
| Transfer from retained earnings | | - | - | - |
| Profit/(Loss) for the year | | - | (2,86,587) | (2,86,587) |
| Other Comprehensive Income | | - | - | - |
| As at March 31, 2020 | 10,12,242 | 78,61,399 | 3,42,36,016 | 4,31,09,657 |

In terms of our report of even date attached

For and on behalf of the Board of Directors

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN :02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi
DATE : 08/07/2020

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020

NOTE NO. 1 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a General Information

KLG Capital Services Limited is a Public Company Listed with BSE and domiciled in India and incorporated under the Provisions of Companies Act, 1956. It is registered as a Non banking Financial Company ("NBFC") with the Reserve Bank of India. The registered office of the company is located at SKIL House, 209, Bank Street Cross Lane, Fort Mumbai-400023. The Company is engaged in the business of providing Loans.

b Basis of Preparation of Financial Statements:

These Consolidated financial statements have been prepared in compliance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, on the accrual basis. These Financial Statements are the Company's first Ind AS Financial Statements and as covered by Ind AS 101, 'First-time adoption of Indian Accounting Standard'. For all periods up to and including the year ended March 31, 2015, the Company has prepared its Financial Statements in accordance with Indian GAAP, including accounting standards (AS) notified under the Companies (Accounting Standards) Rules, 2006 (as amended), which is considered as "Previous GAAP". An explanation of how the transition to Ind-AS has affected the Company's equity and its net profits is provided in note no 25.

The financial statements were approved for issue by the Board of Directors on 8th July, 2020.

Subsidiary

Subsidiaries are all entities over which the Company has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

The Company combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, consolidated statement of changes in equity and balance sheet respectively.

The following subsidiary has been considered while preparing Consolidated financial statement :

KLG Stock Brokers Pvt. Ltd- 100% Subsidiary of the Company and incorporated in India

c Functional and Presentation Currency:

The Financial Statements are presented in Indian rupees which is the functional currency for the Company.

d Use of Estimates:

The preparation of Financial Statements in accordance with Ind - AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realised may differ from these estimates. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised and if material, their effects are disclosed in the notes to the Financial Statements.

e. Estimates and assumptions are required in particular for:

- i. Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized. Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful life is different from that prescribed in Schedule II, it is based on technical advice, taking into account the nature of the asset, estimated usage and operating conditions of the asset, past history of replacement and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

- ii. **Recognition of deferred tax assets**

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

iii. Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may, therefore, vary from the figure included in other provisions.

iv. Discounting of long-term financial liabilities

All financial liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities, which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

f Current Versus Non Current Classification:**i. The assets and liabilities in the Balance Sheet are based on current/ non - current classification. An asset as current when it is:**

- 1 Expected to be realised or intended to be sold or consumed in normal operating cycle
- 2 Held primarily for the purpose of trading
- 3 Expected to be realised within twelve months after the reporting period, or
- 4 Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- 5 All other assets are classified as non-current.

ii A liability is current when it is:

- 1 Expected to be settled in normal operating cycle
- 2 Held primarily for the purpose of trading
- 3 Due to be settled within twelve months after the reporting period, or
- 4 There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
All other liabilities are treated as non - current.
- 5 Deferred tax assets and liabilities are classified as non-current assets and liabilities.

g Significant Accounting Policies:**I Property, Plant and Equipments:**

- i. All other property, plant and equipments have been carried at value in accordance with the previous GAAP.
- ii. Property, plant and equipments are stated at cost net of cenvat / value added tax less accumulated depreciation and impairment loss, if any. All costs, including finance costs incurred up to the date the asset is ready for its intended use.

II Depreciation:

- i. Depreciation on Tangible Fixed Assets is provided on the Straight Line Method over the useful life of assets prescribed in Part C of Schedule II to the Companies Act, 2013. The Management believes that the useful lives prescribed in Part C of Schedule II to the Companies Act, 2013 best represents the period over which management expects to use assets.
- ii. In respect of additions/extensions forming an integral part of existing assets, depreciation has been provided over residual life of the respective assets. Significant addition which are required to be replaced/performed at regular interval are depreciated over the useful life of their specific life.

