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HARI SHANKAR SINGHANIA HOLDIGS PRIVATE LIMITED

15TH ANNUAL REPORT

2018-19

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HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Regd. Office: Nehru House, (3rd Floor), 4, Bahadur Shah Zafar Marg, New Delhi-110002
Tel.: 011-33001112 Fax: 011-23353708
CIN: U67120DL2004PTC126956 E Mail ID: dswain@jkmail.com

NOTICE

NOTICE is hereby given that the 15th (Fifteenth) Annual General Meeting of the Members of Hari Shankar Singhania Holdings Private Limited will be held at the Registered Office of the Company at Nehru House, 3rd Floor, 4, Bahadur Shah Zafar Marg, New Delhi-110002, on Monday, the 30th day of September, 2019 at 11.00 A.M. to transact the following ordinary businesses:

1. To receive, consider and adopt the Audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.

2. To confirm the Interim Dividend of ₹ 4,000/- per equity share as Final Dividend for the financial year ended 31st March, 2019.

3. To appoint Auditors and fix their remuneration and in connection therewith to pass, with or without modifications, the following, as **Ordinary Resolution:**

4. "RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Lodha & Co., Chartered Accountants, New Delhi, (Firm Registration No. 301051E) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 15th Annual General Meeting (AGM) till the conclusion of the 20th AGM on a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand only) per annum, upto the conclusion of next AGM, excluding Goods and Service Tax, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit and the Board of Directors of the Company be and is hereby authorized to fix the remuneration for the remaining tenure of the Auditors."

By the order of the Board

(Ajay Tiwari)
Company Secretary

Regd. Office:
Nehru House, 3rd Floor,
4, Bahadur Shah Zafar Marg,
New Delhi - 110 002
29th June, 2019

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

Hari Shankar Singhania Holdings Private Limited
Directors' Report

TO THE MEMBERS

Your Directors have pleasure in presenting the 15th Annual Report and Audited Financial Statements of the Company for the financial year ended on 31st March, 2019.

CORE INVESTMENT COMPANY

The Company is a Core Investment Company-Non Deposit Taking-Systemically Important (CIC-ND-SI) registered with the Reserve Bank of India (RBI) and has been complying with all the conditions prescribed by RBI.

DEPOSITS

The Company does not accept public deposits and in terms of the Reserve Bank of India guidelines, the Board of Directors have also passed necessary resolution for not accepting public deposits during the financial year 2018-19, without prior approval of RBI.

OPERATIONS

For the financial year ended 31st March, 2019, total Revenue from Operations was ₹ 7.85 Crores and Profit after tax was ₹ 7.73 Crores.

DIVIDEND

The Directors have recommended the Interim Dividend of ₹ 4,000/- per equity share paid by the Company during the financial year ended 31st March, 2019, as Final Dividend for the financial year 2018-19.

EXTRACT OF THE ANNUAL RETURN

An Extract of the Annual Return as on 31st March, 2019 in the prescribed Form MGT-9 is attached as Annexure-I to this report and forms part of it.

NUMBER OF MEETINGS OF THE BOARD

Four Board Meetings were held on 29th June, 2018, 22nd October, 2018, 1st December, 2018 and 20th February, 2019, during the financial year ended on 31st March, 2019. Shri Bharat Hari Singhania has attended all the four meetings of the Board of Directors during the financial year ended on 31st March, 2019. Smt. Vinita Singhania and Dr. Raghupati Singhania have attended three meetings of the Board of Directors during the financial year ended on 31st March, 2019

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year under review there were no contracts or arrangements entered into with the related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 and the rules made thereunder.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013: NIL.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements and no material reportable weaknesses was observed in the system.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year ended 31st March 2019, there was no change in the Board of Directors of the Company. Further, the Company was not required to appoint any Key Managerial Personnel during the year.

CORPORATE SOCIAL RESPONSIBILITY

The requirement of Corporate Social Responsibility (CSR) in terms of Section 135 of the Companies Act, 2013 and the rules made thereunder is not applicable to the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements have been prepared by the Company in accordance with the applicable Accounting Standards. The Audited Consolidated Financial Statements together with Auditors' Report form part of the Annual Report.

A report on the performance and financial position of each of the subsidiary and associate, included in the Consolidated Financial Statements is presented in a separate section in this Annual Report. Please refer AOC-1 annexed to the Financial Statements in the Annual Report.

Pursuant to the Scheme of Arrangement which has become effective on 24th May, 2019, Florence Investech Limited being amalgamated with Bengal & Assam Company Limited ceased to be subsidiary of the Company and Bengal & Assam Company Limited has become the Associate of the Company. Consequent to the said Scheme, JK Agri Genetics Limited and CliniRx Research Private Limited also ceased to be the Associates of the Company.

CONSERVATION OF ENERGY ETC.

The details as required under Section 134(3)(m) of the Companies Act, 2013 and the rules made thereunder, are not applicable to the Company.

STATUTORY AUDITORS AND THEIR REPORT

As per the provisions of Section 139 of the Companies Act 2013, the term of office of M/s. S.B.G. & Co., Chartered Accountants, as Statutory Auditors of the Company, will conclude from the close of the forthcoming Annual General Meeting of the Company.

The Board of Directors places on record its appreciation for the services rendered by M/s. S.B.G. & Co., as the Statutory Auditors of the Company.

The Board of Directors of the Company has recommended the appointment of M/s. Lodha & Co., Chartered Accountants as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of 15th Annual General Meeting till the conclusion of 20th Annual General Meeting pursuant to Section 139 of the Companies Act, 2013. Requisite Resolution regarding their appointment is included in the Notice of ensuing Annual General Meeting for approval by the Members.

The observations of the Auditors in their Report on Accounts and the financial statements, read with relevant notes are self-explanatory.

COST RECORDS

Maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company.

RISK MANAGEMENT

The Company has an elaborate risk management system to inform Board Members about risk assessment and minimization procedures.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the financial year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS

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

CHANGE IN THE NATURE OF BUSINESS

During the financial year under review, there was no change in the nature of business.

SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable Secretarial Standards for Board and General Meetings.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Companies Act 2013, your Directors state that:-

a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

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

c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d. the annual accounts have been prepared on a going concern basis; and

e. proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the continuous support and co-operation extended by various stakeholders of the Company.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 29th June, 2019

(Raghupati Singhania) Director

(Vinita Singhania) Director

(Bharat Hari Singhania) Director

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2019
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	:	U67120DL2004PTC126956
(ii)	Registration Date	:	15th June, 2004
(iii)	Name of the Company	:	Hari Shankar Singhania Holdings Private Limited
(iv)	Category/Sub-Category of the Company	:	Private Company/Limited by Shares
(v)	Address of the Registered Office and Contact Details-	:	Nehru House, 3rd Floor, 4, Bahadur Shah Zafar Marg New Delhi- 110 002 Ph. No. : 011- 33001112 Fax No. : 011- 23353708 Email id : dswain@jkmail.com
(vi)	Whether Listed Company Yes/ No	:	No
(vii)	Name, Address and Contact Details of Registrar and Transfer Agent, if any-	:	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service *	% to total turnover of the Company
1.	Other financial service activities except insurance and pension funding activities	649	100.00

* *As per National Industrial Classification (2008)– Ministry of Statistics and Programme Implementation.*

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sl. No.	Name and Address of the Company	CIN/~~GLN~~	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	HSS Stock Holding Pvt. Ltd. Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi- 110 002	U74899DL1995PTC069757	Subsidiary	100.00	2(87)
2	Bengal & Assam Company Ltd. 7, Council House Street, Kolkata- 700 001	L67120WB1947PLC221402	Associate	27.02	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

(i) *Category-wise Share Holding*

	Category of Shareholders	No. of Shares held at the beginning of the year (as on 1st April, 2018)				No. of Shares held at the end of the year (as on 31st March, 2019)				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Promoters**									
(1)	**Indian**									
a)	Individual/HUF	N.A.	10,000	10,000	100.00	N.A.	10,000	10,000	100.00	N.A.
b)	Central Govt.	N.A.								
c)	State Govt(s)	N.A.								
d)	Bodies Corp.	N.A.								
e)	Banks/FI	N.A.								
f)	Any other	N.A.								
	Sub-Total (A) (1):-	**N.A.**	**10,000**	**10,000**	**100.00**	**N.A.**	**10,000**	**10,000**	**100.00**	**N.A.**
(2)	**Foreign**									
a)	NRIs - Individuals	N.A.								
b)	Other-Individuals	N.A.								
c)	Bodies Corp.	N.A.								
d)	Banks/ FI	N.A.								
e)	Any other	N.A.								
	Sub-Total (A) (2):-	**N.A.**								
	Total Share holding of Promoter (A)= (A)(1)+(A)(2)	**N.A.**	**10,000**	**10,000**	**100.00**	**N.A.**	**10,000**	**10,000**	**100.00**	**N.A.**
B.	**Public Share holding**									
1.	**Institutions**									
a)	Mutual Funds	N.A.								
b)	Banks/FIs	N.A.								
c)	Central Govt.	N.A.								
d)	State Govt. (s)	N.A.								
e)	Venture Capital Funds	N.A.								
f)	Insurance Companies	N.A.								
g)	FIIs	N.A.								
h)	Foreign Venture Capital Funds	N.A.								
i)	Others	N.A.								
	Sub-Total (B)(1):-	N.A.								
2.	**Non-Institutions**									
a)	Bodies Corp.									
i)	Indian	N.A.								
ii)	Overseas	N.A.								
b)	Individuals	N.A.								
i)	Individual Shareholders holding nominal share capital upto ₹ 1 lakh	N.A.								
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	N.A.								

