

**NORTHLINK**  
Fiscal and Capital Services Ltd.

25<sup>th</sup>  
**ANNUAL REPORT**  
2018-19

**NORTHLINK FISCAL AND CAPITAL  
SERVICES LIMITED**



**MANAGEMENT  
BOARD OF DIRECTORS**

<b>Chairman CUM M.D.</b>	Ms. Shamli Maria
<b>Non-Executive Director</b>	Ms. Gargee Sehgal
<b>Independent Directors</b>	Mr. Bharat Soni Mr. Inderjit Singh Jassal
<b>Chief Financial Officer</b>	Ms. Anuradha Rani
<b>Chief Executive Officer</b>	Mr. Sunil Dutt Maria
<b>Company Secretary</b>	Mr. Sahil
<b>Statutory Auditors</b>	M/s Parmod G. Gupta & Associates, Chartered Accountant 3 <sup>rd</sup> Floor, Unique Tower, Adj. Corporation Bank, Pakhawal Road, Ludhiana-141001
<b>Bankers</b>	Bank of India, Partap Singh Wala Chowk, Ludhiana (PB) Canara Bank, Bharat Nagar Chowk, Ludhiana (PB)
<b>Registered Office</b>	86, Mall Road, Civil Lines, Ludhiana, Punjab-141001.
<b>Share Transfer Agent</b>	Skyline Financial Services Private Limited C-153 A, 1 <sup>st</sup> Floor, Okhla, Industrial Area, Phase-1, New Delhi-110020 Tel: 011 64732681-88, Fax: +9126812682

<b>25<sup>th</sup> ANNUAL GENERAL MEETING</b>	<b>CONTENTS</b>	<b>Page No.</b>
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**NOTICE**

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of **NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED** will be held on Monday, 30.09.2019 at 12.00 P.M. at the Registered Office of the Company at 86 Mall Road, Civil Lines, Ludhiana (Pb.) -141001 to transact the following business:

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 including Audited Balance Sheet as at March 31, 2019, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Ms. Gargee Sehgal, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Gargee Sehgal (DIN 08146678), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:-**

3. **To re-appoint Sh. Bharat Soni as an Independent Director of the Company and in this regard to consider and if though fit, to pass with or without modifications, the following resolution as Special Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Sh. Bharat Soni (DIN: 06705085), who was appointed as an Independent Director of the Company for a term of five years up to 25<sup>th</sup> Annual General Meeting, by the members at the 20<sup>th</sup> Annual General Meeting held on 27 September 2014, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years from conclusion of this Annual General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting, not liable to retire by rotation.”



**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board  
For Northlink Fiscal and Capital Services Limited**

Place: Ludhiana  
Date: 14.08.2019

sd/-  
(Shamli Maria)  
Chairman cum Managing Director  
DIN 02915048  
62-B, Kitchlu Nagar  
Ludhiana-141001

**NOTES:**

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial services Limited.
- v) The register of members and the share transfer book of the company will remain closed from 22.09.2019 to 30.09.2019 (both days inclusive).
- vi) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company Depository Participant(s). Members who have received the Notice of



AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.

- vii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- viii) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- ix) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- x) M/s. B.K. Gupta & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- xi) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges.
- xii) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means.
- xiii) **The instructions for shareholders voting electronically are as under:**
  - a. The Members whose name appears in the Register of Members of the Company as on 21.09.2019 (CUT OFF DATE) may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 27.09.2019 at 9:00 A.M. and ends on 29.09.2019 at 05:00 P.M. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
  - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
  - c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - d. Click on "Shareholders" tab.
  - e. Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).</li></ul>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <Northlink Fiscal & Capital Services Limited> on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option



YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- n. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non Individual Shareholders and Custodians
  - Non Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 21.09.2019 may follow the same instructions as mentioned above for e-voting.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and Client ID for identification.



- Members are requested to notify the any of the change in name, address with pin code or any other particular o the RTA to ensure quick delivery of letters and quote their folio/client ID & DP ID in all correspondence.

**By Order of the Board  
For Northlink Fiscal and Capital Services Limited**

sd/-  
(Shamli Maria)  
Chairman cum Managing Director  
DIN 02915048  
62-B, Kitchlu Nagar,  
Ludhiana-141001

Place: Ludhiana  
Date: 14.08.2019

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 3**

At the 20<sup>th</sup> Annual General Meeting held on Sep 27, 2014, the members of the Company had appointed Sh. Bharat Soni (DIN: 06705085) as an Independent Director of the Company, to hold office for a period of 5 years (“first term”).

Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Sh. Bharat Soni as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company. The Board, based on the recommendation of the Nomination and Remuneration Committee, proposed to re-appoint Sh. Bharat Soni as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Sh. Bharat Soni is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 (“the Act”), and has given his consent to act as a director. The Company has also received declaration from Sh. Bharat Soni that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.





Sh. Bharat Soni is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Sh. Bharat Soni may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

As per Sec 149 (10) an Independent Director, if eligible, shall be re-appointed for the second term by the members after passing special resolution. So Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

**Information pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the directors seeking appointment/re-appointment in the AGM.**

Name of the Director	Ms. Gargee Sehgal	Sh. Bharat Soni
Date of Birth	20/07/1994	14/12/1985
Date of Appointment	08/06/2018	01/04/2013
Qualification	Graduate	Graduate
Expertise in Specific functional Area	Business Executive having focus on implementation of policies of the company to enhance the market.	12 Years of Experience in Service Sector
No. of Shares Held in the Company	NIL	100
Directorships held in other companies	NIL	NIL
Position held in mandatory committees of other companies	NIL	NIL
Relationship with other Directors	Not related to any director of the company	Not related to any director of the company

**By Order of the Board**  
**For Northlink Fiscal and Capital Services Limited**

Place: Ludhiana  
Date: 14.08.2019

sd/-  
(Shamli Maria)  
Chairman cum Managing Director  
DIN 02915048  
62-B, Kitchlu Nagar,  
Ludhiana-141001



## **DIRECTORS' REPORT**

**Dear Members**

Your Directors have the pleasure in presenting the 25<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2019.

## **FINANCIAL RESULTS**

<b>Particulars</b>	<b>Amount (Rs. In Lakh)</b>		
	<b>2018-19</b>	<b>2017-18</b>	<b>2016-17</b>
Operating and other income	904.92	416.52	419.63
Profit/(Loss) before Depreciation, exceptional and extra ordinary items and tax	26.37	24.68	22.79
Less: Depreciation	(17.64)	(15.87)	(13.13)
Profit/(Loss) for the year after depreciation before Tax and exceptional and extra ordinary items	8.73	8.81	9.66
Less: Exceptional and extra ordinary items	---	---	---
Profit/ (Loss) before Tax	8.73	8.81	9.66
Less: Transfer to Statutory Reserve	(1.75)	(1.76)	(1.93)
Less: Provision for taxation	(3.96)	(1.68)	(2.33)
Adjustment of Deferred Tax	(8.71)	0.20	(0.40)
Profit/(Loss) after Tax	(5.69)	5.57	5.00

## **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year under review, your company's operating and other income was Rs. 904.92 Lakh (previous year Rs. 416.52 Lakh). The company has suffered net loss of Rs 5.69Lakh (Previous year profit of Rs. 5.57 Lakh) during the period under review.

## **INFORMATION ON STATE OF COMPANY'S AFFAIR**

The Company was incorporated in the year 1994 and started its commercial operations on 30.12.1994. The Company is a NBFC registered with Reserve Bank of India vide Certificate No.06.00130 dt.09.09.1998 issued by Reserve Bank of India, Chandigarh.

## **DIVIDEND**

During the year under review, the Company has suffered net losses of Rs. 5.69 Lakh. Thus, your directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2019.

## **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.



### **TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013**

During the year under review, the company has earned gross profits of Rs. 8.73 Lakh and Rs. 1.75 lakh is being transferred to Statutory Reserves.

### **CHANGES IN SHARE CAPITAL**

There is no Change in the authorized share capital and paid up capital of the company during the financial year 2018-19.

### **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186**

Company being a NBFC, provisions of section 186 does not applicable except provision (1), which states company cannot invest in more than two layers of investment company. Details regarding loans, investment and guarantees provided in the notes of accounts of financial statements attached with this report.

### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Pursuant to Section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company required to disclose information related to remuneration paid during the year. The detailed information in this regard is annexed to this report as "Annexure I".

### **RELATED PARTY TRANSACTIONS**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Board of Directors of the company has adopted Related Party Transaction Policy and same is available on the following link <http://www.northlink.co.in/related-party-policy.pdf>

Further all the necessary details of transaction entered with the related parties as defined under Section 188 of the Companies Act, as defined under Section 2 (76) of the said Act are attached herewith in form No. AOC-2 for your kind perusal and information as "Annexure II".

### **EXTRACT OF ANNUAL RETURN IN FORM MGT-9 AS PER THE REQUIREMENT OF SECTION 92(3), SECTION 134(3) (a) AND RULE 11 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

The extract of Annual Return, i.e. MGT-9, for the financial year 2017-18 has been enclosed with this report as "Annexure III".

### **AUDITOR'S**

#### **I) Statutory Auditors**

At the 24th annual general meeting of the company held on 26.09.2018 M/s. Parmod G Gupta & Associates, Chartered Accountants, Ludhiana, (FRN 018870N), were appointed as statutory auditor of the company to hold the office till the conclusion of 29th AGM of the company in terms of provisions of section 139(1) of the Companies Act, 2013.



Further, the Statutory Auditors of the Company have submitted Auditors' Report on the accounts of the Company for the accounting year ended 31st March, 2019. The Auditors' Report is self-explanatory and requires no comments.