III Revenue Recognition:

- i Interest income is recognized on a time proportion basis.
- ii Dividend is considered when the right to receive is established.

IV 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.

Financial Assets**i Classification**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

ii Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

iii Financial Assets measured at amortised cost:

Financial assets are measured at amortised cost when 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. Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The losses arising from impairment are recognised in the Statement of Profit or Loss. This category generally applies to trade and other receivables.

iv Financial Assets measured at fair value through other comprehensive income (FVTOCI):

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

v Financial Assets measured at fair value through profit or loss (FVTPL):

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

vi Investment in Subsidiary and Associates:

Investment in equity instruments of Subsidiaries and Associates are measured at cost. Provision for Impairment loss on such investment is made only when there is a diminution in value of the investment which is other than temporary.

vii Investment in Equity Instruments:

Equity instruments which are held for trading are classified as at FVTPL. All other equity instruments are classified as FVTOCI. Fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income. There is no recycling of the amounts from other comprehensive income to profit or loss

viii Investment in Debt Instruments:

A debt instrument is measured at amortised cost or at FVTPL. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL. Debt instruments included with in the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

ix Derecognition of Financial Assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

x 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 instrument and trade receivables.

Financial Liabilities**i Classification**

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

ii Initial recognition and measurement

All financial liabilities are recognised initially at fair value, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

iii Subsequent measurement

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

iv Loans and Borrowings

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through 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.

v Derecognition of Financial Liabilities

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

V Provision for Current and Deferred Tax:

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- > has a legally enforceable right to set off the recognised amounts; and
- > intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rate and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised.

Deferred tax assets and liabilities are offset only if:

- > entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- > deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

VI Impairment of Assets:

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

VII Provision for Doubtful Debts and Loans and Advances:

Provision is made in the accounts for doubtful debts, loans and advances in cases where the management considers the debts, loans and advances to be doubtful of recovery.

VIII Provision, Contingent Liabilities and Contingent Assets:

A provision is recognized if as a result of a past event the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflow is probable.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020

| Particulars | Amount in Rs | | |
|---|-------------------------|-------------------------|------------------------|
| | As at March 31, 2020 | As at March 31, 2019 | As at April 1, 2018 |
| NOTE NO. 2 - CASH AND CASH EQUIVALANTS | | | |
| Balances with Banks | | | |
| - In Current Accounts | 68,477 | 1,63,67,763 | 94,495 |
| Cash on Hand | 17,220 | 19,610 | 25,062 |
| Total | 85,697 | 1,63,87,373 | 1,19,557 |

**NOTE NO. 3 - NON-CURRENT INVESTMENT
CURRENT INVESTMENT**
Quoted: Fully Paid up
In Equity Shares of other Companies

| | | | |
|--|-----------------|-----------------|-----------------|
| Neha International Ltd | 1,01,520 | 4,86,450 | 9,09,450 |
| 1,41,000 (1,41,000) Equity Shares of Rs. 10 each | | | |
| Total | 1,01,520 | 4,86,450 | 9,09,450 |

NOTE NO. 4 - LOANS
(Unsecured & considered good)

| | | | |
|-----------------------------|---------------------|---------------------|---------------------|
| Interest Corporate Deposits | 11,82,00,000 | 10,22,00,000 | 10,22,00,000 |
| Total | 11,82,00,000 | 10,22,00,000 | 10,22,00,000 |

NOTE NO. 5 - OTHER FINANCIAL ASSETS
(Unsecured & considered good)

| | | | |
|---|------------------|------------------|--------------------|
| Interest Receivable | - | - | 86,70,630 |
| Security Deposit | 71,00,000 | 71,00,000 | 71,00,000 |
| Advance recoverable in cash or in kind for value to | | | |
| - Related Parties | - | - | - |
| - Others | 30,000 | 31,261 | 30,000 |
| Total | 71,30,000 | 71,31,261 | 1,58,00,630 |