c) Others	N.A.								
Sub-Total (B)(2):-	**NIL**								
Total Public shareholding (B)= (B)(1)+(B)(2)	**NIL**								
C. Shares held by Custodian for GDRs & ADRs	N.A.								
Grand Total (A+B+C)	**N.A.**	**10,000**	**10,000**	**100.00**	**N.A.**	**10,000**	**10,000**	**100.00**	**N.A.**

(ii) ***Shareholding of Promoters'***

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1st April, 2018)			Shareholding at the end of the year (as on 31st March, 2019)			% 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	Shri Bharat Hari Singhania	2,500	25.00	-	2,500	25.00	-	N.A.
2	Smt. Vinita Singhania	2,500	25.00	-	2,500	25.00	-	N.A.
3	Dr. Raghupati Singhania	2,500	25.00	-	2,500	25.00	-	N.A.
4	Shri Shri Bharat Hari Singhania as Karta of Bharat Hari Singhania HUF	833	8.33	-	833	8.33	-	N.A.
5	Dr. Raghupati Singhania as Karta of Raghupati Singhania HUF	834	8.34	-	834	8.34	-	N.A.
6	Shri Anshuman Singhania as Karta of Shripati Singhania HUF	833	8.33	-	833	8.33	-	N.A.
	Total	**10,000**	**100.00**	-	**10,000**	**100.00**	-	

(iii) **Change in Promoters' Shareholding (please specify, if there is no change):** No change in Promoters' shareholding during the year.

(iv) **Shareholding Pattern of top ten shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):** Not Applicable.

(v) **Shareholding of Directors and Key Managerial Personnel:** During the year the Company was not required to appoint any Key Managerial Personnel. Shareholding of the Directors are given hereunder.

Sl. No.	For each of the Director	Shareholding at the beginning of the year (as on 1st April, 2018)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	**Shri Bharat Hari Singhania, Director**				
	At the beginning of the year	2,500	25.00	2,500	25.00
	Date wise Increase/Decrease in Shareholding during the year	Not Applicable			
	At the end of the year			2,500	25.00
2.	**Dr. Raghupati Singhania, Director**				
	At the beginning of the year	2,500	25.00	2,500	25.00
	Date wise Increase/Decrease in Shareholding during the year	Not Applicable			
	At the end of the year			2,500	25.00
3.	**Smt. Vinita Singhania, Director**				
	At the beginning of the year	2,500	25.00	25.00	2,500
	Date wise Increase/Decrease in Shareholding during the year	Not Applicable			
	At the end of the year			2,500	25.00

V INDEBTEDNESS

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

(In ₹)

	Secured Loans Excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year (as on 1st April, 2018)				
(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				
• Addition	-	-	1,60,00,000	1,60,00,000
• Reduction	-	-	-	-
Net Change	-	-	**1,60,00,000**	**1,60,00,000**
Indebtedness at the end of the financial year (As on 31st March, 2019)				
(i) Principal Amount	-	-	1,60,00,000	1,60,00,000
(ii) Interest due but not paid	-	-		-
(iii) Interest accrued but not due	-	-	7,890	7,890
Total (i+ii+iii)	-	-	**1,60,07,890**	**1,60,07,890**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager- *During the year, the Company was not required to appoint any Managing Director, Whole-time Director or Manager under the provisions of Section 196 of Companies Act, 2013, hence* ***not applicable.***

B. Remuneration to other Directors - *The Directors of the Company do not draw any remuneration from the Company. Further, No sitting fee has been paid to the Directors for attending the meetings of the Board, hence* ***not applicable***

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD: *Pursuant to the provisions of Section 203 of Companies Act, 2013, during the year, the Company was not required to appoint any Key Managerial Personnel other than the Managing Director, Whole-time Director or Manager under, hence* ***not applicable.***

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2019.

Place: New Delhi
Date: 29th June, 2019

(Raghupati Singhania) Director | (Vinita Singhania) Director | (Bharat Hari Singhania) Director

S. B. G. & Co.
Chartered Accountants

1005, Rohit House, Tolstoy Marg,
New Delhi - 110001
Ph:011- 41101650

INDEPENDENT AUDITOR'S REPORT

To the Members of HARI SHANKAR HOLDINGS PRIVATE LIMITED

Report onthe Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss, the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us,the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

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

S. B. G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report and Report on Corporate Governance but does not include the standalone financial statements and consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone 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 financial statements or our knowledge obtained during the course of 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.

Management's Responsibilityfor the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position,financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards (AS) specified under Section 133 of the Actread with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

S. B. G. & COMPANY NEW DELHI

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not 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 ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

S. G. & COMPANY NEW DELHI

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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 "AnnexureA" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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

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

c) The Balance Sheet, the Statement of Profit and Lossand the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

S.R. G & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

d) In our opinion, the aforesaid standalone financial statements comply with the accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 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,
The Company has not paid / provided any remuneration to its directors, accordingly, provisions of section 197 of the Act are not applicable on the Company. Hence no comment has been offered under section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its standalone financial position in its standalone financial statements -Refer note no-13 of the standalone financial statements;

ii. The Company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.B.G. & Co,
Chartered Accountants
Firm's Registration No. 001818N

(Suresh Kumar)

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

Partner
Membership No. 72921
Place: New Delhi
Date: 29th June 2019

Annexure "A" referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date on the standalone Financial Statements of HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED for the year ended 31st March 2019

1. As per the records and information given to us, Company does not have any fixed assets whether movable or immovable, hence clause 3(i)(a) to 3(i)(c) of Order are not applicable to company.

2. The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the order are not applicable.

3. The company has not granted any loan secured or unsecured to any companies, firms or other parties covered in the register maintained under section 189 of the companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) & (c) of the Order are not applicable.

4. According to the information, explanations and representations provided by the management and based upon audit procedures performed, that there are no loans, investments, guarantees and security for which company have to comply with the provisions of the Section 185 and 186 of the Companies Act, 2013.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public within the provision of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable). We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.

6. In our opinion and according to information and explanation given to us, the company is not required to maintain cost records pursuant to section 148(1) of the companies Act, 2013.

7.
   (a) According to the records of the Company and information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including income tax, goods and service tax, cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2019. As per the information provided to us provident fund and employees' state insurance are not applicable to the Company as on 31st March 2019.
   (b) According to the records and information & explanations given to us, there are no material dues in respect of income tax, goods and service tax that have not been deposited with the appropriate authorities on account of any dispute. As per the information provided to us sales-tax, duty of customs, duty of excise, value added tax are not applicable to the Company as on 31st March 2019.

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

9. The Company did not raise any money by way of initial public offer and further public offer (including debt instruments) during the year. Terms loans raised were utilized for the purpose

S.G. & COMPANY ★ NEW DELHI ★ CHARTERED ACCOUNTANTS for which they were raised. Accordingly, provisions of paragraph 3(ix) of the Order is not applicable.

10. Based on the audit procedure performed and on the basis of information and explanations provided by the management, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of the audit.

11. On the basis of records and information and explanations made available and based on our examination of the records of the company, the company has not paid/ provided managerial remuneration.

12. The Company is not a nidhi company, therefore, the provisions of clause 3 (xii) of the said Order are not applicable to the Company.

13. According to the information and explanations and records made available by the management of the Company and audit procedure performed, for transactions with the related parties during the year, the Company has complied with the provisions of Section 177 and 188 of the Act, where applicable. As explained and as per records, details of related party transactions have been disclosed in the financial statements as per the applicable Accounting Standards.

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

15. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him. Accordingly, we are not offering comment with respect to compliance of Section 192 of the Act.

16. The Company is registered under section 45-IA of the Reserve Bank of India Act 1934 (read with note no. 20 of the financial statements).