## **II) Secretarial Auditors**

B.K Gupta & Associates, Company Secretaries, Ludhiana has been appointed as Secretarial Auditors of the Company by board in their meeting held on 30.05.2017 to conduct the Secretarial Audit for the financial year 2018-19.

The Secretarial Auditors of the Company have submitted their Report in Form MR-3 as required under Section 204, of the Companies Act, 2013 for the financial year ended 31st March, 2019. The Report forms part of this report as Annexure IV.

## **III) Internal Auditors**

The audit plan is aimed at evaluation of the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures, compliance with laws and regulations. Based on the reports of internal audit function process owners undertake corrective action in their respective areas. Significant audit observations and corrective actions thereon are presented to the Audit Committee of Board. Sh. Umesh Sharma has been appointed as an Internal Auditor of the company under section 138 of Companies Act, 2013 to conduct internal audit of functions and activities of the company.

## **INVESTOR SERVICES**

The Company is committed to provide the best services to the shareholders/ investors. M/s Skyline Financial Services Private Limited, New Delhi is working as Registrars and Share Transfer Agents (RTA) of the Company for transfer, dematerialization of shares and other investor related services. No correspondence/enquiry from any shareholder/investor is pending with the company for reply.

## **DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134(3) (I) OF THE COMPANIES, ACT 2013**

No material changes and commitments have taken place between the end of the financial year of the Company to which Balance Sheet relates and date of report, which affects the financial position of the Company.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption has not been furnished considering the nature of activities undertaken by the company during the year under review. There are no foreign exchange earnings.

## **CHANGES IN NATURE OF BUSINESS**

There is no change in the nature of Business during the year under review.



## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

The Company has no Subsidiary/Joint Venture or Associate companies.

## **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- In accordance with provisions of Articles of Association of the Company, Ms. Gargee Sehgal is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors recommended her appointment for consideration of the members at the ensuing Annual general Meeting.
- Board of Director recommend the second term of appointment of Sh. Bharat Soni as an Independent Director by the members of the company at the ensuing annual general meeting of the company.

In terms of the requirement of regulation 17(1A) of the Listing Regulations, special resolution for appointment/continuation of directorship in the Company of directors who have attained or will attain the age of 75 years forms part of the notice of the ensuing AGM.

Further as per Sec 149 (10) an Independent Director, if eligible, shall be re-appointed for the second term by the members only after passing special resolution.

Accordingly, resolutions seeking approval of the members for the aforementioned appointments/re-appointments forms part of notice convening the 25th AGM.

## **DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149 OF THE COMPANIES ACT, 2013**

Presently, the Company has two Independent Directors namely, Sh. Bharat Soni & Sh. Inderjit Singh Jassal who has given declaration that they meet the eligible criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

## **STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **NUMBER OF MEETINGS**

During the Financial year 2018-19, 5 meetings of Board of Directors and 4 Meetings of Audit Committee, 3 Meetings of the Stakeholders Relationship Committee and 2 meeting of Nomination and Remuneration Committee of the company were held. Detailed information about the meetings is given in Corporate Governance Report which forms the part of Annual Report.

## **RISK MANAGEMENT POLICY**

The policy establishes the process for the management of risk faced by the Company. The aim of risk management is to maximize opportunities in all activities and to minimize adversity. This policy applies to all activities and processes associated with the normal



operations of Northlink Fiscal and Capital Services Limited. The Board of Directors has adopted Risk Management Policy and same is available on the following link <http://www.northlink.co.in/Risk+Management+Policy.pdf>

### **EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEE AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) OF THE COMPANIES ACT**

Pursuant to the above said provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, directors individually as well as the evaluation of the Committees as per the Criteria laid down in the Nomination Remuneration Evaluation policy. Further the Independent directors have also reviewed the performance of the Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the Company taken into account the views of the Executive Directors and Non-Executive Directors vide there separate meeting held on 30.03.2019 at the registered office of the Company.

### **AUDIT COMMITTEE**

Pursuant to the provisions of Section 177 of Companies Act, 2013 and provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has constitute Audit Committee with the objectives to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy.

Details regarding Audit Committee are given in the Corporate Governance Report which forms the part of this Annual Report.

### **DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178(3)**

Pursuant to the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company constituted Nomination & Remuneration Committee. The said Committee was framed, adopted and recommended "Nomination & Remuneration Evaluation Policy" for Directors, KMP and Senior Management Personnel. The said policy forms the part of this report which is annexed at "Annexure V".

### **DISCLOSURE IN RELATION TO VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Policy is formulated to provide opportunity to employees and directors to report to management concerns about unethical behaviour, actual or suspended fraud or violation of the Code of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors who express their concerns and also provides for direct access to Chairman/ Members of Audit Committee in exceptional cases. The policy is applicable to all employees and directors of the Company.



The policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board may be accessed on the Company's website at the link:

<http://www.northlink.co.in/Whistle%20Blower%20Policy.pdf>

### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

(a)	In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
(b)	They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
(c)	They had taken proper and sufficient care 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)	They had prepared the annual accounts on a going concern basis; and
(e)	They had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
(f)	They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Corporate Governance together with Auditor's Certificate on compliance with this regard and Managing Director's declaration in this regarding compliance of code of conduct by Board Members and Senior Management Personnel is attached and forms part of this Annual Report.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report as required under the Regulation 34 (2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith and forms the part of this Annual Report.

### **GENERAL DISCLOSURE**

Your Director state that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under Review.

1. Details relating to Deposits covered under Chapter V of the Companies Act, 2013 and provisions of RBI Act, 1934.
2. Issue of Equity Shares with Differential right, as to dividend, voting or otherwise
3. Issue of shares with including Sweat Equity Shares to employees of the company under any scheme.
4. No significant or Material order were passed by the regulators or courts or tribunal which impact the going concern states and company's operation in future, your director further state that during the year under review, there were no case filed pursuant to sexual harassment of women at workplace (Prevention, prohibition and Redressal) Act, 2013.



## **ACKNOWLEDGEMENTS**

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and look forward to the continuance of this supportive relationship in future.

Your Directors also places on record their deep sense of appreciation for the devoted services of the employees during the period under review.

**By Order of the Board**  
**For Northlink Fiscal and Capital Services Limited**

Place: Ludhiana  
Date: 14.08.2019

sd/-  
(Shamli Maria)  
Chairman cum Managing Director  
DIN 02915048  
62-B, Kitchlu Nagar,  
Ludhiana-141001





**Annexure I**

**Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**(1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:**

Median remuneration of all employees of the Company for the F.Y. 2018-19.	1,43,755
The Percentage increase/decrease in the median remuneration of employees in the F. Y. 2018-19.	49%
The number of permanent employees on the roll of the Company as on 31.03.2019.	9

<b>Name of Director/ KMP</b>	<b>Remuneration of Director/ KMP for F.Y. 2018-19</b>	<b>Ratio of Remuneration to median remuneration of all employees</b>	<b>% increase in remuneration in the F.Y. 2018-19.</b>
<b>Independent Directors</b>			
Sh. Inderjit Singh Jassal	Nil	N.A	Nil
Sh. Bharat Soni	Nil	N.A	Nil
<b>Executive Directors/KMP</b>			
*Sh. Sunny Maria,	99,000	0.69	10.00
Smt. Shamli Maria, (M.D.)	3,48,000	2.42	16.00
Mr. Sahil (CS)	2,70,000	1.88	N.A.
Sh. Sunil Dutt Maria (CEO)	Nil	Nil	Nil
Smt. Anuradha Rani (CFO)	Nil	Nil	Nil

**Notes:-**

- Sh. Sunny Maria Director of the company has been resigned from the board w.e.f. 15.08.2018.
- There has been average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2018-19 were 99.86% whereas there increases in the managerial remuneration for the same financial year is stated above.
- It is hereby affirmed that remuneration paid is as per the remuneration policy of the Company.
- No employee of the company drawn remuneration of more than Rs. One Crore and Two Lakh during the year 2018-19.



**Annexure-II**

**FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain Arm's length transaction under third proviso thereto.

**• Details of contracts or arrangements or transactions at Arm's length basis.**

Sr. No.	Particulars	Details	Details	Details	Details	Details
a)	Name (s) of the related party & nature of relationship	Shivalik Construction Company (Partnership firm of Director's Relative)	Shivalik Public Welfare Trust (CEO of the company is president of the trust)	Mr. Vaidant Khanaa (Director's Relative)	Mr. Sunny Maria (Director's Relative)	1. Shivalik Public Welfare Trust 2. New Senior Sec. School (CEO of the company is president in both above) 3. Shivalik Spinning General Mills (Partnership firm of Directors and their relatives.
b)	Nature of contracts/arrangements/transaction	Rent Paid	Rent Paid	Salary Paid	Salary Paid	Sale of Materials
c)	Duration of the contracts/arrangements/transaction	5 Years	5 Years	3 Years	3 Years	On Commercial Basis
d)	Salient terms of the contracts or arrangements transaction including the value, if any	Rs. 10,000 per month	Rs. 10,000 per month	Rs. 24,200 per month	Rs. 22,000 per month	Current Market Rate
e)	Date of approval by the Board	30.05.2018	30.05.2018	30.05.2018	14.08.2018	30.05.2018
f)	Amount paid as advances, if any	Nil	Nil	Nil	Nil	Nil



**Annexure III**

**FORM -MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended 31<sup>st</sup> March, 2019**  
(Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12 (1) of Companies  
(Management & Administrations) Rules, 2014)