NOTE NO. 6 - PROPERTY, PLANT AND EQUIPMENT

| Particulars | Gross Block | | | | Depreciation and Amortisation | | | | Net Block | |
|------------------------|-------------------|---------------------------------|----------------------------|--------------------|-------------------------------|--------------------|-----------------------------|-------------------|--------------------|--------------------|
| | As at 1-Apr-19 | Additions during the year | Deductions/ Adjustments | As at 31-Mar-20 | Upto 31-Mar-19 | For the year | Deductions / Adjustments | Upto 31-Mar-20 | As at 31-Mar-20 | As at 31-Mar-19 |
| Tangible Assets | | | | | | | | | | |
| Office Equipment | 17,250 | - | - | 17,250 | 17,222 | 28 | - | 17,250 | - | 28 |
| Total | 17,250 | - | - | 17,250 | 17,222 | 28 | - | 17,250 | - | 28 |

| Particulars | Gross Block | | | | Depreciation and Amortisation | | | | Net Block | |
|------------------------|-------------------|---------------------------------|----------------------------|--------------------|-------------------------------|--------------------|-----------------------------|-------------------|--------------------|--------------------|
| | As at 1-Apr-18 | Additions during the year | Deductions/ Adjustments | As at 31-Mar-19 | Upto 31-Mar-18 | For the year | Deductions / Adjustments | Upto 31-Mar-19 | As at 31-Mar-19 | As at 31-Mar-18 |
| Tangible Assets | | | | | | | | | | |
| Office Equipment | 17,250 | - | - | 17,250 | 17,086 | 136 | - | 17,222 | 28 | 164 |
| Total | 17,250 | - | - | 17,250 | 17,086 | 136 | - | 17,222 | 28 | 164 |

6.1 In accordance with the Ind-AS 36 on "Impairment of Assets", the Management during the year carried out an exercise of identifying the assets that may have been impaired. On the basis of this review carried out by the Management, there was no impairment loss on Fixed Assets during the year.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020

| Particulars | Amount in Rs | | |
|---|-------------------------|-------------------------|------------------------|
| | As at March 31, 2020 | As at March 31, 2019 | As at April 1, 2018 |
| NOTE NO. 7 - DEFERRED TAX ASSETS | | | |
| Deferred Tax Assets on Property, Plant and equipments | 2,777 | 3,270 | 3,833 |
| Total | 2,777 | 3,270 | 3,833 |
| NOTE NO. 8 - BORROWINGS | | | |
| Unsecured Loans from: | | | |
| Holding Company | 73,15,404 | 79,01,111 | 5,84,810 |
| Total | 73,15,404 | 79,01,111 | 5,84,810 |
| NOTE NO. 9 - OTHER CURRENT FINANCIAL LIABILITIES | | | |
| Statutory Dues | 90,28,932 | 90,20,438 | 90,20,654 |
| Other Payables | 5,00,359 | 4,29,947 | 2,87,471 |
| Total | 95,29,291 | 94,50,385 | 93,08,125 |
| NOTE NO. 10 - CURRENT TAX | | | |
| Provisions for Income Tax (Net) | 3,32,46,142 | 3,31,81,142 | 3,37,02,171 |
| Total | 3,32,46,142 | 3,31,81,142 | 3,37,02,171 |
| NOTE NO. 11 - PROVISIONS | | | |
| Contingent provision against standard assets | 2,95,500 | 2,55,500 | 2,55,500 |
| Total | 2,95,500 | 2,55,500 | 2,55,500 |

NOTE NO. 12 - SHARE CAPITAL**Equity Shares**

Authorised

3,500,000 (3,500,000) Equity Shares of Rs.10/- each 3,50,00,000 3,50,00,000 3,50,00,000

Issued, Subscribed and Fully paid up

32,02,400 (32,02,400) Equity Shares of Rs. 10/- each (Fully Paid-up) 3,20,24,000 3,20,24,000 3,20,24,000

Total **3,20,24,000** **3,20,24,000** **3,20,24,000****(a) Reconciliation of Equity shares outstanding at the beginning and at the end of the year** Amount in Rs

| Particulars | As at March 31, 2020 | | As at March 31, 2019 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | No of Shares | Amount | No of Shares | Amount |
| Equity shares at the beginning of the year | 32,02,400.00 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |
| Add: Shares Issued during the year | - | - | - | - |
| Equity shares at the end of the year | 32,02,400.00 | 3,20,24,000 | 32,02,400 | 3,20,24,000 |