For S.B.G & CO.
Chartered Accountants
Firm Registration No. - 001818N

(Suresh Kumar)
Partner
Membership No. 72921

S. B. G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

Place: New Delhi
Date: 29th June 2019

Annexure 'B' to the Independent Auditor's Report of even date on the Standalone Financial Statements of HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Report on the Internal Financial Controls over Financial Reporting 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 HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

S. B. G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.B.G & CO.
Chartered Accountants
Firm Registration No. – 001818N

S.B.G. & COMPANY
NEW DELHI
CHARTERED ACCOUNTANTS

(Suresh Kumar)
Partner
Membership No. 72921

Place: New Delhi
Date: 29th June 2019

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

BALANCE SHEET
As at 31st March 2019

Amount in ₹

Particulars	Note	As at 31.03.2019	As at 31.03.2018
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	1,60,01,00,000	1,60,01,00,000
(b) Reserves & Surplus	3	41,48,82,494	39,35,38,818
		2,01,49,82,494	1,99,36,38,818
(2) CURRENT LIABILITIES			
(a) Short term Borrowings	4	1,60,00,000	-
(b) Other Current Liabilities	5	24,107	19,382
(c) Short term Provisions	6	23,03,630	12,97,370
		1,83,27,737	13,16,752
TOTAL		**2,03,33,10,231**	1,99,49,55,570
II. ASSETS			
(1) NON-CURRENT ASSETS			
Non-Current Investments	7	2,03,10,15,904	1,99,36,56,207
		2,03,10,15,904	1,99,36,56,207
(2) CURRENT ASSETS			
(a) Cash and Cash equivalents	8	21,965	99,439
(b) Short term loans and Advances	9	22,72,362	11,99,924
		22,94,327	12,99,363
TOTAL		**2,03,33,10,231**	1,99,49,55,570

Significant Accounting Policies 1
Notes on Financial Statements 2- 21

As per our report of even date
For S.B.G. & Co.
Chartered Accountants
FRN 001818N

(Suresh Kumar)
Partner
M. No. 72921
Place: New Delhi
Date : 29th June 2019

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

Secretary

Vimla

Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS

For The Year Ended 31st March 2019

Amount in ₹

	Particulars	Note	2018-19	2017-18
I.	Revenue from Operations	10	7,84,99,995	16,54,85,136
	Total Revenue		**7,84,99,995**	**16,54,85,136**
II	**Expenses:**			
	--Finance Cost	11	8,767	1,76,35,617
	--Other Expenses	12	1,41,292	16,61,574
	Total Expenses		**1,50,059**	1,92,97,191
III	**Profit / (Loss) before exceptional, extraordinary items and tax (I- II)**		7,83,49,936	14,61,87,945
IV	Exceptional Items		-	-
V.	**Profit / (Loss) before extraordinary items and tax (III - IV)**		7,83,49,936	14,61,87,945
VI.	Extraordinary Items		-	-
VII.	**Profit / (Loss) before tax (V-VI)**		7,83,49,936	14,61,87,945
VIII.	Tax Expense:			
	1) Current tax		10,06,260	12,97,370
	2) Earlier years adjustments		-	(854)
	3) Deferred tax charges/credit		-	-
IX.	**Profit/ (Loss) for the period (VII- VIII)**		7,73,43,676	14,48,91,429
X.	**Earning per Equity Share (₹) :**			
	Basic and Diluted	17	7,734.37	14,489.14

Significant Accounting Policies	1	
Notes on Financial Statements	2- 21	

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

Firm Registration No. 001818N

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

(Suresh Kumar)

Partner

Membership No.72921

Place : New Delhi

Date : 29th June 2019

Secretary

Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

NOTE 1

Significant Accounting Policies

1.1 Books of Account have been maintained on mercantile basis and recognizes income and expenditure on acc basis except where recovery / realization is doubtful.

1.2 The Preparation of financial statements requires the management of the Company to make estimates and assumption that effect the reported amounts of assets, liability and disclosure of contigent liabilites on the date of financial statements and the reported amounts of revenue and expenses during the reported period . Difference between the actual results and estimates are recognised in the period in which the results are known / materliazed.

1.3 Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961. Deferred Tax Assets and Liabilities are recognized in respect of current year and prospective years. Deferred Tax Assets is recognized on the basis of reasonable /virtual certainity that sufficient future taxable income will be available against which the same can be realised.

1.4 The investment are held for long term and are valued at cost of acquistion.The long-term investment are shown at book value as reduced by provision for diminution in their respective values. Provision for diminution in values of investments is made only if in the opinion of the management, such decline is other than temporary and is provided for each investment individually.

1.5 Contigent liabilites , if material , are not provided for and are disclosed by the way of notes, contigent assets are neither recognised nor disclosed in the financial statements. A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources/ economic benefits will be required to settle the obligation , in respect of which a reliable estimates can be made for the amount of obligation.

S.B.G. & COMPANY
NEW DELHI
CHARTERED ACCOUNTANTS

Amount in ₹

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE 2		
SHARE CAPITAL		
Authorised		
10,00,000 (Previous year 10,00,000) equity shares of ₹10 each	1,00,00,000	1,00,00,000
1,60,00,000 (Previous year 1,60,00,000) Cumulative Redeemable Preference Shares of ₹100 each	1,60,00,00,000	1,60,00,00,000
	1,61,00,00,000	1,61,00,00,000
Issued, Subscribed and Paid up		
10,000 (Previous year 10,000) equity shares of ₹10 each fully paid	1,00,000	1,00,000
1,60,00,000 Nos. - 1%Cumulative Redeemable Preference Shares of ₹ 100 each (Previous year - Nil)	1,60,00,00,000	1,60,00,00,000
	1,60,01,00,000	1,60,01,00,000

		Equity Shares		1% CRPS	
a) Reconciliation of number of Shares Outstanding		**As at 31.03.2019**	As at 31.03.2018	**As at 31.03.2019**	As at 31.03.2018
At the beginning of period	(Nos.)	10,000	10,000	1,60,00,000	-
Add:- Issued during the period	(Nos.)	-	-	-	1,60,00,000
Less:-Bought Back during the period	(Nos.)	-	-	-	-
Out standing at end of period	(Nos.)	**10,000**	10,000	**1,60,00,000**	1,60,00,000
b) Shareholders holding more than 5% of total issued Shares					
Shareholders Name					
Bengal & Assam Company Ltd. (Earlier BMF Invetments Limited) #	(Nos.)	-	-	90,00,000	90,00,000
J.K.Fenner (India) Limited	(Nos.)	-	-	70,00,000	70,00,000
Bharat Hari Singhania (HUF) (Registered in the name of Bharat Hari Sighania as Karta of HUF)	(Nos.)	833	833	-	-
Raghupati Singhania (HUF) (Registered in the name of Raghupati Singhania as Karta of HUF)	(Nos.)	834	834	-	-
Shripati Singhania (HUF) (Registered in the name of Anshuman Singhania as Karta of HUF.)	(Nos.)	833	833	-	-
Bharat Hari Singhania	(Nos.)	2500	2,500	-	-
Vinita Singhania	(Nos.)	2500	2,500	-	-
Raghupati Singhania	(Nos.)	2500	2,500	-	-

BMF Investments Ltd. merged with Bengal & Assam Company Ltd. (BACL) w.e.f. 24th May 2019 as per NCLTs Kolkata & Chennai orders dated 5th November 2018 and 3rd May 2019 respectively.

c) Terms/rights attached to equity shares :

The equity shares having a face value of ₹ 10 per share. Each shareholder of equity shares is entitled to one vote per share and also have equal right in distribution of profit/surplus in proportion to the number of equity shares held by the equity shareholders.

Terms / rights attached to Cumulative Redeemable Preference Shares

1% Cumulative Redeemable Preference Shares of face value of Rs.100 each shall carry a preferential right with respect to payment of dividend over the equity shares of the company and which shall be redeemed in 5 equal annual instalments along with premium at the end of 6/7/8/9 & 10th year in accordance with the provisions of section 55 of the Companies Act 2013.

d) There was no bonus issue, buy back and /or issue of equity shares other than for cash consideration in last five years.

S. B. G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes to Financial Statements

Amount in

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE 3		
RESERVE AND SURPLUS		
Surplus/(Deficit) in the Profit and Loss Statement		
Capital Reserve Account		
Opening Balance	33,68,40,175	33,68,39,712
Add: during the year	-	463
Less : Transfered to General Reserve	-	-
	33,68,40,175	33,68,40,175
General Reserve		
Opening Balance	2,78,38,219	2,78,38,219
Add: For the year	-	-
	2,78,38,219	2,78,38,219
RBI Reserve		
Opening Balance	-	-
Add: during the year @ 20%	1,54,68,735	-
	1,54,68,735	-
Profit & Loss A/c		
Opening Balance	2,88,60,424	(17,26,895)
Add: Profit/ (Loss) for the year	7,73,43,676	14,48,91,429
Less: Appropriations		
Dividend paid on 1% Cumulative Redeemable Pref. Shares of ₹ 100 each	(1,60,00,000)	(1,43,04,110)
Interim Dividend paid on Equity Shares @ ₹ 4,000 per share	(4,00,00,000)	(10,00,00,000)
Less: RBI Reserve	(1,54,68,735)	-
	3,47,35,365	2,88,60,424
Surplus/(Deficit) in the Profit and Loss Statement carried to the Balance Sheet	**41,48,82,494**	39,35,38,818
NOTE 4		
SHORT-TERM BORROWINGS		
UNSECURED		
Inter-corprate deposit from Body Corporates #	1,60,00,000	-
# - Rs 6000000 payable to a Body Corporate with interest @10% PA	1,60,00,000	-
- Rs 10000000 payable to a Body Corporate with interest @ 10% PA		
NOTE 5		
OTHER CURRENT LIABILITIES		
Statutory Liabilities	877	4,042
Other Expenses payables	15,340	15,340
Interest Accrued but not due	7,890	-
	24,107	19,382
NOTE 6		
SHORT TERM PROVISIONS		
Provision for Income Tax	23,03,630	12,97,370
	23,03,630	12,97,370