**I. REGISTRATION AND OTHER DETAILS:**

<b>1</b>	CIN	L65921PB1994PLC015365
<b>2.</b>	Registration Date	28/11/1994
<b>3.</b>	Name of the Company	Northlink Fiscal And Capital Services Limited
<b>4.</b>	Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
<b>5.</b>	Address of the registered office and contact details	86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001
<b>6.</b>	Whether Listed Company	Yes
<b>7.</b>	Name, Address and contact details of Registrar & Transfer Agent, if any	Skyline Financial Services Private Limited, D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Tel: 011 64732681-88

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

<b>S. No.</b>	<b>Name and Description of main products/services</b>	<b>NIC Code of the product/service</b>	<b>% to total turnover of the Company</b>
1.	Wholesale of construction materials	46632	91.12%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY:**

<b>S. No.</b>	<b>Name and Description of the Company</b>	<b>CIN/GLN</b>	<b>Holding/Subsidiary /Associate</b>	<b>% of Shares Held</b>	<b>Applicable Section</b>
Not Applicable					



#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

##### I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [01.04.2018]				No. of Shares held at the end of the year [31.03.2019]				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	3822995	---	3822995	72.82	3002495	----	3002495	57.19	(15.63)
b) Central Govt.	----	----	----	----	----	----	----	----	----
c) State Govt.(s)	----	----	----	----	----	----	----	----	----
d) Bodies. Corp.	----	----	----	----	----	----	----	----	----
e) Banks/FI	----	----	----	----	----	----	----	----	----
f) Any Other	----	----	----	----	----	----	----	----	----
<b>Sub-total (A) (1) :-</b>	<b>3822995</b>	<b>---</b>	<b>3822995</b>	<b>72.82</b>	<b>3002495</b>	<b>----</b>	<b>3002495</b>	<b>57.19</b>	<b>(15.63)</b>
<b>(2) Foreign</b>									
a) NRIs- Individuals	----	----	----	----	----	----	----	----	----
b) Other- Individuals	----	----	----	----	----	----	----	----	----
c) Bodies- Corp	----	----	----	----	----	----	----	----	----
d) Banks/FI	----	----	----	----	----	----	----	----	----
e) Any Other	----	----	----	----	----	----	----	----	----
<b>Sub-total (A) (2) :-</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>
<b>Total shareholding Of Promoter (A)=(A)(1)+(A)(2)</b>	<b>3822995</b>	<b>---</b>	<b>3822995</b>	<b>72.82</b>	<b>3002495</b>	<b>----</b>	<b>3002495</b>	<b>57.19</b>	<b>(15.63)</b>
<b>B. Public Shareholding</b>									
1. Institution	----	----	----	----	----	----	----	----	----



## NORTHLINK

Fiscal and Capital Services Ltd.

a) Mutual Funds	----	----	----	----	----	----	----	----	----
b) Banks/FI	----	----	----	----	----	----	----	----	----
c) Central Govt	----	----	----	----	----	----	----	----	----
d) State Govt	----	----	----	----	----	----	----	----	----
e) Venture Capital Fund	----	----	----	----	----	----	----	----	----
f) Insurance Companies	----	----	----	----	----	----	----	----	----
g) FIIs	----	----	----	----	----	----	----	----	----
h) Foreign Venture Capital Funds	----	----	----	----	----	----	----	----	----
i) Other (Specify)	----	----	----	----	----	----	----	----	----
<b>Sub-total (B)(1)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institution</b>									
a) Bodies Corp.	5753	2900	8653	0.17	826448	2900	829348	15.80	15.63
i) Indian	----	----	----	----	----	----	----	----	----
ii) Overseas	----	----	----	----	----	----	----	----	----
b) Individual	----	----	----	----	----	----	----	----	----
i) Individual Shareholders Holding nominal Share capital Upto Rs. 1 Lakh	10650	155500	166150	3.16	10455	155500	165955	3.16	----
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	1111981	109300	1221281	23.26	1111981	109300	1221281	23.26	----
c) Other (NRI, HUF, & Clearing Members)	30921	0	30921	0.60	30921	0	30921	0.60	----
<b>Sub-total (B) (2):-</b>	<b>1159305</b>	<b>267700</b>	<b>1427005</b>	<b>27.18</b>	<b>1979805</b>	<b>267700</b>	<b>2247505</b>	<b>42.81</b>	<b>15.63</b>



## NORTHLINK

Fiscal and Capital Services Ltd.

<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1159305</b>	<b>267700</b>	<b>1427005</b>	<b>27.18</b>	<b>1979805</b>	<b>267700</b>	<b>2247505</b>	<b>42.81</b>	<b>15.63</b>
C. Shares held by custodian for GDRs & ADRs	----	----	----	----	---	---	---	---	---
<b>Grand Total (A+B+C)</b>	<b>4982300</b>	<b>267700</b>	<b>5250000</b>	<b>100.0</b>	<b>4982300</b>	<b>267700</b>	<b>5250000</b>	<b>100</b>	

### (ii) Shareholding of Promoters

S.N.	Shareholder's Name	Shareholding at the beginning of the year [01.04.2018]			Shareholding at the end of the year [31.03.2019]			% 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.	Sunny Maria	204000	3.89	----	4000	0.08	----	(3.81)
2.	Shamli Maria	856291	16.31	----	596791	11.37	----	(4.94)
3.	Gauri Khanna	941800	17.94	----	821800	15.65	----	(2.29)
4.	Aarti Thapar	713080	13.58	----	593080	11.30	----	(2.28)
5.	Sunil Dutt Maria	800	0.02	----	----	----	----	(0.02)
6.	Anuradha Rani	200	0.01	----	----	----	----	(0.01)
7.	Nitika Khanna	1106824	21.08		986824	18.80	----	(2.28)
	<b>TOTAL</b>	<b>3822995</b>	<b>72.82</b>	----	<b>3002495</b>	<b>57.19</b>	----	<b>(15.63)</b>

### (iii) (a) Change in Promoter's Shareholding

S. N.	Particulars	Shareholding at the beginning of the year [01.04.2018]		Cumulative shareholding during the year	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
	At the beginning of the year	3822995	72.82		
	Change during the year Sale / Purchase as on 31.03.2019	(8,21,000) 500			
	At the end of the year			3002495	57.19



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

S.N.	Particulars	Shareholding at the beginning of the year [01.04.2018]		Cumulative shareholding during the year [31.03.2019]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
	<b>For Each of the Top 10 Shareholders</b>				
<b>1.</b>	<b>KOTAK MAHINDRA BANK LTD</b>	--	--		
	At the beginning of the year	---	---		
	Acquired during the year 21.06.2018				
	At the end of the year			821500	15.64
<b>2.</b>	<b>KEWAL KRISHAN</b>				
	At the beginning of the year	385043	7.33	---	---
	At the end of the year			385043	7.33
<b>3.</b>	<b>RAJESH KHANNA</b>				
	At the beginning of the year	290980	5.54	---	---
	At the end of the year	---	---	290980	5.54
<b>4.</b>	<b>Balwinder Singh</b>				
	At the beginning of the year	235958	4.49	---	---
	At the end of the year			235958	4.49
<b>5.</b>	<b>Rahul Sharma</b>				
	At the beginning of the year	200000	3.81	---	---
	At the end of the year			200000	3.81
<b>6.</b>	<b>PRABHA RANI</b>				
	At the beginning of the year	48000	0.91	---	---
	At the End of the year	---	---	48000	0.91



S.N.	Particulars	Shareholding at the beginning of the year [01.04.2018]		Cumulative Shareholding during the year [31.03.2019]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
<b>7.</b>	<b>SATISH KUMAR</b>				
	At the beginning of the year	39600	0.75	---	---
	At the end of the year	---	---	39600	0.75
<b>8.</b>	<b>SAUMIL DINESHKUMAR HALANI</b>				
	At the beginning of the year	25000	0.47	---	---
	At the end of the year	---	---	25000	0.47
<b>9.</b>	<b>KAMAL KISHORE</b>				
	At the beginning of the year	21700	0.41	---	---
	At the end of the year	---	---	21700	0.41
<b>10.</b>	<b>MANMOHAN</b>				
	At the beginning of the year	5800	0.11	---	---
	At the end of the year	---	---	5800	0.11





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

Sr. No.		Shareholding at the beginning of the year (01.04.2018)		Shareholding at the end of the year (31.03.2019)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares Of the Company
<b>A)</b>	<b>Name of the Directors</b>				
1.	Sunny Maria	204000	3.89	4000	0.08
2.	Shamli Maria	904600	17.23	596791	11.37
3.	Bharat Soni	100	0.001	100	0.001
4.	Gargee Sehgal	0	0.00	0	0.00
5.	Inderjit Singh	0	0.00	0	0.00
<b>B)</b>	<b>Key Managerial Personnel</b>				
1.	Anuradha Rani (CFO)	200	0.01	----	-----
2.	Sunil Dutt Maria (CEO)	800	0.02	----	-----
3.	Sahil (CS)	0	0.00	0	0.00

- Sunny Maria has been resigned from the board w.e.f. 15.08.2018.
- 

**(VI) INDEBTEDNESS**

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

Particular	Secured Loans Excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	49,92,905.65	7,40,000	Nil	57,32,905.65
(ii) Interest due but not paid	Nil	Nil	Nil	Nil
(iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>49,92,905.65</b>	<b>7,40,000</b>	<b>Nil</b>	<b>57,32,905.65</b>
<b>Changes in Indebtedness during the Financial year</b>				
• Addition	41,89,736.00	Nil	Nil	41,89,736.00
• Reduction	(31,67,948.65)	(2,90,000)	Nil	(34,57,948.65)
<b>Net Change</b>	<b>10,21,787.35</b>	<b>(2,90,000)</b>	<b>Nil</b>	<b>7,31,787.35</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	60,14,693.00	4,50,000	Nil	64,64,693.00
(ii) Interest due but not paid	Nil	Nil	Nil	Nil
(iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>60,14,693.00</b>	<b>4,50,000</b>	<b>Nil</b>	<b>64,64,693.00</b>



## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Sunny Maria (Director)	Shamli Maria (M.D.)	
1.	Gross Salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c ) Profits in lieu of salary under section 17(3) Income-tax Act,1961	99,000	3,48,000	4,47,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission -as % of profit -others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	99,000	3,48,000	4,47,000
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013		

### B. Remuneration to other directors.

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Inderjit Singh Jassal	Bharat Soni	
1.	Independent Directors <ul style="list-style-type: none"> <li>• Fee for attending board/ Committee meetings</li> <li>• Commission</li> <li>• Others, Please specify</li> </ul>	-	-	-
	Total (1)			
	Other Non-Executive Directors <ul style="list-style-type: none"> <li>• Fee for attending board/ Committee meetings</li> <li>• Commission</li> <li>• Others, Please specify</li> </ul>	-	-	-
	Total (2)	-	-	-
	Total (B)+(1)+(2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-



**C. Remuneration to key managerial personnel other than MD/MANAGER/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Sunil Dutt Maria (CEO)	Sahil (CS)	Anuradha Rani (CFO)	
	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c )Profits in lieu of salary under section 17(3) Income-tax Act,1961	0	2,70,000	0	2,70,000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission -as % of profit - others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	0	2,70,000	0	2,70,000

**VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:-**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment /Compounding Fee imposed	Authority [RD/NCLT /COURT]	Appeal Made, if Any (give Details)
<b>A. COMPANY</b>					
<b>B. DIRECTORS</b>					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



**SECRETARIAL AUDIT REPORT (FORM MR-3)**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

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

To  
The Members  
Northlink Fiscal and Capital Services Limited  
86 Mall Road, Civil Lines,  
Ludhiana-141001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Northlink Fiscal and Capital Services Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings :- Not Applicable during the audit period
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable during the audit period;



- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:- Not applicable during the audit period;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:- Not applicable during the audit period;
  - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:- Not applicable during the audit period
  - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:- Not applicable during the audit period.
- (vi) We have relied on the representation made by the Company & its Officers that company does not have any manufacturing unit so the other acts such as Environmental Laws & Labour Laws are not applicable to the company during the audit period.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited & Metropolitan Stock Exchange of India Limited;

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

### **We further report that**

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

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

Majority decisions are carried through while the dissenting members' views are captured and recorded as part of minutes if any.

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

Key Observation: - Mr. Sunny Maria, who was disqualified under the provision of Sec 164 (2) of Companies Act, 2013 has been resigned during the year under review.



**For B.K. Gupta & Associates,  
Company Secretaries**

Place: - Ludhiana  
Date: - 14.08.2019

sd/-  
(Bhupesh Gupta)  
FCS No.:4590  
C.P. No.: 5708

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

**Annexure:-A**

**To  
The Members  
Northlink Fiscal and Capital Services Limited  
86 Mall Road, Civil Lines,  
Ludhiana-141001**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For B.K. Gupta & Associates,  
Company Secretaries**

Place: - Ludhiana  
Date: - 14.08.2019

sd/-  
(Bhupesh Gupta)  
FCS No.:4590  
C.P. No.: 5708



## **NOMINATION AND REMUNERATION POLICY OF THE COMPANY**

(u/s 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### **1. PREFACE:**

In pursuance of the Northlink Fiscal and Capital Services Limited policy to consider human resources as its invaluable assets, to pay appropriate remuneration to all Directors, Key Managerial Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been re-constituted by the Board of Directors in their meeting held on 10<sup>th</sup> December, 2015.

In order to align with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board re-constituted "Nomination and Remuneration Committee" on 10<sup>th</sup> December, 2015.

### **2. OBJECTIVES:**

- a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- b) To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the similar industry.
- c) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- d) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

### **3. DEFINITIONS:**

**(a) Key Managerial Personnel:**

- (i) Managing Director;
- (ii) Company Secretary;
- (iii) Chief Executive officer
- (iv) Chief Financial Officer; and
- (v) Such other officer as may be prescribed.



- (b) Senior Management:** Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the Executive Directors including all functional heads.

#### **4. APPLICABILITY:**

##### **The Policy is applicable to:**

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

#### **5. ROLE OF COMMITTEE:**

##### **The role of the Committee, inter alia, will be the following:**

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- b) to recommend to the Board the appointment and removal of Senior Management;
- c) To carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;
- d) To recommend to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management;
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g) to devise a policy on Board diversity;
- h) to develop a succession plan for the Board and to regularly review the plan.

#### **6. MEMBERSHIP:**

- a) The Committee shall consist of a minimum 3 non-executive directors, out of which half shall be independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

#### **7. CHAIRMAN:**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.





## **8. FREQUENCY OF MEETINGS:**

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

## **9. COMMITTEE MEMBERS' INTERESTS:**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## **10. SECRETARY:**

The Company Secretary of the Company shall act as Secretary of the Committee.

## **11. VOTING:**

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

## **12. NOMINATION DUTIES:**

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness.
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the provisions provided under the Companies Act, 2013.
- c) Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board.
- d) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan.
- e) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective.
- f) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- g) Due to reasons for any disqualification mentioned in the Companies Act, 2013 read with rules made there under, recommending, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel.
- h) Delegating any of its powers to one or more of its members of the Committee.
- i) Recommend any necessary changes in this policy to the Board.
- j) Considering any other matters as may be required by the Board.



**13. REMUNERATION DUTIES:**

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company.
- c) To delegate any of its powers to one or more of its members of the Committee.
- d) To consider any other matters as may be required by the Board.

**14. MINUTES OF COMMITTEE MEETING:**

The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.

**15. EFFECTIVE DATE & AMENDMENTS:**

This policy will be effective from 10<sup>th</sup> December, 2015 and may be amended subject to the approval of Board of Directors.



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Non-Banking Financial Companies (NBFCs) have become an integral part of India's financial system. In recent times NBFCs have emerged as lenders to both companies and individuals. When it comes to lending, NBFCs are generally regarded to be complementary to banks and are often able to offer better services and products to their customers. In spite of strong competition face by the NBFCs, the inner strength of NBFCs viz. local knowledge, credit appraisal skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client, are catering to the needs of small and medium enterprises in the rural and semi urban areas. NBFCs are playing significant role in financing needs and have reached the gross root level through Micro finance.

- **Opportunities and Threats**

#### **OPPORTUNITIES & THREATS, RISKS & CONCERNS, PERFORMANCE AND OUTLOOK**

The company bears the normal risk in terms of inherent business risk in the kind of business the company is into. The Board of the company has taken a balanced approach for investing in these activities. After bad experience in the past, the Board is adopting a cautious approach and not an aggressive one. After stabilization for existing business, the company will foray into other related areas to have good growth in future.

- **INTERNAL CONTROL AND THEIR ADEQUACY**

Internal control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place and further supplemented by MIS which provided for planned expenditure and information in disposal and acquisition of assets.

- **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Company has achieved a turnover of Rs. 416.52 Lakh and has earned profit of Rs. 5.57 Lakh during the year under review.



- **MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATION FRONT, INCLUDING NO. OF PEOPLE EMPLOYED**

Your company continues to lay great stress on its most valuable resource people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety products and services to the customers of the company.

The company had employed 9 persons during the financial year 2018-19.

- **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis Report describing our company objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence company operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factor.



## **CORPORATE GOVERNANCE REPORT**

Corporate Governance is a set of systems, processes and principles which ensure that a Company is governed in the best interest of all stakeholders. It is about promoting fairness, equity, transparency, accountability and respect for laws. It provides a structure that works for the benefit of everyone concerned, by ensuring that the Company adheres to ethical standards, laws and accepted best practices.

The aim of 'Good Corporate Governance' is to manage affairs of the Company in a transparent manner in order to maximize long-term value of the Company for the benefits of its shareholders and all other stakeholders.

### **1. A brief statement on Company's Philosophy on code of Corporate Governance.**

This Report on Corporate Governance forms part of the Annual Report. Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices which ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society.

The Principles of Corporate Governance and Code of Business Principles are the cornerstones of your Company. Your Company believes these principles distinguish a well-managed Company from a not so well managed Company. These principles ensure transparency, integrity and accountability which are vital for the long and sustained growth of your Company.

Your Company has been practicing these principles long before these were made mandatory for listed Companies.

Your Company's endeavour has always been to engage persons of eminence as independent directors who can contribute to the corporate strategy, provide an external perspective and be a source of challenge and evaluation wherever appropriate. Your Company has the good fortune of having independent directors.

## **2. Board of Directors**

### **a) Size and composition of the Board**

The Company has a strong and broad-based Board consisting of five Directors with adequate blend of professionals, executive, non-executive and independent Directors. The Composition of the Board of Directors comprises of eminent and distinguished personalities, two of which are executive directors and three non-executive directors out of which two are an independent. The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors are given hereunder:-

**NORTHLINK**

Fiscal and Capital Services Ltd.