(b) Shareholders holding more than 5% Shares in the Company

| | No. of Shares | % Holding | No. of Shares | % Holding |
|---|---------------|-----------|---------------|-----------|
| Shares held by Awaita Properties Pvt. Ltd. | 19,36,075 | 60.46 | 19,36,075 | 60.46 |

(c) Terms and Rights attached to Equity Shares

The Company has only one class of Equity Share having par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation of the company, the equity share holders will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportionate to the number of equity shares held by the shareholders.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020
Amount in Rs

| Particulars | As at March 31, 2020 | As at March 31, 2019 | As at April 1, 2018 |
|---|-------------------------|-------------------------|------------------------|
| NOTE NO. 13 - OTHER EQUITY | | | |
| General Reserve | 10,12,242 | 10,12,242 | 10,12,242 |
| Statutory Reserve | 78,61,399 | 78,61,399 | 77,22,436 |
| Retained Earning | | | |
| - Balance at beginning of the year | 3,45,22,603 | 3,44,24,350 | 3,01,93,324 |
| - Transfer from retained earnings | - | (1,38,963) | (10,64,768) |
| - Add: Profit/(Loss) for the year | (2,86,587) | 2,37,216 | 52,95,794 |
| - Balance at closing of the year | 3,42,36,016 | 3,45,22,603 | 3,44,24,350 |
| Total | 4,31,09,657 | 4,33,96,244 | 4,31,59,028 |

Amount in Rs

| Particulars | For the year ended March 31, 2020 | For the year ended March 31, 2019 |
|--|--------------------------------------|--------------------------------------|
| NOTE NO. 14 - REVENUE FROM OPERATIONS | | |
| Interest Income From ICD | 86,64,935 | 98,42,000 |
| Total | 86,64,935 | 98,42,000 |
| NOTE NO. 15 - OTHER INCOME | | |
| Other Income | 1,500 | - |
| | 1,500 | - |

NOTE NO. 16 - EMPLOYEE BENEFITS EXPENSES

| | | |
|--------------------------------|-----------------|------------------|
| Salaries, Wages and Allowances | 8,28,733 | 17,13,000 |
| Staff welfare | | 2,810 |
| Total | 8,28,733 | 17,15,810 |

NOTE NO. 17 - OTHER EXPENSES

| | | |
|--|------------------|------------------|
| Advertisement | 1,10,229 | 96,600 |
| Bank Charges | 9,193 | 2,845 |
| Demat Charges | - | 303 |
| Electricity Expenses | 23,43,586 | 30,08,482 |
| Fee, Taxes & Legal Charges | 4,29,420 | 3,81,768 |
| Filing Fees | 40,518 | 19,536 |
| Payment to Auditor | 47,200 | 1,18,000 |
| Interest on Late Payment | 1,120 | 1,03,835 |
| Miscellaneous Expenses | - | 53,010 |
| Other Administrative Expenses | - | 1,38,957 |
| Printing & Stationary | 17,183 | 20,631 |
| Professional Charges | 3,69,520 | 1,85,903 |
| Provision for Loss on Current Investments | 3,84,930 | 4,23,000 |
| Rent Expenses | 36,00,000 | - |
| Sitting Fees to Directors | 95,800 | 1,30,000 |
| Travelling & Conveyance | 4,05,195 | 21,44,677 |
| Telephone Expenses | 1,53,296 | 1,72,606 |
| Web Design Expenses | 7,080 | 5,900 |
| Contingent Provision against Standard assets | 40,000 | |
| Total | 80,54,270 | 70,06,053 |

NOTE NO. 18 - CONTINGENT LIABILITIES AND COMMITMENTS

There are no contingent liabilities during the year.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020**NOTE NO. 19 -**

In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business.