S.B.G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

NOTE - 7

Non Current Investment

Amount in ₹

Sl. No.	Name of the Bodies Corporate	Face Value	As at 31.03.2019		As at 31.03.2018	
			No. of Shares	Book Value	No. of Shares	Book Value
	Long Term Investments					
	(Other than trade, fully paid up)					
A	**Investment in Equity Shares**					
1	**Subsidiaries**					
a)	Unquoted Investment					
	HSS Stock Holding Private Limited	10	99,999	-	99,999	-
b)	Quoted Investment					
	Florence Investech Limited (Refer Note 1)	10	-	-	24,66,259	1,57,88,71,546
	(Merged with BACL w.e.f. 24th May 2019)					
	Total (1)			-		1,57,88,71,546
B	**Associates (Quoted)**					
	Bengal & Assam Company Limited (Refer Note 1)	10	30,52,618	1,83,02,28,105	8,37,297	25,13,56,559
C	**Other Quoted Investments**					
a)	JK Agri Genetics Limited	10	11,986	44,31,224	11,986	44,31,224
b)	JK Lakshmi Cement Limited	5	1,39,518	1,12,93,982	1,39,518	1,12,93,982
c)	JK Paper Limited	10	1,75,000	49,17,500	1,75,000	49,17,500
e)	JK Tyre & Industries Limited	2	7,49,200	2,10,00,076	7,49,200	2,10,00,076
f)	Udaipur Cement Works Limited	4	13,100	60,653	13,000	60,653
	Total (2)			4,17,03,435		4,17,03,435
D	**Unquoted Investment**					
a)	CliniRx Research Pvt. Limited	10	3,74,997	58,12,454	3,74,997	58,12,454
b)	J.K. Fenner (India) Limited (Refer Note 1)	10	20,150	2,56,01,229	20,150	2,56,01,229
c)	Sidhivinayak Trading and Investment Limited (Formerly Juggilal Kamlapat Udyog Limited)	10	1,257	1,51,555	1,257	1,51,555
d)	Nav Bharat Vanijya Limited	2	50,592	75,22,871	50,592	75,22,871
e)	Param Shubham Vanijya Limited	10	5,500	4,63,914	5,500	4,63,914
f)	Pranav Investment (M.P.) Co. Limited	10	4,087	8,58,318	4,087	8,58,318
g)	Pushpawati Singhania Hospital & Research Institute	100	15	1,500	15	1,500
h)	Terrestrial Foods Pvt. Limited	10	20,00,000	2,00,00,000	-	-
	Total (3)			6,04,11,841		4,04,11,841
E	**Preference Shares**					
	8% Cumulative Redeemable Preference Shares- (CRPS)- Hidrive Developers and Industries Pvt. Limited	100	22,500	22,50,000	22,500	22,50,000
C	**Investment in Mutual fund**					
	UTI Money Market Fund-Institutional Plan - Growth		48,152.853	9,64,22,523	41,111.904	7,90,62,826
	Total			2,03,10,15,904		1,99,36,56,207
	Agreegate book value of quoted investments			1,87,19,31,540		1,62,05,74,981
	Agreegate book value of unquoted investments			15,90,84,364		37,30,81,226
	Agreegate market value of quoted investments			5,37,33,15,290		6,34,56,77,370

Note:-

1. Florence Investec Limited (Florence) merged with Bengal & Assam Company Limited (BACL) pursuant to the Scheme of Arrangement duly sanctioned by the National Company Law Tribunal (NCLT) at Kolkata & Chennai vide their orders dated 05.11.2018 & 3rd May 2019 respectively. The certified copies of the order were filed with ROC on 24.05.2019. As a result the company was alloted 89 Equity shares of Rs 10/- each fully paid up of BACL against 100 Equity shares of Rs 10/- each fully paid up held in Florence. Further the company was alloted 101 Equity shares of Rs10/- of BACL against 100 Equity Shares of Rs 10/- each held in J.K.Fenner (India) Limited in addition to their existing holding in J.K.Fenner (India) Limited.Thus the company was alloted 2215321 Equity Shares of Rs 10/- each of BACL.

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes to Financial Statements

Amount in ₹

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE 8		
CASH & CASH EQUIVALENTS		
Cash on Hand	1,908	631
Balance with Bank		
- On Current Accounts	12,477	90,992
- On Dividend Account	7,580	7,816
	21,965	99,439
NOTE 9		
SHORT TERM LOANS AND ADVANCES		
(Unsecured , Considered Good unless otherwise stated)		
Advance Tax (Includiing TDS & Self Assessment Tax)	22,72,362	11,95,882
Other Receivables	-	4,042
	22,72,362	11,99,924
	2018-19	2017-18
NOTE 10		
Revenue from Operations		
Dividend Income (Include Dividend from erstwhile subsidiary amounting to ₹ 6,16,56,475 (Previous Year ₹ 14,79,75,540)	7,45,90,297	16,05,64,610
Interest Income on Fixed Deposits	-	1,60,336
Profit on sale of Investment	39,09,698	47,60,190
	7,84,99,995	16,54,85,136
NOTE 11		
Finance Cost		
Interest paid on ICD	8,767	1,76,35,617
	8,767	1,76,35,617
NOTE 12		
Expenses		
Other Expenses		
Auditors Remuneration		
--Audit Fee	15,340	15,340
--Fee for other services	1,153	24,780
Professional charges	1,07,480	10,500
Rates and Taxes	-	16,00,000
Filing fee	1,800	5,400
Misc. Expense	15,519	5,554
	1,41,292	16,61,574

S. B. G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS *

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes to Financial Statements

13 Capital commitments and contigent liabilites (as certified by the management of the Company)
₹ Nil - (Previous Year - ₹ Nil)

14 Amounts outstanding under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) to the extent of information available with the Company -₹ Nil (Previous Year - ₹ Nil).

15 **Related Party Disclosure**

(i) List of Related Party:-

a)Subsidiary:-HSS Stock Holding Private Limited

:- Florence Investech Limited (Merged with Bengal & Assam Company Ltd. w.e.f. 24th May 2019)

b)Associate:- Bengal & Assam Company Ltd.

c) Shri Bharat Hari Singhania, Smt. Vinita Singhania and Dr. Raghupati Singhania- Directors

(ii) Transactions with Related Parties: NiL

16 There is no inflow and outflow of Foreign Currency during the year.

Amount in ₹

		2018 - 19	2017-18
17	Earnings per Share (EPS):		
	Net Profit / (loss) after tax for the year (₹)	7,73,43,676	14,48,91,429
	Weighted average number of equity shares outstanding during the period (Nominal value of ₹10 each)	10,000	10,000
	Basic / Diluted Earnings per share'(₹)	7,734.37	14,489.14

18 (i) The Company has paid an interim equity dividend of ₹4000/- per share during the year ended 31.03.2019 amounting to ₹ 40000000/- (previous year ₹100000000/-) including Dividend Distribution Tax of ₹ Nil (previous year Nil). The said dividend has been recommended as final dividend for the financial year 2018-19.

(ii) The Company has paid preference dividend of ₹ 1/- per share amounting to ₹ 16000000/- (previous year ₹ 14304110/-) including Dividend Distribution Tax - Nil (previous year - Nil)

19 Provision for Income Tax has been made considering certain allowances /adjustments available and as assessed by the management.

20 a) During the year , the Company has applied for Certificate of Registration under Section 45-IA of the Reserve Bank of India Act, 1934 to RBI, New Delhi as a Non Deposit taking systemically important Core Investment company (CIC-ND-SI) Now the company has received Certificate of Registration dated 14th May 2019 bearing No. N-14.03488 as a CIC-ND-SI.

b) The information as required in terms of Para 21 of Core Investment Companies (Reserve Bank) Directions 2016 are enclosed as per Annexure -1.