Name	Designation	Category	Number of Directors held#	Number of Board Committee memberships held@	Number of Board Committee Chairmanships held@	Name of listed entities where the person is a director and the category of directorship
*Sh. Sunny Maria	Managing Director	Promoter	2	-	-	-
**Smt. Shamli Maria	Managing Director	Promoter	1	1	-	-
Sh. Bharat Soni	Non-Executive	Independent	1	-	3	-
Sh. Inderjit Singh Jassal	Non-Executive	Independent	1	3	-	-
***Ms. Gargee Sehgal	Non-Executive	Non-Independent	1	2	-	-
**** Ms. Geeta Rani	Non-Executive	Non-Independent	1	-	-	-

@ Board Committee for this purpose includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee (Including Board Committee of Northlink Capital and Fiscal Services Limited).

- \* Sh. Sunny Maria has been resigned as Managing Director of the Company w.e.f. 15.08.2018.
- \*\* Smt. Shamli Maria designated as Chairman cum Managing Director of the Company w.e.f. 15.08.2018.
- \*\*\* Ms. Gargee Sehgal has been appointed as a Director of the Company w.e.f. 08.06.2018.
- \*\*\*\* Ms. Geeta Rani resigned from the Company w.e.f. 08.06.2018.

None of the Directors is a member of more than 10 Board level Committees or a Chairman of more than 5 such Committees as required under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**b) Number of Board Meetings**

During the year under review, Five (5) Board Meetings were held on the following dates:

Date of Board Meeting	Board Strength	Number of Directors present
30.05.2018	5	5
08.06.2018	6	6
14.08.2018	5	5
14.11.2018	4	4
14.02.2019	4	4



### c) Directors' Attendance Record and directorships held

The following table gives details of the Directors' Attendance Record at the Board Meetings

Name of the Director	Number of Board Meetings	
	Held	Attended
Sh. Sunny Maria	3	3
Smt. Shamli Maria	5	5
Smt. Geeta Rani	2	2
Sh. Bharat Soni	5	5
Sh. Indrejit Singh Jassal	5	5
Ms. Gargee Sehgal	4	4

- Sh. Sunny Maria has resigned as Managing Director of the Company w.e.f. 15.08.2018.
- Ms. Gargee Sehgal has been appointed Director of the Company w.e.f. 08.06.2018.
- Smt. Geeta Rani has been resigned as Director of the Company w.e.f. 08.06.2018.

### d) Criteria of Selection of Directors and Key Skills, Expertise, and Core Competencies of the Board:-

The Board of the Company comprises of eminent personalities and leaders in their respective fields. These members bring in the required skills, competence and expertise to the Board. These Directors are nominated based on well-defined selection criteria. The Nomination and Remuneration Committee, inter alia, considers qualification, positive attributes, area of expertise and number of directorships and memberships held in various committees of other companies by such persons in accordance with the company's Policy for selection of directors and determining directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

### e) Familiarisation Programme for Independent Directors

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the company's procedures and practices. Periodic presentations are made at the meeting of the board / committee on business and performance updates of the company, global business environment, business strategy and risks involved. Detailed presentations on the company's business segments were made at the separate meetings of the independent directors held during the year.

### f) List of core skills/expertise/competencies identified by the board of directors as required in the context of its business

In the opinion of the Board and the Board Governance, Nomination and Compensation Committee, the following is a list of core skills/expertise/competencies required in the context of the Company's business and which are available with the Board:



Wide management and leadership experience	Strong management and leadership experience including in areas of business development, investments and finance, international business, senior level management experience and academic background.
Strategy and planning	Ability to think strategically, identify and critically assess strategic opportunities and threats.
Diversity	Diversity of thought, experience, knowledge, perspective, gender and culture. Varied mix of strategic perspectives, and geographical focus with knowledge and understanding of key geographies.
Functional and managerial experience	Knowledge and skills in accounting and finance, business judgment, general management practices and processes, crisis response and management, industry knowledge, macro-economic perspectives, human resources, labour laws, international markets, sales and marketing, and risk management.
Personal values	Personal characteristics matching the Company's values, such as integrity, accountability, and high performance standards.

### **g) Board Committees**

The Board has constituted the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees. Recommendations/decisions of the committee are submitted to the Board for approval. The quorum for meetings is either two members or one third of the members of the committees, whichever is higher.

- **AUDIT COMMITTEE**

Your Company has audit committee as per requirement under Sec 177 of Companies Act 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

<b>Audit Committee Composition</b>				
<b>No.</b>	<b>Name</b>	<b>Designation</b>	<b>No of Meetings Held</b>	<b>Present in Meeting</b>
1	Sh. Bharat Soni	Chairman (Independent)	4	4
2	Sh. Inderjit Singh Jassal	Member (Independent)	4	4
3	Smt. Shamli Maria	Member (Non-Independent)	4	4

Sh. Bharat Soni (Chairman) and Sh. Inderjit Singh Jassal (Member) is an Independent Director of the company.

The committee met four times during the last year on 30.05.2018, 14.08.2018, 14.11.2018, and 14.02.2019. No Sitting Fees was paid during the year for attending meetings of Audit Committee.





• **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Your company has always approach for the best relationship with its stakeholders for this company has also Stakeholders Relationship Committee to resolve the grievances for the shareholders.

<b>Stakeholder Relationship Committee Composition</b>				
No.	Name	Designation	No of Meetings Held	Present in Meeting
1	Sh. Bharat Soni	Chairman (Independent)	3	3
2	Sh. Inderjit Singh Jassal	Member (Independent)	3	3
3	*Smt. Geeta Rani	Member (Non-Independent)	1	1
4.	*Ms. Gargee Sehgal	Member (Non-Independent)	2	2

The committee met three times during the last year on 30.05.2018, 14.08.2018, and 14.02.2019. No Sitting Fees was paid during the year for attending meetings of Stakeholders Relationship Committee. No investor grievance was pending on March 31, 2019.

\*Further Smt. Geeta Rani has been resigned from the office of the directorship as on 08.06.2018 so; Mr. Bharat Soni has been designated as Chairman of the Committee. Ms. Gargee Sehgal has been appointed as additional director in the board has been designated as member of the committee w.e.f. 08.06.2018.

• **NOMINATION AND REMUNERATION COMMITTEE**

Your Company has Nomination and Remuneration committee as per requirement under Sec 178 of Companies Act 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015. Composition of Nomination and Remuneration Committee which is as follows:-

<b>Stakeholder Relationship Committee Composition</b>				
No.	Name	Designation	No of Meetings Held	Present in Meeting
1	Sh. Bharat Soni	Chairman (Independent)	2	2
2	Sh. Inderjit Singh Jassal	Member (Independent)	2	2
3	*Smt. Geeta Rani	Member (Non-Independent)	1	1
4.	*Ms. Gargee Sehgal	Member (Non-Independent)	1	1



\*Further Smt. Geeta Rani has been resigned from the office of the directorship as on 08.06.2018 and Ms. Gargee Sehgal has been appointed as additional director in the board has been designated as member of the committee w.e.f. 08.06.2018.

The committee met two times as on 08.06.2018 and 14.08.2018 during the financial year 2017-19 for the evaluation of the board of directors/managerial personnel and their remuneration. No Sitting Fees was paid during the year for attending meeting of Nomination and Remuneration Committee.

### **3. Management**

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **4. Code of Conduct**

The Board has laid down a code of conduct for all Board members and Senior Management of the Company. All Board members and Senior Management Personnel have complied with the Code of Conduct. Declaration to this effect signed by the Chairman-cum-Managing Director is enclosed with the Annual Report.

### **5. Shareholders**

#### **a) Disclosures regarding appointment or re-appointment of Directors**

- i. Ms. Gargee Sehgal, Director of your company is liable to retire by rotation in the coming annual general meeting and being eligible recommend herself for re-appointment. Board considers her experience and recommends her re-appoint to the members.
- ii. The first term of 5 years of Mr. Bharat Soni (Independent Directors) of the of the company comes to an expire in the ensuing annual general meeting of the company. Considering the experience and performance of the director, Board of Directors recommend the second term of appointment of Sh. Bharat Soni as an Independent Director by the members of the company at the ensuing annual general meeting of the company.

#### **b) Communication to Shareholders**

The quarterly, half yearly and annual results are generally published in The Business Standard English Edition and Desh Sewak. (Punjabi).

#### **c) Compliance Officer**

Mr. Sahil Company Secretary is the Compliance Officer of the Company. He can be contacted for any investors' related matter relating to the Company. His contact nos. is 91-161-2449890 and e-mail ID is [northlink86mall@gmail.com](mailto:northlink86mall@gmail.com)



**d) General Body Meetings**

The details of last three Annual General Meetings were held as per the details given below:

Year	Venue	Date & Time	Any Special Resolution Passed
24 <sup>th</sup> AGM 2017-2018	86, Mall Road, Civil Lines, Ludhiana, (Pb.)-141001	26 <sup>th</sup> September, 2018 at 03:00 p.m.	No
23 <sup>rd</sup> AGM 2016-2017	86, Mall Road, Civil Lines, Ludhiana, (Pb.)-141001	27 <sup>th</sup> September, 2017 at 03:00 p.m.	No
22 <sup>nd</sup> AGM 2015-2016	86, Mall Road, Civil Lines, Ludhiana, (Pb.)-141001	24 <sup>th</sup> September, 2016 at 11:00 a.m.	No

**e) Postal Ballot:**

There was no resolution passed by the members through postal ballot during the financial year 2018-19.

**6. Means of Communication**

Timely disclosure of consistent, comparable, relevant & reliable information on corporate financial performance is at the core of good governance. Towards this end:

**a) Quarterly/Half Yearly/Annual Results:** Quarterly, half yearly and annual results of the company are sent to the stock exchanges immediately after they are approved by the Board.

**b) Publication of Quarterly/Half Yearly/Annual Results:** Quarterly, half yearly and annual results of the company are published in the prescribed format within 48 hours of the conclusion of the meeting of the Board, at least in one English national newspaper and in one vernacular newspaper of Punjab, where the registered office of the company is situated.