NOTE NO. 20 - SEGMENT REPORTING

Segment Information : The Company is engaged in the business of providing Loans. All other activities of the Company are related to the main business. As such there are no separate reportable segments, as per the Ind-AS 108 on Operating Segment

NOTE NO. 21 - RELATED PARTY DISCLOSURES**a) List of Related parties****i) Holding Company**

Awaita Properties Pvt. Ltd

ii) Key Management Personnel

Ankit Pratap Singh ,Chief Financial Officer

Chakradhar Das ,Manager

Avni Vinod Garnara, Company Secretary (November 13th ,2018 to May 7, 2019)

Payal Mathur, Company Secretary (November 13th ,2019 to February 12, 2020)

b) Terms and Conditions of transactions with related parties

The Transactions from related parties are made on arm's length price. Outstanding balances at the year-end are unsecured and interest have been accounted on market rate except the advances which is merely reimbursement of expenses. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

c) Details of transactions with related parties**1 With Holding Company - Awaita Properties Pvt. Ltd**

Amount in Rs

Nature of Transactions

2019-20

2018-19

Short Term Borrowing

Opening Balance

79,01,111

5,84,810

Received during the year

73,16,301

Returned during the year

5,85,707

Closing Balance

73,15,404

79,01,111

Security Deposits

70,00,000

70,00,000

2 Key Managerial Personnel

Salary of Chief Financial Officer

3,60,000

3,60,000

Salary of Manager

3,90,000

-

Salary of Company Secretary

68,000

3,84,000

NOTE NO. 22 - FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES:

The Company's principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include Investment, loans and advances, trade and other receivables, and cash and bank balances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management advises on financial decision and the appropriate financial risk governance framework for the Company.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

Interest rate risk

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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR MARCH 31, 2020**Credit risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and advances to suppliers) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the Management on regular basis.

Liquidity risk

The Company monitors its risk of a shortage of funds using a liquidity planning tool.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, Letter of Credit and working capital limits.

NOTE NO. 23 - CAPITAL MANAGEMENT:

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

NOTE NO. 24 - EARNING PER SHARE:

| Particulars | 2019-20 | 2018-19 |
|---|------------|-----------|
| Net Profit / (Loss) After Tax available for Equity Shareholders (in Rs.) | (2,86,587) | 2,37,216 |
| Weighted Average Number of Equity Shares of Rs. 10/- each outstanding during the year | 3202400 | 32,02,400 |
| Basic/Diluted Earning Per Share (in Rs.) | (0.09) | 0.07 |

NOTE NO. 25 - FIRST TIME ADOPTION OF Ind-AS:

Pursuant to the Companies (Indian Accounting Standard) Rules, 2015, the Company has adopted March 31, 2020 as reporting date for first time adoption of Indian Accounting Standard (Ind-AS) and consequently April 1, 2018 as the transition date for preparation of financial statements. The financial statements for the year ended March 31, 2020, are the first financials, prepared in accordance with Ind-AS. Upto the Financial year ended March 31, 2019, the Company prepared its financial statements in accordance with previous GAAP, including accounting standards notified under the Companies (Accounting Standard) Rule, 2006. For preparing these financial statements, opening balance sheet was prepared as at April 1, 2018 i.e. the date of transition to Ind-AS. The figures for the previous periods and for the year ended March 31, 2019 have been restated, regrouped and reclassified, wherever required to comply with Ind-AS and Schedule III to the Companies Act, 2013 and to make them comparable.

In terms of our report of even date attached**For and on behalf of the Board of Directors**

For M/s. Batra Sapra & Company,
Chartered Accountants
(Firm Reg. No.: 000103N)

Gayathri Ramachandran
Chairperson
DIN : 02872723

(Amrit Lal Batra)
Partner
Membership No.016929

Ankit Pratap Singh
Chief Financial Officer

PLACE: New Delhi
DATE : 08/07/2020

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

| | | |
|---|---|-----------------------------------|
| Name of the subsidiary | : | KLG Stock Brokers Private Limited |
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | : | N.A. |
| Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | : | N.A. |
| Share capital | : | 3,600,000 |
| Reserves and Surplus | : | (568,759) |
| Total assets | : | 3,150,476 |
| Total Liabilities | : | 1,19,235* |
| Investments | : | -- |
| Turnover | : | -- |
| Profit before taxation | : | (29,028) |
| Profit for taxation | : | (29,028) |
| Provision for taxation | : | -- |
| Profit after taxation | : | -- |
| Proposed Dividend | : | -- |
| % of shareholding | : | 100% |

*Excluding Share Capital and Reserves & Surplus

Part B - Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures – Not Applicable

AS PER OUR REPORT OF EVEN DATE

For and on behalf of the Board of Directors

For NBS & Co.