21 Previous year figures have been reclassified/ re-casted suitably wherever considered necessary.

As per our report of even date
For S.B.G. & Co.
Chartered Accountants
Firm Registration No. 001818N

S.B.G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

(Suresh Kumar)
Partner
Membership No.72921
Place : New Delhi
Date : 29th June 2019

Secretary

Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Statement of Cash Flow for the year ended 31 March 2019

Amount in ₹

S.No	Particulars	2018-19	2017-18
A.	**Cash Flow from operating Activites**		
	Net Profit (loss) before Tax and Prior period income / (expense)	7,83,49,936	14,61,87,945
	ADJUSTMENT FOR:-		
	Add : Finance cost	8,767	1,76,35,617
	Less: Profit on Sale of Investments (Net)	(39,09,698)	(47,60,190)
	: Interest received	-	(1,60,336)
	: Dividend Income	(7,45,90,297)	(16,05,64,610)
		(1,41,292)	(16,61,574)
	Changes in Working Capital		
	(Increase) / Decrease in Receivables	4,042	2,91,757
	(Increase) / Decrease in Payables	4,725	(5,48,515)
	Net Increase / Decrease in Working Capital	8,767	(2,56,758)
	Cash Generated from Operation		
	Income taxes paid	(10,76,942)	(11,35,062)
	Net Cash flow from Operating activities	**(12,09,467)**	**(30,53,394)**
B.	**Cash flow from Investing activities**		
	Issue of Pref. Share Capital	-	1,60,00,00,000
	Purchase of Investment	(9,44,49,537)	(16,92,40,000)
	Sale of Investment	6,10,00,000	13,46,82,845
	Dividend Received	7,45,90,297	16,05,64,610
	Interest received	-	1,60,336
	Net Cash flow from Investing activities	**4,11,40,760**	**1,72,61,67,791**
C.	**Cash flow from Financing activities**		
	Increase / (Decrease) in Short Term Borrowings(net)	1,60,00,000	(1,60,00,00,000)
	Dividend paid on Cumulative Redeemable Preference Shares	(1,60,00,000)	(1,43,04,110)
	Interim Dividend paid on Equity Shares	(4,00,00,000)	(10,00,00,000)
	Financial Charges	(8,767)	(1,76,35,617)
	Net Cash flow form Financing activities	**(4,00,08,767)**	**(1,73,19,39,727)**
	NET INCREASE IN CASH & CASH EQUIVALENTS	(77,474)	(88,25,331)
	CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	99,439	89,24,770
	CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD	**21,965**	**99,439**
	Notes to the cash flow statement		
	Cash & Cash Equivalents consist of the following :		
	Cash on hand	1,908	631
	Balances with Scheduled Banks (Including Other Bank Balances)	20,057	98,808
		21,965	**99,439**

As per our report attached

For S.B.G. & Co.
Chartered Accountants
Firm registration number: 001818N

(Suresh Kumar)
Partner
Membership no: 72921
Place: New Delhi
Date : 29th June 2019

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

Secretary

Directors

Annexure 1

HARI SHANKAR SINGHANIA HOLDING PRIVATE LIMITED
Particulars as per NBFC Directions as at 31.03.2019
(as required in terms of Paragraph 21 of Core Investment Companies (Reserve Bank) Directions, 2016.)

₹ in lacs

		Particulars		
		Liabilities side :		
(1)		**Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :**	Amount Out-standing	Amount Overdue
	(a)	Debentures : Secured	NIL	NIL
		: Unsecured (other than falling within the meaning of public deposits*)	NIL	
	(b)	Deferred Credits	NIL	
	(c)	Term Loans	NIL	
	(d)	Inter-corporate loans and borrowing	160.00	
	(e)	Commercial Paper	NIL	
	(f)	Public Deposits	NIL	
	(g)	Other Loans (specify nature)	NIL	NIL
(2)		Breakup of 1(f) above (Out stading public deposits inclusive of interest thereon but not paid)	-	-
		Assets side :		
			Amount outstanding	
(3)		**Break - up of Loans and Advances including bills receivables [other than those included in (4) below] :**		
	(a)	Secured	NIL	
	(b)	Unsecured (Excluding Advance Tax of ₹ 22.72 lacs)	NIL	
(4)		**Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities**	NIL	
(5)		**Break-up of Investment :**		
		Current Investment :	NIL	
		Long term Invetments		
	1	Quoted :		
	(i)	Shares : (a) Equity	18719.32	
		(b) Preference	NIL	
	(ii)	Debentures and Bonds	NIL	
	(iii)	Units of mutual funds	NIL	
	(iv)	Government Securities	NIL	
	(v)	Others (please specify)	NIL	
	2	Unquoted :		
	(i)	Shares : (a) Equity	604.12	
		(b) Preference	22.50	
	(ii)	Debentures and Bonds	NIL	
	(iii)	Units of mutual funds	964.22	
	(iv)	Government Securities	NIL	
	(v)	Others (please specify)	NIL	

S. G. & COMPANY * CHARTERED ACCOUNTANTS * NEW DELHI

₹ in lacs

(6)	**Borrower group-wise classification of all assets, financed as in (3) and (4) above**			
		Amount net of provisions		
	Category	Secured	Unsecured	Total
1	Related Parties **	NIL	NIL	NIL
(a)	Subsidiaries			
(b)	Companies in the same group	NIL	NIL	NIL
(c)	Other related parties	NIL	NIL	NIL
2	Other than related parties	NIL	NIL	NIL
	Total	NIL	NIL	NIL

(7)	**Investor group-wise classification of all investments(current and long term) in shares and securities (both quoted and unquoted) :**		
	Category	Market Value / Break up or fair value or NAV ***	Book Value (Net of Provisions)
1	Related Parties **		
(a)	Subsidiaries	NIL	NIL
(b)	Companies in the same group *	54255.56	19345.94
(c)	Other related parties	NIL	NIL
2	Other than related parties	1010.65	964.22
	Total	55,266.21	20,310.16

** As per Accounting Standard of ICAI.

*** For the purpose of market / Break-up Value, Quoted Share/ Units have been valued at Market Price as on 31.3.2019. The Unquoted Shares have been valued as per Break-up Value calculated as per Audited Balance Sheet as on 31.3.2018 where the Audited Balance Sheet as on 31.03.2019 are not available

(8) Other information

	Particulars	Amount
(i)	Gross Non - Performing Assets	NIL
(ii)	Net Non - Performing Assets	NIL
(iii)	Assets acquired in satisfaction of debt	NIL

For S.B.G & Co.
Chartered Accountants
Firm Regn. No. 001818N

Suresh Kumar
Partner
Membership No. 72921

Place : New Delhi
Dated : 29th June 2019

S.B.G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

Secretary

Directors

S.B.G. & CO.
Chartered Accountants

1005, Rohit House, Tolstoy Marg,
New Delhi – 110001
Ph: 011-41101650, 9718848101
Email : skkotwalia@gmail.com

INDEPENDENT AUDITOR'S REPORT

To

The Members of HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Report on Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED (hereinafter referred to as "the holding company ") and its subsidiary (the holding company and its subsidiary together referred to as "Group")and its associate, comprising the consolidated Balance Sheet as at 31st March 2019, the consolidated Statement of Profit and Loss, the consolidated Statement of Cash Flows for the year ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us,the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2019, of consolidated profit and its cash flows for the year ended on that date.

Basis for Opinion

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

S.B.G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

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

The Holding Company's board of directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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.

Management's Responsibility for the Consolidated Financial Statements

Theholding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated financial performance, and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India including the Accounting Standards (AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, and respective Board of directors of the companies 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the consolidated Financial Statements

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

& COMPANY NEW DELHI CHARTERED ACCOUNTANTS

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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group 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 ability of the group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

S.S. G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

Materiality is the magnitude of misstatements in the 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 financial statements.

We communicate with those charged with governance of the holding Company and other entities included in the consolidated financial statement 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.

Other Matters

(a)(i) We did not audit the financial statements of 1 subsidiary included in the consolidated financial statements whose financial statements reflect total assets of Rs. 40,966 as at 31st March, 2019, total revenues of Rs. Nil, net cash flow of Rs.10,123/- for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the group share of net profit of Rs. 97,38,80,218 for the year ended 31st March, 2019 as considered in the consolidated financial statements in respect of 1 associate whose financial statements/ financial information have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated statement, in so far as it relates to the amounts and disclosures included in respect of subsidiary and associate, are based solely on the reports of the other auditors.

Our opinion is not modified in respect of this matter

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

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

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement 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, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary company and associate company covered under the Act, none of the directors of the Group companies, its associate company covered under the Act, are disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Associate Company incorporated in India 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 the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us and on the consideration of the reports of the other auditors, referred to in other matter paragraph, on separate financial statements / consolidated financial statements of the subsidiary and its associate, we report that the remuneration paid by the Group and its associate 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group companies and its Associate to the consolidated financial statements.

ii. Provision has been made in the consolidated financial statement as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

S. B. G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31st March, 2019 and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiaries company and associate incorporated in India.

For S.B.G. & Co.
Chartered Accountants
FRN: 001818N

S.B.G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

CA Suresh Kumar
(Partner)
M.No. 072921

Place: New Delhi
Dated: 29th June 2019

Annexure 'A' to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Hari Shankar Singhania Holdings Private Limited

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of Bengal & Assam Company Limited ("the Holding Company") and its associate company which are companies incorporated in India, as of that date. As per the report of other auditor Company reporting on the Internal Financial Controls over Financial Reporting is not applicable in case one subsidiary company.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

S. B. G. & COMPANY
NEW DELHI
CHARTERED ACCOUNTANTS

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

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

Opinion
In our opinion, the Holding Company and its associate company, which are companies incorporated in India, 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 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters
Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as relates to one associate company, which is incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