**Quarterly financial results during the financial year 2017-18 were published as detailed below”-**

Quarter Ended	Date of Board Meeting	Date of Publication	Name of Newspapers
30.06.2018	14.08.2018	17.08.2018	<ul style="list-style-type: none"> <li>• The Business Standard (English)</li> <li>• Desh Sewak (Punjabi)</li> </ul>
30.09.2018	14.11.2012	16.11.2018	
31.12.2018	14.02.2019	16.02.2019	
31.03.2019	30.05.2019	31.05.2019	

**(c) Website:** Quarterly, half yearly and annual results of the company are sent to the stock exchanges as well as displayed on Company’s website [www.northlink.co.in](http://www.northlink.co.in) at the time of its release to the media.

**7. General Shareholders Information**

The following information would be useful to our shareholders:



**a) Annual General Meeting**

Date & Time : 30.09.2019 at 12.00 P.M.

Venue : 86, Mall Road, Civil Lines, Ludhiana, Punjab-141001.

Financial Year: 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019.

**b) Financial Calendar:**

Last financial year of the Company was of twelve months from 1st April, 2018 to 31<sup>st</sup> March, 2019. Tentative financial calendar of the Company for the year 2019-2020 shall be as follows:

Board Meetings to take on record	Schedule
Financial Results for the quarter ending 30 <sup>th</sup> June, 2019	During August, 2019
Financial Results for the quarter ending 30 <sup>th</sup> Sep, 2019	During November, 2019
Financial Results for the quarter ending 31 <sup>st</sup> Dec, 2019	During February, 2020
Financial Results for the quarter ending 31 <sup>st</sup> March, 2020	During May, 2020

**c) Date of Book Closure:**

22.09.2019 to 30.09.2019 (both days inclusive)

**d) The shares of the Company are listed on the following stock exchange:**

Name and Address of Stock Exchanges	Stock Code
i. Bombay Stock Exchange Limited	539110
ii. Metropolitan Stock Exchange of India Limited	NFCSL

Company has paid listing fees for the financial year 2019-20 to the both the exchanges. There are no pending dues with Exchanges.

**e) Registrar & Transfer Agent**

Skyline Financial Services Private Limited

D-153-A, First Floor

Okhla Industrial Area, Phase-I

New Delhi- 110020

Phones: 011-64732681-88

Fax: 011-26812682

**E-mail: [admin@skylinerta.com](mailto:admin@skylinerta.com)**



**f) Market price data**

Monthly high and low prices of equity shares of Northlink Fiscal and Capital Services Limited at the Stock Exchange, Mumbai (BSE) in comparison to Sensex are given hereunder:-

Month	BSE			
	Share Prices		Sensex	
	High	Low	High	Low
April, 2018	31.20	31.20	35,213.30	32,972.56
May, 2018	--	--	35,993.53	34,302.89
June, 2018	--	--	35,877.41	34,784.68
July, 2018	--	--	37,644.59	35,106.57
August, 2018	--	--	38,989.65	37,128.99
September, 2018	--	--	38,934.35	35,985.63
October, 2018	--	--	36,616.64	33,291.58
November, 2018	--	--	36,389.22	34,303.38
December, 2018	--	--	36,554.99	34,426.29
January, 2019	32.00	32.00	36,701.03	35,375.51
February, 2019	--	--	37,172.18	35,287.16
March, 2019	--	--	38,748.54	35,926.94

Source: [www.bseindia.com](http://www.bseindia.com)

**g) Share transfers**

Share transfers are done by the Company's Registrar and Share Transfer agents Skyline Financial Services Private limited, New Delhi. Share transfers are registered and returned within a period of 30 days from the date of receipt.

**h) Dematerialization of Shares**

94.90 % of Equity Shares of the Company are in dematerialized form as on 31<sup>st</sup> March, 2019. The shares of the Company are available for dematerialization with both the depositories i.e. NSDL and CDSL vide ISIN No. **INE736P01019**

**i) Outstanding Convertible Instruments**

There are not any outstanding instruments stands as on 31.03.2019 which need to be converted into the equity share capital.

**j) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion dates and likely impact on equity:**

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments during the year.



**k) Shareholding Pattern:**

Shareholding pattern of Northlink Fiscal and Capital Services Limited as on March 31<sup>st</sup>, 2018 and March 31<sup>st</sup>, 2019 for the purpose of reporting in the Annual Report of the Company for the year 2018-19 is given as under:-

Category	As on 31.03.2019		As on 31.03.2018	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group	3002495	57.19	3822995	72.82
Mutual Funds/ UTI	---	---	---	---
Body Corporate	829348	15.80	8653	0.16
NRIs	30420	0.58	30420	0.58
Others	1387737	26.43	1387932	26.44
<b>Total</b>	<b>5250000</b>	<b>100.00</b>	<b>5250000</b>	<b>100.00</b>

**l) Distribution of Shareholding**

As on March 31<sup>st</sup>, 2019 the distribution of shareholding was as follows:

Range No of Shares	Shareholders		No. of Shares / Debentures	
	Number	% of Total No.	Number	% of Total No.
Up to 500	572	87.062	60142	1.146
501 to 1000	45	6.849	42662	0.813
1001 to 2000	10	1.522	16250	0.310
2001to 3000	5	0.761	13150	0.250
3001 to 4000	5	0.761	18300	0.349
4001 to 5000	5	0.761	22500	0.429
5001 to 10000	2	0.304	11220	0.214
10001 And Above	13	1.979	5065776	96.491
<b>Total</b>	<b>657</b>	<b>100.000</b>	<b>5250000</b>	<b>100.000</b>

**m) Address for Correspondence**

Northlink Fiscal and Capital Services Limited,  
Regd. Office: 86, Mall Road, Civil Lines,  
Ludhiana (Pb.)-141001  
Phone Nos. 0161-2449890



## **8) Disclosure**

### **a) Related Party Transactions**

Related Parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under paragraph no. 25 of the Notes to the Accounts attached with the financial statements for the year ended March 31, 2019.

The transactions with the related parties are neither materially significant nor they have any potential conflict with the interests of the Company at large. Also there has not been any non-compliance by the Company in respect of which penalties or strictures were imposed by Stock Exchange, SEBI or by any other statutory authority during the period under review.

### **b) Compliance made by the Company**

The Company has continued to comply with the requirements as specified in the SEBI Listing Regulations and other statutory authorities on all matters related to capital market and no penalties or strictures have been imposed on the Company by the stock exchanges, SEBI or any other authority on any matter related to capital market during the last three years. Further the company has received noticed from SEBI under regulation 29 of SEBI (SAST) Regulations, 2011 which has been duly submitted.

### **c) Vigil Mechanism**

The Company has whistle blower policy which acts as vigil mechanism and provides an opportunity to employees to access in good faith, to Audit Committee, in case they observe unethical and improper practices or any other alleged wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees. It is affirmed that no personnel has been denied access to Audit Committee during the year.

### **d) Compliance with mandatory requirements**

The Company has complied with all the applicable mandatory requirements and other applicable regulations of SEBI Listing Regulations.

### **e) Sexual Harassment of women at workplace**

There was no complaint received during the year 2018-19.

### **f) Holding and subsidiary companies**

The Company does not have any holding or subsidiary company.

### **g) Detail of utilization of fund raised through preferential allotment**

The company didn't raise any fund through preferential allotment during the year 2018-19. There is no change in the share capital of the company.

### **h) Total fees paid to statutory auditors**

The Company has paid Rs 60,000 to the statutory auditors for all services. The detail of the same is given in Note no. 21 of Notes forming part of financial statements. The Company has no subsidiary company.



**i) Certificate from company secretary in practice**

Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is given in this Annual Report.

**j) CEO and CFO Certificate**

Certificate from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) under Regulation 17 (8) and Regulation 34(3) of SEBI Listing Regulations is given in this Annual Report.

**k) Practicing Company Secretary's Certificate on Compliance**

Certificate from the Practicing Company Secretary under Regulation 34 (3) of SEBI Listing Regulations confirming compliance of conditions of corporate governance is given in this Annual Report.

**By Order of the Board  
For Northlink Fiscal and Capital Services Limited**

Place: Ludhiana  
Date: 14.08.2019

sd/-  
(Shamli Maria)  
Chairman cum Managing Director  
DIN 02915048  
62-B, Kitchlu Nagar,  
Ludhiana-141001





**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE ON COMPLIANCE OF CORPORATE GOVERNANCE**

**To  
The Members  
Northlink Fiscal and Capital Services Limited**

We have examined the compliance of the conditions of the Corporate Governance by Northlink Fiscal and Capital Services Limited for the year ended 31<sup>st</sup> March 2019, as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period April 01, 2018 to March 31, 2019.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and Management, we certify that:

- (i) The Paid-up Equity Share Capital of the Company as on March 31, 2019 is Rs. 5,25,00,000/- (Rupees Five Crores Twenty Five Lakh only).
- (ii) The Net Worth of the Company as on March 31, 2018 is Rs. 5,51,71,957/- (Rupees Five Crores Fifty One Lakh Seventy One Thousand Nine Hundred Fifty Seven only.)