Chartered Accountants

Firm Reg. No. 110100W

Devdas Bhat

Partner

Membership No. 48094

Gayathri Ramachandran

Chairperson

DIN : 02872723

Place: Mumbai

Date : July 08, 2020

Ankit Pratap Singh

Chief Financial Officer

KLG Capital Services Limited

Disclosures of details as required by Revised Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

Liabilities Side

Rs. In Lakhs

| | | Amount Outstanding | Amount Overdue |
|---|--|-----------------------|-------------------|
| 1 | Loans and Advances availed by the NBFCs inclusive of Interest accrued thereon but not paid | 0.00 | 0.00 |
| | a. Debentures | 0.00 | 0.00 |
| | Secured | 0.00 | 0.00 |
| | Unsecured (other than falling within the meaning of Public Deposits) | 0.00 | 0.00 |
| | b. Deferred Credits | 0.00 | 0.00 |
| | c. Term Loans | 0.00 | 0.00 |
| | d. Inter-corporate loans and borrowing | 0.00 | 0.00 |
| | e. Commercial Paper | 0.00 | 0.00 |
| | f. Other loans | 73.15 | 0.00 |
| | Total | 73.15 | 0.00 |

Asset Side

| | | Amount Outstanding |
|---|--|-----------------------|
| 2 | Break up of Loans and Advances including bills receivables (other than those included in [4] below): | |
| | a. Secured | 0.00 |
| | b. Unsecured | 1222.98 |
| | Total | 1222.98 |
| 3 | Break up of Leased Assets and stock on hire and other assets counting towards AFC activities | |
| | (i) Lease assets including lease rentals under sundry debtors: | |
| | a. Financial Lease | 0.00 |
| | b. Operating Lease | 0.00 |
| | (ii) Stock on hire including hire charges under sundry debtors: | |
| | a. Assets on hire | 0.00 |
| | b. Repossessed Assets | 0.00 |
| | (iii) Other loans counting towards AFC activities: | |
| | a. Loans where assets have been repossessed | 0.00 |
| | b. Loans other than (a) above | 0.00 |
| | Total | 0.00 |
| 4 | Break-up of Investments: | |
| | Current Investments: | |
| | 1. <u>Quoted</u> : | |
| | (i) Shares: | |
| | a. Equity | 1.02 |
| | b. Preference | 0.00 |
| | (ii) Debentures and Bonds | 0.00 |
| | (iii) Units of Mutual Funds | 0.00 |
| | (iv) Government Securities | 0.00 |
| | (v) Others | 0.00 |
| | Total | 1.02 |

| | | Amount Outstanding |
|----|-----------------------------|-----------------------|
| 2. | <u>Unquoted:</u> | |
| | (i) Shares: | |
| | a. Equity | 0.00 |
| | b. Preference | 0.00 |
| | (ii) Debentures and Bonds | 0.00 |
| | (iii) Units of Mutual Funds | 0.00 |
| | (iv) Government Securities | 0.00 |
| | (v) Others | 0.00 |
| | Total | 0.00 |
| | Long Term Investments: | |
| 1. | <u>Quoted:</u> | |
| | (i) Shares: | |
| | a. Equity | 0.00 |
| | b. Preference | 0.00 |
| | (ii) Debentures and Bonds | 0.00 |
| | (iii) Units of Mutual Funds | 0.00 |
| | (iv) Government Securities | 0.00 |
| | (v) Others | 0.00 |
| | Total | 0.00 |
| 2. | <u>Unquoted:</u> | |
| | (i) Shares: | |
| | a. Equity | 36.00 |
| | b. Preference | 0.00 |
| | (ii) Debentures and Bonds | 0.00 |
| | (iii) Units of Mutual Funds | 0.00 |
| | (iv) Government Securities | 0.00 |
| | (v) Others | 0.00 |
| | Total | 36.00 |

5 Borrower group-wise classification of assets financed as in (2) and (3) above:

| Category | Amount net of provisions | | |
|--------------------------------|--------------------------|--------------|--------------|
| | Secured | Unsecured | Total |
| 1. Related Parties | | | |
| a. Subsidiaries | 0.00 | 0.98 | 0.98 |
| b. Companies in the same group | 0.00 | 40.00 | 40.00 |
| c. Other related parties | 0.00 | 0.00 | 0.00 |
| 2. Other than related parties | 0.00 | 0.00 | 0.00 |
| Total | 0.00 | 40.98 | 40.98 |