For S.B.G. & Co.
Chartered Accountants
FRN: 001818N

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

CA Suresh Kumar
(Partner)
M.No. 072921

Place: New Delhi
Dated: 29th June 2019

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

CONSOLIDATED BALANCE SHEET

As at 31st March 2019

Amount in ₹

Particulars	Note	As at 31.3.2019	As at 31.3.2018
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	1,60,01,00,000	1,60,01,00,000
(b) Reserves & Surplus	3	1,61,29,63,503	30,80,75,127
		3,21,30,63,503	1,90,81,75,127
(2) **Minority Interest**		-	45,96,68,709
(3) NON-CURRENT LIABILITIES			
Long term Provisions	4	-	7,19,000
(4) CURRENT LIABILITIES			
(a) Short-term borrowings	5	1,61,00,000	1,00,000
(b) Other Current Liabilities	6	27,647	15,22,922
(c) Short term Provisions	7	23,03,630	2,86,84,370
		1,84,31,277	3,03,07,292
TOTAL		**3,23,14,94,780**	2,39,88,70,128
II. ASSETS			
(1) **Goodwill on Consolidation**		26,496	23,08,78,613
(2) NON-CURRENT ASSETS			
(a) Property, Plant & Equipment -Tangible Assets	8	-	3,000
(b) Non-Current Investments	9	3,22,91,32,991	2,03,52,38,063
(c) Deferred Tax Assets	10	-	1,98,000
		3,22,91,32,991	2,03,54,39,063
(3) CURRENT ASSETS			
Cash and Cash equivalents	11	57,301	34,32,898
Short Term Loans and Advances	12	22,77,992	12,91,19,554
		23,35,293	13,25,52,452
TOTAL		**3,23,14,94,780**	2,39,88,70,128

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

FRN 001818N

(Suresh Kumar)

Partner

Membership No.72921

Place: New Delhi

Date : 29th June 2019

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

Secretary

Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For The Year Ended 31st March 2019

Amount in ₹

	Particulars	Note	2018-19	2017-18
I.	**Revenue from Operations**	13	7,84,99,995	16,25,15,596
II.	**Other Income**	14	-	2,47,000
III.	**Total Revenue**		**7,84,99,995**	16,27,62,596
IV	**Expenses:**			
	Employee Benefit Expenses	15	-	17,85,000
	Finance Cost	16	8,767	1,76,35,617
	Depreciation & amortization expenses	8	-	3,000
	Other Expenses	17	1,51,415	39,82,554
	Total Expenses		**1,60,182**	2,34,06,171
V.	**Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)**		7,83,39,813	13,93,56,425
VI.	Exceptional Items		-	-
VII.	**Profit / (Loss) before extraordinary items and tax (V - VI)**		7,83,39,813	13,93,56,425
VIII.	Extraordinary Items		-	-
IX.	**Profit / (Loss) before tax (VII - VIII)**		**7,83,39,813**	**13,93,56,425**
X.	Tax Expense:			
	1) Current tax		10,06,260	67,31,370
	2) Earlier years adjustments		-	6,53,146
	3) Deferred tax charges/credit		-	49,000
XI.	Profit/ (Loss) for the period (IX - X)		**7,73,33,553**	13,19,22,909
XII.	Share in profit of Associates		89,65,46,665	92,44,566
XIII.	Balance after share in profit of Associates (XI + XII)		**97,38,80,218**	14,11,67,475
XIV.	Minority Interest		-	3,88,06,185
XV.	**Net Profit for the Year (XIII - XIV)**		**97,38,80,218**	10,23,61,290
	Earnings per Equity Share (₹) :	21		
	Basic and Diluted		97,388.02	10,236.13

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

Firm Registration No. 001818N

(Suresh Kumar)

Partner

Membership No.72921

Place : New Delhi

Date : 29th June 2019

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

Secretary

Vinita

Directors

Note - 1 Principles of Consolidation:

(a) The Consolidated Financial Statements comprise the financial statements of Hari Shankar Singhania Holdings Private Limited ("the Company") and financial statements of the following Companies (incorporated in India), as on 31.03.2019.

S No	Name of the Company	Relationship	Shareholding
1.	HSS Stock Holding Private Limited	Subsidiary	99.999%
2.	Bengal & Assam Company (w.e.f. 24th May 2019)	Associates	27.02%
3.	Florence Investech Limited #	Subsidiary	-
4.	JK Agri Genetices Limited #	Associates	-
5.	CliniRx Research Private Limited #	Associates	-

Ceased w.e.f. 24th May 2019 (Refer Note 20 (iii))

(b) The Financial Statement of the Company and its subsidiaries have been consolidated on line by line basis by adding together the book value of the items of assets, liabilities, income and expenses after eliminating intra-group balances and intra-group transactions. Intra - group balances and transaction have been eliminated on the basis of information available with the Company.

(c) In case of associates, where company hold directly or indirectly through subsidiaries 20% or more equity, Investments are accounted for by using equity method in accordance with Accounting Standard (AS) - 23 "Accounting for Investments in Associates in Consolidated Financial Statements".

(d) Post acquisition, the Company accounts for its share in the change in the net assets of the associates (after eliminating unrealized profit and losses resulting from transactions between the Company and its associates to the extent of its share directly and indirectly) through its profit and loss statement in respect of the change attributable to the associate's profit and loss statement and through its reserves for the balance.

(e) The excess of cost to the Company of its investment in its subsidiary over its share of equity in the subsidiary on the acquisition date is recognized in the financial statement as Goodwill on consolidation and carried in the Balance Sheet as an asset. Negative Goodwill is recognized as capital reserve on consolidation.

(f) Significant Accounting Policies and Notes on accounts of the financial statements of the Company, its subsidiaries are set out in their respective financial statements.

(g) The Consolidated Financial Statements have been prepared using uniform accounting policies in accordance with the generally accepted accounting policies.

(h) Figures pertaining to the subsidiary company have been reclassified wherever considered necessary to bring them in line with the Company's Financial Statements.

Amount in ₹

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE 2		
SHARE CAPITAL		
Authorised		
10,00,000 (Previous year 10,00,000) equity shares of ₹10 each	1,00,00,000	1,00,00,000
1,60,00,000 (Previous year- 1,60,00,000) 1% Cumulative Redeemable Preference Shares of ₹ 100 each	1,60,00,00,000	1,60,00,00,000
	1,61,00,00,000	1,61,00,00,000
Issued, Subscribed and Paid up		
10,000 (Previous year 10,000) equity shares of ₹10 each fully paid	1,00,000	1,00,000
1,60,00,000 Nos. - 1%Cumulative Redeemable Preference Shares of ₹ 100 each (Previous year - Nil)	1,60,00,00,000	1,60,00,00,000
	1,60,01,00,000	1,60,01,00,000

		Equity Shares		1% CRPS	
a) Reconciliation of number of Shares Outstanding		As at 31.03.2019	As at 31.03.2018	As at 31.03.2019	As at 31.03.2018
At the beginning of period	(Nos.)	10,000	10,000	1,60,00,00,000	-
Add:- Issued during the period	(Nos.)	-	-	-	1,60,00,00,000
Less:-Bought Back during the period	(Nos.)	-	-	-	-
Out standing at end of period	(Nos.)	**10,000**	10,000	**1,60,00,00,000**	1,60,00,00,000

b) Shareholders holding more than 5% of total issued Shares

Shareholders Name					
Bengal & Assam Company Limited (earlier BMF Investments Ltd) #	(Nos.)	-	-	90,00,000	90,00,000
J.K.Fenner (India) Limited	(Nos.)	-	-	70,00,000	70,00,000
Bharat Hari Singhania (HUF)(Registered in the name of Bharat Hari Sighania as Karta of HUF)	(Nos.)	833	833	-	-
Raghupati Singhania (HUF)(Registered in the name of Raghupati Singhania as Karta of HUF)	(Nos.)	834	834	-	-
Shripati Singhania (HUF)(Registered in the name of Anshuman Singhania as Karta of HUF.)	(Nos.)	833	833	-	-
Bharat Hari Singhania	(Nos.)	2,500	2,500	-	-
Vinita Singhania	(Nos.)	2,500	2,500	-	-
Raghupati Singhania	(Nos.)	2,500	2,500	-	-

BMF Investments Ltd. merged with Bengal & Assam Company Ltd. (BACL) w.e.f. 24th May 2019 as per NCLTs Kolkata & Chennai orders dated 5th November 2018 and 3rd May 2019 respectively.

c) Terms/rights attached to equity shares:

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each shareholder of equity shares is entitled to one vote per share and also have equal right and distribution of profit / surplus in proportion to the no. of equity shares held by the equity shareholder.

1% Cumulative Redeemable Preference Shares of face value of Rs.100 each shall carry a preferential right with respect to payment of dividend over the equity shares of the company and which shall be redeemed in 5 equal annual instalments along with premium at the end of 6/7/8/9 & 10th year in accordance with the provisions of section 55 of the Companies Act 2013 .

d) There was no bonus issue, buy back and/or issue of equity shares other than for cash consideration in last 5 years.