Accordingly, as per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 compliance of conditions of Corporate Governance is not applicable on the Company. However, the Company has voluntarily complied with the conditions of the Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We state that no investor grievance is pending for a period of exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

**For B.K. Gupta & Associates  
Company Secretaries**

sd/-  
(Bhupesh Gupta)  
M.No:- 4590  
C.P. 5708

Date: - 14.08.2019  
Place: - Ludhiana



**CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)**

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We, Sh. Sunil Dutt Maria Chief Executive Officer & Smt. Anuradha Rani Chief Financial Officer of the Company hereby certify that :-

- a. We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 and to the best of our knowledge and belief;
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have not found any significant deficiencies in the design or operation of such internal controls;
- d. We have indicated to the Auditors and the Audit Committee that there are:
  - i. No significant changes in internal control over financial reporting during the year;
  - ii. No significant changes in accounting policies during the year; and
  - iii. No instances of significant fraud have come to our notice, which involve the management or an employee of the Company having significant role in the Company's internal control system.

**For Northlink Fiscal and Capital Services Limited**

sd/-	sd/-
(Sunil Dutt Maria)	(Anuradha Rani)
Chief Executive Officer	Chief Financial Officer

Place :- Ludhiana  
Date :- 14.08.2019



**Declaration by Chief Executive Officer under Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

I Sunil Dutt Maria Chief Executive Officer of the Company hereby certify that all the Members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management.

**For and on behalf of the Board  
For Northlink Fiscal and Capital Services Limited**

Place: - Ludhiana  
Date: - 14.08.2019

sd/-  
(Sunil Dutt Maria)  
Chief Executive Officer

**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

TO  
THE MEMBERS,  
NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED

As required by clause 10(i) of Part C of Schedule V read with regulation 34 (3) of Securities Exchange board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 I, hereby certify that none of the directors on the board of NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED have been debarred or disqualified from being appointed or continuing as director of company by the SEBI/MCA or any such statutory authority at any time during the financial year from 1<sup>st</sup> April 2018 to 31<sup>st</sup> March, 2019 except Mr. Sunny Maria who was disqualified under the provisions of Sec 164 (2) has resigned during the year under review.

Date: - 14.08.2019  
Place:-Ludhiana

**For B.K. GUPTA & ASSOCIATES  
Company Secretaries**

sd/-  
(BHUPESH GUPTA)  
FCS :- 4590  
COP No:- 5708



## INDEPENDENT AUDITOR'S REPORT

To  
The Members  
NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED

### **Report on Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the 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 March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, 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 audit opinion on the standalone financial statements.

#### **Key Audit Matters**

As all the matters are duly disclosed in the accompanying notes to accounts and financial statements so no other matters as a key audit matters is communicated except that the



company could not recovered the amount from the sundry debtors for Rs. 2000261.00 out of the amount outstand for more than 3 years.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone 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 our 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.

### **Managements' Responsibility for the Financial Statements**

The company's Board of Directors is responsible for the matters stated in Section 134 (5) of The Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under 133 of The Act, read 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 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.

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

### **Auditors' Responsibility**

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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter



should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss , other comprehensive income, statement of changes in Equity including Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under Section 133 of the Act 2013 read with the Rule read with Rule 7 of the Companies ( Accounts ) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act except the DIN No. 01006699 of Sh. Sunny Maria, Managing Director, appears as disqualified for non-filing of Annual Returns in case of Shivalik Spinning General Mills Pvt. Ltd. which had already resigned from the board during the year 2018-19.
  - 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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





- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The company has no pending litigation with any department so no impact on its financial statements;
- ii) As there are not any material foreseeable losses, on long term contracts, therefore the company has not made any provision, required under the applicable law or accounting standards.
- iii) There has been no delay in transferring amounts, required to be transferred if any, to the investor Education and Protection Fund by the Company.

For PARMOD G GUPTA & ASSO.  
CHARTERED ACCOUNTANTS  
(FIRM'S REG. NO. 018870N)

Place: LUDHIANA  
Dated: 30.05.2019

Sd/-  
(PARMOD GUPTA)  
PARTNER  
M. NO. 096109



ANNEXURE 'A' REFERRED TO IN PARAGRAPH 1 OF REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS SECTION OF OUR REPORT TO THE MEMBERS OF NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED OF EVEN DATE).

- (i) (a) The company has maintained the proper records showing the full particulars including quantitative details and situation of all the fixed assets.
- (b) The fixed assets are physical verified by the management according to a phased programme designed to cover all the items every year, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the company.
- (ii) (a) In our opinion, and according to the information and explanations given to us, the inventory has been physically verified by the management during the year.
- (b) In our opinion and according to the information and explanations given to us, the discrepancies noticed on verification between the physical stock and the book records were not material and have been properly dealt with in the books of accounts.
- (iii) As per information & explanation given to us, the company is NBFC and has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the companies act, 2013 during the year 2018-19. Accordingly the provision of clause 3(iii)(a), (b) and (c) of the order are not applicable to the company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provision of section 185 and 186 of the Act, with respect to the loans and investment made and providing guarantees and securities, as applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- (vi) The Central Govt. has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 for any of the services/material rendered or supply by the company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provided fund, investor



education and protection fund, employee's state insurance, income tax, sale tax, wealth tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable except of demand of TDS of Rs. 2293.00 as verified from TDS portal.

- (b) According to the information and explanations given to us and the records of the Company examined by us, the company has no dues of Income Tax, Sales tax, Custom Duty, Wealth tax, Excise duty, Service Tax and cess, which have not been deposited on account of any dispute.
- (viii) According to the records of the company examined by us and the information and explanation given to us, in our opinion, the company has not defaulted in repayment of loan taken earlier.
- (ix) The Company has not raise any money by way of initial public offer or further public offer (including debt instruments) or term loan and hence reporting under clauses 3 (ix) of the order is not applicable to the company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to The Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give 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.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him with regards to acquisition or to be acquired any fixed assets. Accordingly, paragraph 3(xv) of the Order is not applicable.



**NORTHLINK**

Fiscal and Capital Services Ltd.

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(xvi) The company is registered with Reserve Bank of India vide certificate No. 06.00130 dt. 09.09.1998.

For PARMOD G GUPTA & ASSO.  
CHARTERED ACCOUNTANTS  
(FIRM'S REG. NO. 018870N)

Place: LUDHIANA  
Dated: 30.05.2019

Sd/-  
(PARMOD GUPTA)  
PARTNER  
M. NO. 096109



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

### **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 NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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



### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 Institute of Chartered Accountants of India.

For PARMOD G GUPTA & ASSO.  
CHARTERED ACCOUNTANTS  
(FIRM'S REG. NO. 018870N)

Place: LUDHIANA  
Dated: 30.05.2019

Sd/-  
(PARMOD GUPTA)  
PARTNER  
M. NO. 096109



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2019**

Particulars	Refer Note No.	<i>Figures as at the end of current reporting period</i>	<i>Figures as at the end of previous reporting period</i>
<b>I. EQUITY AND LIABILITIES</b>			
<b><u>(1) Shareholder's Funds</u></b>			
(a) Share Capital	1	5,25,00,000.00	5,25,00,000.00
(b) Reserves and Surplus	2	26,71,957.74	31,36,424.36
<b><u>(2) Share Application money pending allotment</u></b>			
		-	-
<b><u>(3) Security Premium</u></b>			
		20,00,000.00	20,00,000.00
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Long-Term Borrowings	3	64,64,693.00	57,32,905.65
(b) Deferred Tax Liabilities (Net)		10,27,495.02	1,56,446.17
(c) Other Long Term Liabilities		-	-
<b><u>(4) Current Liabilities</u></b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	4	8,27,565.90	7,22,528.42
(c) Other Current Liabilities	5	1,11,65,628.62	24,32,962.98
(d) Short-Term Provisions	6	5,37,430.00	4,78,813.52
<b>Total Equity &amp; Liabilities</b>		<b>7,71,94,770.28</b>	<b>6,71,60,081.10</b>
<b>II.ASSETS</b>			
<b><u>(1) Non-Current Assets</u></b>			
<b><u>(a) Fixed Assets</u></b>			
<b>(i) Tangible Assets</b>			
Gross Block	7	1,57,97,391.50	1,56,09,997.40
(-) Depreciation		24,31,911.87	28,76,102.87
Net Block		1,33,65,479.63	1,27,33,894.53
<b>(ii) Intangible Assets</b>			
<b>(iii) Capital Work-in-Progress</b>			
<b>(iv) Intangible Assets Under Development</b>			
(b) Non-current investments	8	5,97,401.00	28,951.00
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		3,62,96,632.52	2,90,64,286.52
(e) Other non-current assets	9	19,364.00	5,07,255.00
(f) Securities		3,51,444.00	2,50,400.00
<b><u>(2) Current Assets</u></b>			
(a) Inventories	10	19,16,628.85	-
(b) Trade receivables	11	1,55,39,157.71	90,30,508.17
(c) Cash and cash equivalents	12	82,17,645.02	1,50,22,814.04
(d) Short-term loans and advances	13	8,91,017.55	5,21,971.84
<b>Total Assets</b>		<b>7,71,94,770.28</b>	<b>6,71,60,081.10</b>