KLG Capital Services Limited

| 6 | Investor group-wise classification of all investments (current and long term) in shares and securites (both quoted and unquoted): | Market Value / Break up of fair value or NAV | Book Value (Net of Provisions) |
|---|---|--|--------------------------------|
| | Category | | |
| | 1. Related Parties | | |
| | a. Subsidiaries | 36.00 | 36.00 |
| | b. Companies in the same group | 0.00 | 0.00 |
| | c. Other related parties | 0.00 | 0.00 |
| | 2. Other than related parties | 0.00 | 0.00 |
| | Total | 36.00 | 36.00 |

| 7 | Other Information | Amount |
|-------|---|--------|
| (i) | Gross Non-performing Assets | |
| | a. Related parties | 0.00 |
| | b. Other than related parties | 0.00 |
| (ii) | Net Non-performing Assets | |
| | a. Related parties | 0.00 |
| | b. Other than related parties | 0.00 |
| (iii) | Assets acquired in satisfaction of debt | 0.00 |

In terms of our report of even date attached

For M/s. Batra Sapra & Company,

Chartered Accountants

(Firm Reg. No.: 000103N)

(Amrit Lal Batra)

Partner

Membership No.016929

PLACE: New Delhi

DATE : 08/07/2020

For and on behalf of the Board of Directors

Gayathri Ramachandran

Chairperson

Ankit Pratap Singh

Chief Financial Officer

KLG CAPITAL SERVICES LIMITED

CIN: L67120MH1994PLC218169

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023;

Tel: 022-6619 9000; Fax: 022-2269 6024;

E-mail: company.secretary@klgcapital.com; Website: www.klgcapital.com

ATTENDANCE SLIP

26th Annual General Meeting – Wednesday, December 30, 2020

Name:.....

DP ID No. / Client ID No.: (for investors holding shares in electronic form)

Ledger Folio No.: No. of Shares:.....

I certify that I am a member of the Company.

I hereby record my presence at the 26th Annual General Meeting of the Members of the Company being held on Wednesday, December 30, 2020 at 1515 hours at Babasaheb Dahanukar Hall, Orion House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001.

Note: Please fill attendance slip and hand it over at the entrance of the meeting hall.

Signature

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]

Name of the Company: KLG Capital Services Limited; CIN: L67120MH1994PLC218169;

Registered Office: SKIL House, 209, Bank Street Cross Lane, Fort, Mumbai – 400 023;

Tel: 022-6619 9000; Fax: 022-2269 6024; E-mail: company.secretary@klgcapital.com; Website: www.klgcapital.com

| | |
|--------------------|--|
| Name of Member(s) | |
| Registered Address | |
| E-mail ID | |
| Folio No/Client ID | |
| DP ID | |

I/We, being the Member (s) of shares of the above named company, hereby appoint

1. Name : Address :

E-mail ID : Signature :, or falling him/her

2. Name : Address :

E-mail ID : Signature :, or falling him/her

3. Name : Address :

E-mail ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday, December 30, 2020 at 1515 Hours at Babasaheb Dahanukar Hall, Orion House, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | RESOLUTIONS | Optional | | |
|---------|---|----------|---------|---------|
| | | For | Against | Abstain |
| 1. | Ordinary Resolution for adoption of Audited Standalone Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 and the Reports of the Auditors and Directors thereon. | | | |
| 2. | Ordinary Resolution for re-appointment of Mr. Chakradhar Das as a Manager of the Company. | | | |
| 3. | Ordinary Resolution for appointment of Mr. Chintan Chheda (DIN:08098371) as a Director of the Company. | | | |

Signed this day of, 2020

Signature of Member :

Signature of Proxy holder(s) :

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the resolutions, explanatory statements and Notes please refer to the Notice of 26th Annual General Meeting.
- *It is optional to put your preference in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

Affix
Revenue
Stamp

If Undelivered, Please Return to :
KLG Capital Services Limited
SKIL, House
209, Bank Street Cross Lane,
Fort, Mumbai - 400 023