Amount in ₹

Particulars		As at 31.03.2019		As at 31.03.2018
NOTE 3				
RESERVE AND SURPLUS				
Security Premium				
Opening Balance		-	-	
Add: Share in Associates Security Premium	(1,25,929)		-	
Add: Share in Associates Security Premium pursuant to the scheme for the year 2017-18	92,59,307	91,33,378	-	-
Capital Reserve				
Opening Balance	33,68,40,175		33,68,39,712	
Add: During the year	-		463	
Add: Share in Associates Capital Reserve	8,10,703			
Add : Share in Associates Capital Reserve pursuant to the scheme for the year 2017-18	1,38,51,128	35,15,02,006	-	33,68,40,175
General Reserve				
Opening Balance	2,78,38,219		2,78,38,219	
Add: For the year	-		-	
Add: Share of Associates for F.Y. 2017-18	27,02,343		-	
Less: Transferred to Minority	-		-	
Less: Pre-acquisition reserves	-	3,05,40,562	-	2,78,38,219
Foreign Currency Translation Reserve				
Opening Balance	(59,55,737)		(93,737)	
Add: Share of Associates pursuant to Scheme for 2017-18	(30,02,495)		-	
Add: Share of Associates	1,40,522		(58,62,000)	
Less: Pre-acquistion reserves	-	(88,17,710)	-	(59,55,737)
RBI Reserve				
Opening Balance	-		-	
Add: During the year @20%	1,54,68,735		-	
Add: Share of Associates Pursuant to Scheme for the Year 2017-18	2,15,12,270			
Add: Share of Associates	2,09,65,316	5,79,46,320	-	-
Surplus/(Deficit) in the Profit and Loss Statement ($)		1,17,26,58,947		(5,06,47,530)
Total		**1,61,29,63,503**		30,80,75,127

$ Details of Surplus/(Deficit) in the Profit and Loss Statement	As at 31.03.2019	As at 31.03.2018
Opening Balance	(5,06,47,530)	19,57,290
Add: Profit / (Loss) for the year	97,38,80,218	10,23,61,290
Add: Profit / (Loss) for the year 2017-18 (pursuant to the Scheme)	38,11,42,004	-
Add: Share in Associates Provision for standard Assets for the year 2017-18	2,45,643	-
Less: Appropriation		
:Dividend paid (On 1% Cumulative Redeemable Pref. Shares of Rs. 100 each)	(1,60,00,000)	(1,43,04,110)
:Interim Dividend paid on Equity Shares @ ₹4,000 per share	(4,00,00,000)	(10,00,00,000)
:Corporate Dividend Tax	-	(4,06,62,000)
:Corporate Dividend Tax paid by subsidiaries of Associate	(1,53,12,725)	
Less: Transfer to General Reserve pursuant to Scheme for F.Y. 2017-18	(27,02,343)	
Less: RBI Reserve	(1,54,68,735)	-
Less: Share in Associates RBI Reserve Pursuant to Scheme for the Year 2017-18	(2,15,12,270)	
Less: Share in Associates RBI Reserve	(2,09,65,316)	
Surplus/(Deficit) in the Profit and Loss Statement carried to the Balance Sheet	**1,17,26,58,947**	(5,06,47,530)

Amount in ₹

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE 4		
LONG TERM PROVISIONS		
Provision for Employee Benefits	-	7,19,000
	-	7,19,000
NOTE 5		
SHORT-TERM BORROWINGS		
Inter Corporate Deposit from Body Corporates	1,60,00,000	-
Unsecured Loans from related parties*	1,00,000	1,00,000
	1,61,00,000	1,00,000
* From a Director - payable on demand		
NOTE 6		
OTHER CURRENT LIABILITIES		
Statutory Liabilities	877	36,042
Unclaimed Dividends	-	12,77,000
(On due, will be transferred to Investor Education & Protection Fund)		
Unclaimed Fractional Entitlement Shares	-	1,04,000
Interest Accrued but not due	7,890	
Other Payables	18,880	1,05,880
	27,647	15,22,922
NOTE 7		
SHORT TERM PROVISIONS		
Provision for Income Tax	23,03,630	2,86,84,370
	23,03,630	2,86,84,370

S. C. G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes forming part of Consolidated Financial Statements

NOTE 8

TANGIBLE ASSETS

Amount in ₹

Description	Gross Block				Depreciation/ Amortisation				Net Block	
									As at 31st March	
	1st April 2018	Additions / Adjustments	Sales / Adjustments	**31st March 2019**	Up to Last Year	During the Period	On Sales/ Adjustments	Upto 31st March 2019	**2019**	2018
Furniture & Fixture	-	-	-	-	-	-	-	-	-	-
Office Equipments	53,000	-	53,000	-	50,000	-	50,000	-	-	3,000
Grand Total	53,000	-	-	-	50,000	-	-	-	-	3,000
Previous Year	80,000	-	27,000	**53,000**	61,000	3,000	14,000	50,000	3,000	

S. B. G. & COMPANY
NEW DELHI
CHARTERED ACCOUNTANTS

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

NOTE - 9

Notes forming part of Consolidated Financial Statements

Amount in ₹

Investments	As at 31.03.2019	As at 31.3.2018
A. Investment in Equity Shares		
A-1 Quoted		
Associates (Note 1 and 2)	3,02,83,45,192	25,08,56,080
Others	4,17,03,435	1,32,18,74,770
Total	**3,07,00,48,627**	1,57,27,30,850
A-2 Unquoted		
Associates (Note 2)	-	-
Others	6,04,11,841	5,18,49,387
Total	**6,04,11,841**	5,18,49,387
B Investment in Pref. Shares		
Associates	-	1,50,00,000
Others	22,50,000	22,50,000
Total	**22,50,000**	1,72,50,000
C Investment in Mutual Fund	9,64,22,523	39,34,07,826
Total Investsment (A to C)	**3,22,91,32,991**	2,03,52,38,063

Note:

(1) Carrying amount of quoted investment in Associate include ₹ 1,19,81,43,583/- (Previous Year ₹ 3,92,54,000/-) towards share in profits and Goodwill/ Capital Reserve of ₹ 4,53,31,33,870/- (Previous Year Nil)

(2) Florence Investech Limited (Florence) merged with Bengal & Assam Company Limited (BACL) pursuant to the Scheme of Arrangement duly sanctioned by the National Company Law Tribunal (NCLT) at Kolkata & Chennai vide their orders dated 05.11.2018 & 3rd May 2019 respectively. The certified copies of the order were filed with ROC on 24.05.2019. As a result the company was alloted 89 Equity shares of Rs 10/- each fully paid up of BACL against 100 Equity shares of Rs 10/- each fully paid up held in Florence. Further the company was alloted 101 Equity shares of Rs10/- of BACL against 100 Equity Shares of Rs 10/- each held in J.K.Fenner (India) Limited in addition to their existing holding in J.K.Fenner (India) Limited.Thus the company was alloted 2215321 Equity Shares of Rs 10/- each of BACL.

NOTE 10

DEFERRED TAX ASSETS / (LIABILITIES)

A. Deferred tax Assets		
Provision for Leave Encashment	-	33,000
Provision for Gratuity	-	1,65,000
	-	1,98,000
B. Deferred tax Liabilities		
Difference between book depreciation & Tax depreciation		-
DeferredTax Assets (Net) (A-B)	-	1,98,000

NEW DELHI

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes forming part of Consolidated Financial Statements

Amount in ₹

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE 11		
CASH & CASH EQUIVALENTS		
Cash on Hand	1,995	3,718
Balance with Bank		
- On Current Account	47,726	13,40,364
Fixed Deposit with bank		
Deposit with Central Bank of India New Delhi	-	7,00,000
Others		
On Dividend Accounts	7,580	12,84,816
On Fractional Accounts	-	1,04,000
	57,301	34,32,898
NOTE 12		
SHORT TERM LOANS AND ADVANCES		
(Unsecured , Considered Goods unless otherwise stated)		
Inter Corporate Deposits	-	10,00,00,000
Interest accrued but not due	-	17,94,000
Other receivable	-	6,042
Advance Tax (Including TDS & Self Assessment Tax)	22,77,992	2,73,19,512
	22,77,992	12,91,19,554
NOTE 13	**2018-19**	**2017-18**
Revenue from Operations		
Interest Income	-	1,03,58,336
Profit on sale of investment	39,09,698	1,74,68,190
Dividend Income	7,45,90,297	13,46,89,070
	7,84,99,995	16,25,15,596
NOTE 14		
Other Income		
Interest on Income Tax Refund	-	14,000
Miscellaneous receipts	-	2,33,000
	-	2,47,000
NOTE 15		
Employee Benefit Expenses		
Salaries & Wages	-	17,85,000
	-	17,85,000
NOTE 16		
Finance Cost		
Interest paid	8,767	1,76,35,617
	8,767	1,76,35,617
NOTE 17		
Expenses		
Other Expenses		
Auditors Remuneration		
--Statutory Audit Fee	18,880	97,880
--Tax Audit Fee	-	18,000
--Certification fee	-	81,000
--Others	1,153	25,780
Directors' Fee	-	2,26,000
Legal and Consultancy expenses	1,11,020	1,18,040
Postage and Printing & Stationery	-	4,96,000
Loss on sale of Assets	-	7,000
Rates & Taxes	-	16,00,000
Filing fees	2,600	12,800
Misc. Expense	17,762	13,00,054
	1,51,415	39,82,554

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes to Consolidated Financial Statements

18 a) Capital Commitments Rs. Nil (Previous Year Rs. Nil)
b) Contingent liabilities not provided (as certified by the management):
(i) Disputed Income Tax Matters (estimated) under Appeal ₹ Nil (Previous year ₹.66.11 lacs)

19 Income Tax calculation has been made considering certain expenses / adjustments available as assessed by the Management

20 **Related Party Disclosure**

(i) List of Related Parties:-

a) Bengal & Assam Company Limited wef 24th May 2019 (Refer note (iii) below)

b) Directors - Shri Bharat Hari Singhania, Smt. Vinita Singhania and Dr. Raghupati Singhania

(ii) Transactions with Related Parties: - NIL

(iii) Florence Investech Ltd. was a subsidiary of Hari Shankar Singhania Holdings Pvt. Ltd., however, the said Company was amalgamated with Bengal & Assam Company Ltd. pursuant to the Scheme of Amalgamation duly sanctioned by the Hon'ble Benches of National Company Law Tribunal (NCLT), Kolkata and Chennai vide their Orders dated 05.11.2018 and 03.05.2019 respectively. The certified copies of the Order were filed with the respective ROCs on 24.05.2019 and operative w.e.f. Appointed date i.e. 01.04.2017. Accordingly, the effect of the said scheme has been given in these financial statements.

As a result of the Scheme, Florence Investech Ltd. ceased to be subsidiary of the Company. Further, the company was allotted shares of Bengal & Assam Company Ltd. in the ratio of 89 Equity Shares of Rs.10/- each of the Company (Bengal & Assam Company Ltd.) as fully paid up for every 100 Equity Shares of Rs.10/- each fully paid up held by the Company in Florence Investech Ltd.

21 **Earnings per Share (EPS):**

Net Profit / (loss) after tax for the year (₹)	**97,38,80,218**	10,23,61,290
Weighted average number of equity shares outstanding during the period (Nominal value of ₹10 each)	10,000	10,000
Basic and Diluted Earnings per share (₹)	97,388.02	10,236.13

22 During the previous years, the investment received from the Estate of Shri Hari Shankar Singhania as per his WILL have been recorded at market value of quoted investments and at book value of unquoted investments and to that extent Capital Reserve was created. As and when the shares are sold, the capital reserve will be reduced by the book value of shares and General Reserve will increase, the difference between sale value and book value will be shown as profit in statement of Profit & Loss.

23 i) The Company has paid an interim equity dividend of ₹4000/- per share during the year ended 31.03.2019 amounting to ₹ 40000000/- (previous year ₹100000000/-) including Dividend Distribution Tax of ₹ Nil (previous year Nil). The said dividend has been recommended as final dividend for the financial year 2018-19.

ii The Company has paid preference dividend of ₹ 1/- per share amounting to ₹ 16000000/- (previous year ₹ 14304110/-) including Dividend Distribution Tax - Nil (previous year - Nil)

24 During the year , the Company has applied for Certificate of Registration under Section 45-IA of the Reserve Bank of India Act, 1934 to RBI, New Delhi as a Non Deposit Taking Systemically Important Core Investment company (CIC-ND-SI). Now the company has received Certificate of Registration dated 14th May 2019 bearing No. N-14.03488 as a CIC-ND-SI.

25 Consolidate Net Assets and Share in Consolidated Profit & Loss:

S No.	Name of the entity	Net Assets (i.e.total assets minus total Liabilities)		Share in Profit or loss	
		As % of Consolidated Net assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
A	**Parent**				
1	Hari Shankar Singhania Holdings Pvt. Ltd.	62.71	**2,01,49,82,494**	7.94	**7,73,43,676**
B	**Subsidiary**				
1	HSS Stock Holding Pvt. Ltd.	(0.00)	**(62,574)**	(0.00)	**(10,123)**
2	Minority Interest	-	-	-	-
	Total B	**(0.00)**	**(62,574)**	**(0.00)**	**(10,123)**
	Total (A + B)	62.71	2,01,49,19,920	7.94	7,73,33,553
C	**Associates (Investment as per Equity Method)**				
1	Bengal & Assam Company Ltd.	37.29	1,19,81,43,583	92.06	89,65,46,665
	Total C	37.29	1,19,81,43,583	92.06	89,65,46,665
D	Elimination	-	-	-	-
	Total (A + B + C + D)	100.00	**3,21,30,63,503**	100.00	**97,38,80,218**

26 Previous year figures have been reclassified/ re-casted suitably wherever considered necessary.

As per our report of even date
For S.B.G. & Co.
Chartered Accountants
Firm Registration No. 001818N

S.B.G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

(Suresh Kumar)

Partner
Membership No.72921
Place : New Delhi
Date : 29th June 2019

Secretary

Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Statement of Consolidated Cash Flow for the year ended 31 March 2019

Amount in ₹

S.No	Particulars	2018-19	2017-18
A.	**Cash Flow from operating Activites**		
	Net Profit (loss) before Tax and Prior period income / (expense)	7,83,39,813	13,93,56,425
	ADJUSTMENT FOR:-		
	Add: Depreciation & Amortisation	-	3,000
	: Finance Cost	8,767	1,76,35,617
	Less: Profit on Sale of Investments	(39,09,698)	(13,70,72,190)
	: Interest received	-	(1,28,68,336)
	:Dividend received	(7,45,90,297)	(16,05,57,610)
		(1,51,415)	(15,35,03,094)
	Changes in Working Capital		
	(Increase) / Decrease in Trade & Other Receivables	4,042	1,04,51,757
	Increase / (Decrease) in Trade & Other Payables	4,725	6,71,575
	Net Increase / Decrease in Working Capital	8,767	1,11,23,332
	Less : Exceptional Item	-	-
	Net Taxes Paid	(10,76,942)	(80,90,062)
	Less : Exceptional Item		-
	Net Cash flow from Operating activities	(12,19,590)	(15,04,69,824)
B.	**Cash flow from Investing activities**		
	Issue of Preference Shares	-	1,60,00,00,000
	Purchase of Investment	(9,44,49,537)	(67,74,40,000)
	Sale of Investment	6,10,00,000	78,18,82,845
	Sale of Assets	-	7,000
	Dividend received	7,45,90,297	28,26,64,610
	Interest received	-	85,64,336
	ICD given	-	(3,00,00,000)
	Net Cash flow from Investing activities	**4,11,40,760**	1,96,56,78,791
C.	**Cash flow from Financing activities**		
	Increase / (Decrease) in Short Term Borrowings (net)	1,60,00,000	(1,60,00,00,000)
	Dividend paid on Cumulative Redeemable Preference Shares	(1,60,00,000)	(1,43,04,110)
	Interim Dividend paid on Equity Shares	(4,00,00,000)	(10,00,00,000)
	Dividend & Corporate Dividend Tax Paid	-	(9,24,23,460)
	Financial Charges	(8,767)	(1,76,35,617)
	Increase / (Decrease) in Long Term Borrowings (net)	-	-
	Net Cash flow form Financing activities	**(4,00,08,767)**	(1,82,43,63,187)
	NET INCREASE IN CASH & CASH EQUIVALENTS	(87,597)	(91,54,221)
	CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	34,32,898	1,25,87,119
	Less: Derecognition of Subsidiary's share pursuant to the Scheme	(32,88,000)	-
	CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD	**57,301**	**34,32,898**
	Notes to the cash flow statement		
	Cash & Cash Equivalents consist of the following :		
	Cash on hand	1,995	3,718
	Investment in Fixed Deposit	-	7,00,000
	Balances with Scheduled Bank	47,726	13,40,364
	On Dividend Account	7,580	12,84,816
	On Fractional Account	-	1,04,000
		57,301	**34,32,898**

As per our report attached

For S.B.G. & Co.
Chartered Accountants
Firm registration number: 001818N

(Suresh Kumar)
Partner
Membership no: 72921

S.B.G. & COMPANY NEW DELHI CHARTERED ACCOUNTANTS

Secretary

Directors

Place: New Delhi
Date : 29th June 2019

Form AOC-I

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Financial Information of Subsidiaries and Associate Companies

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

Part "A": Subsidiaries

(Amount in ₹)

Sl. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency	Closing Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments/ Stock-In-Trade	Turnover	Profit / (Loss) before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of Share holding
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
1	HSS Stock Holding Private Ltd.	N.A	INR	N.A	10,00,000	(10,62,574)	40,966	40,966	Nil	Nil	(10,123)	Nil	(10,123)	Nil	99.99%

Notes

1 Name of subsidiaries which are yet to commence operation - N.A.

2 Names of Subsidiaries which have been liquidated or sold during the year - N.A.

Part "B": Associates

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates

Sl. No.	Name of Associate	Bengal & Assam Company Limited
1	Latest Audited Balance Sheet Date	31.03.2019
2	Share of Associates held by the Company on the year end	
i)	No. of shares	30,52,618
ii)	Amount of Investment in Associates	1,83,02,28,105
iii)	Extent of Holding (%)	27.02%
3	Description of how there is significant influence	Holding > 20%
4	Reason why the Associate is not consolidated	-
5	Networth attributable to shareholding as per latest audited Balance Sheet	7,55,14,79,362
6	Profit/ Loss for the year	
	i) Considered in consolidation	89,65,46,665
	ii) Not Considered in Consolidation	2,58,47,07,335

1. Associates which are yet to commence operation - N.A

S. B. G. & COMPANY * NEW DELHI * CHARTERED ACCOUNTANTS

Place : New Delhi

Date : 29th June 2019

Secretary

Directors