**SIGNIFICANT ACCOUNTING POLICIES** 1  
See accompanying notes to the financial statements

*As per our Report of even date attached.*

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

**For PARMOD G. GUPTA & ASSO.  
CHARTERED ACCOUNTANTS  
(Firm's Reg. No. : 018870N)**

sd/-  
(Shamli Maria)  
Mg. Director  
DIN: 02915048

sd/-  
(Sunil Dutt Maria)  
CEO (KMP)  
PAN: AAXPM2719D

Sd/-  
(Parmod Gupta)  
Partner  
Membership No. : 096109  
PLACE : LUDHIANA  
DATE : 30.05.2019

sd/-  
(Anuradha Rani)  
CFO  
PAN: ACNPR6359N

sd/-  
(Sahil)  
Company  
Secretary





**PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31 MARCH, 2019**

	Particulars	Refer Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I</b>	Revenue from operations	14	8,68,12,175.82	3,66,64,982.90
<b>II</b>	Other Income	15	36,80,493.19	49,87,975.51
	<b>Total Revenue (I +II)</b>		<b>9,04,92,669.01</b>	<b>4,16,52,958.41</b>
<b>III</b>	<b>Expenses:</b>			
	Cost of materials consumed		---	---
	Purchase of Stock-in-Trade	16	8,35,34,506.32	3,37,23,072.50
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	(19,16,628.85)	15,01,144.22
	Employee Benefit Expense	18	18,43,319.00	11,98,079.00
	Financial Costs	19	5,08,702.70	6,21,763.17
	Depreciation and Amortization Expense	20	17,63,944.04	15,87,433.83
	Other Administrative Expenses	21	38,85,711.57	21,40,562.36
	<b>Total Expenses (III)</b>		<b>8,96,19,554.78</b>	<b>4,07,72,055.08</b>
<b>IV</b>	Profit before exceptional and extraordinary items and tax	(II - III)	<b>8,73,114.23</b>	<b>8,80,903.33</b>
<b>V</b>	Exceptional Items		---	---
<b>VI</b>	Profit before extraordinary items and tax (IV - V)		<b>8,73,114.23</b>	<b>8,80,903.33</b>
<b>VII</b>	Extraordinary Items		---	---
<b>X</b>	Profit before tax (VI - VII)		<b>8,73,114.23</b>	<b>8,80,903.33</b>
<b>XI</b>	<b>Tax Expenses:</b>			
	(1) Current tax	22	3,96,128.00	1,67,856.00
	(2) Deferred tax	23	8,71,048.85	(19,787.00)
	(3) Trfd. To Statutory Reserve		1,74,622.85	1,76,180.00
<b>XI</b>	Profit/(Loss) for the period (X- XI)		<b>(5,68,685.46)</b>	<b>5,56,654.33</b>
<b>XI</b>	Earning per equity share:	24		
	(1) Basic		0.09	0.14
	(2) Diluted		0.09	0.14

**SIGNIFICANT ACCOUNTING POLICIES** 1  
See accompanying notes to the financial statements  
As per our Report of even date attached.

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

**For PARMOD G. GUPTA & ASSO.**  
**CHARTERED ACCOUNTANTS**  
**(Firm's Reg. No. : 018870N)**

sd/-  
(Shamli Maria)  
Mg. Director  
DIN: 02915048

sd/-  
(Sunil Dutt Maria)  
CEO (KMP)  
PAN: AAXPM2719D

Sd/-  
(Parmod Gupta)  
Partner  
Membership No. : 096109  
PLACE : LUDHIANA  
DATE : 30.05.2019

sd/-  
(Anuradha Rani)  
CFO  
PAN: ACNPR6359N

sd/-  
(Sahil)  
Company  
Secretary



**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31<sup>ST</sup> MARCH, 2019**

<b>CASH FLOW FROM OPERATING ACTIVITES</b>	<b>2019</b>	<b>2018</b>
Profit Before Tax & Exceptional Items	8,73,114.23	8,80,903.33
Add: Depreciation & Amortization Expenses	17,63,944.04	15,87,433.83
Prior Period Adjustment	-70,404.00	0.00
Loss on sale of assets	11,35,296.96	0.00
<b>Changes In Assets And Liabilities</b>		
Trade Receivables	-65,08,649.54	-30,55,846.23
Loans And Advances & Other Assets	-3,69,045.71	-1,03,762.94
Liabilities And Provisions	87,91,282.12	-19,10,787.71
Trade Payables	1,05,037.48	-64,01,049.09
Inventory	-19,16,628.85	15,01,144.22
	38,03,946.73	-75,01,964.59
Net of Income Tax Paid/Deferred Tax	-12,67,176.85	-1,48,069.00
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>25,36,769.88</b>	<b>-7650033.59</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Non Current Investment	-5,68,450.00	-28,951.00
Deferred Tax Liabilities	871048.85	-19,787.00
Other Non Current/ Deffered/Sec.	-2,153.00	-3,69,773.00
Fixed Assets Purchased	-51,41,826.10	-5,56,638.00
Sale of Fixed Asset	20,00,000	0.00
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>-28,41,380.25</b>	<b>-9,75,149.00</b>
<b>CASH FLOW FROM SHARE CAPITAL / FINANCING ACTIVITIES</b>		
Share Application Money	0.00	1,65,00,000.00
Other Long Term Liabilities/Borrowings	731787.35	-19,90,021.27
Long Term Loans And Advances	-72,32,346.00	-87,50,652.00
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>-65,00,558.65</b>	<b>57,59,326.73</b>
NET INCREASE/DECREASE IN CASH & CASH EQUIVALENTS	-68,05,169.02	-28,65,855.86
CASH & CASH EQUIVALENTS AT BEGINNING	1,50,22,814.04	1,78,88,669.90
<b>CASH &amp; CASH EQUIVALENTS AT END</b>	<b>8217645.02</b>	<b>1,50,22,814.04</b>

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

**For PARMOD G. GUPTA & ASSO.  
CHARTERED ACCOUNTANTS  
(Firm's Reg. No. : 018870N)**

Sd/-  
(Parmod Gupta)  
Partner  
Membership No. : 096109  
PLACE : LUDHIANA  
DATE : 30.05.2019

sd/-  
(Shamli Maria)  
Mg. Director  
DIN: 02915048

sd/-  
(Anuradha Rani)  
CFO  
PAN: ACNPR6359N

sd/-  
(Sunil Dutt Maria)  
CEO (KMP)  
PAN: AAXPM2719D

sd/-  
(Sahil)  
Company  
Secretary



## **PART-A**

### **NOTE NO.1. SIGNIFICANT ACCOUNTING POLICIES**

#### **i) BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS**

The financial statements has been prepared in accordance the historical cost convention, accounting Standards issued vide Companies (Accounting Standards), Rules 2006, as prescribed under section 133 of the Companies Act 2013 read with rule 7 of Companies (Accounts) Rule, 2014 and other relevant provisions of the Companies Act 2013.

#### **ii) USE OF ESTIMATES**

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect reportable amounts of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the year in which the results are known /materialized.

#### **iii) RECOGNITION OF INCOME/EXPENDITURE**

All income & expenditure having a material bearing on the financial statements is accounted for on an accrual basis and provision is made for all known losses and liabilities.

Further, sales include revision in prices received from customers with retrospective effect. Similarly, price revision for material purchased has also been included in purchases. Further adjustment, if any, are made in the year of final settlement. Dividend Income is recognizing when the right to receive the dividend is established by the balance sheet date. Interest income is recognized on time proportion basis.

#### **iv) FIXED ASSETS**

Fixed assets are stated at original cost plus any directly attributable cost of bringing the assets to their working condition for intended use.

#### **v) IMPAIRMENT OF ASSETS**

The carrying amount of assets are reviewed at each balance sheet date to ascertain if there is any indication of impairment based on internal/external factors.

If the carrying amount of the assets exceeds its estimated recoverable amount, an impairment loss is recognized in the profit & loss account to the extent the carrying amount exceeds the recoverable amount. Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment, recognized for the assets, no longer exists or has decreased.

#### **vi) DEPRECIATION**

Further Depreciation has been provided on straight-line method at the appropriate rates in accordance with schedule II of the Companies Act, 2013 in respect of the assets acquired after 01.04.2014 and for the assets acquired prior to April 2014 the carrying amount as on 01.04.2014 is depreciated over the remaining useful life based on valuation.

#### **vii) FOREIGN TRANSACTIONS**

The Company has not transacted any foreign transaction during the year 2018-19.



**viii) INVESTMENTS**

The company has an investment in gold coin and Residential Building (Dhandari Khurd) as on 31.03.2019 which is valued at cost. Any diminishing in the value has been considered temporary and no provision has been made.

**ix) BORROWING COST**

Borrowing cost attributable to acquisitions and construction of assets are capitalized as a part of cost of such assets up to the date when such assets are ready for its intended use and other borrowing cost are charged to Profit & Loss Account. The company has not taken any loan during the year 2018-19.

**x) VALUATION OF INVENTORIES**

The closing stock has been valued at cost or net realizable value whichever is less as on 31.03.2019 as per Accounting Standard -2 issued by The Institute of Chartered Accountants of India.

**xi) EMPLOYEE RETIREMENT BENEFITS**

Retirement benefits in the form of Provident Funds/ Pension schemes are defined contribution schemes and the contribution will be charged to the Profit & Loss account of the year when the contribution to the respective funds becomes due. As none of the employee has completed services for 15 Years so no provision for gratuity has been made for 2018-19. As the provisions of Employees Estate Insurance and Provident Funds are applicable to the company but the company has not get registered with deptt. and not complying the same during the year 2018-19.

**xii) CURRENT TAXES**

Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e. the period for which MAT Credit is allowed to be carried forward. In the year in which the company recognize MAT Credit as an assets in accordance with the Guidance Note on Accounting for credit Available in respect of Minimum alternate tax under the Income Tax Act, 1961, the said assets is created by way of credit to the statement of Profit and loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" assets at each reporting date and writes down the assets to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

Deferred income tax charge reflects the impact of current period timing difference between taxable income and accounting income. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rates. Where there is an unabsorbed depreciation or carry forward loss, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at each balance sheet date based on



developments during the period and available case laws, to reassess realizations/liabilities.

**xiii) RESEARCH AND DEVELOPMENT**

In accordance with the Accounting Standard (AS)-26, the company has no activity of Research & Development during the year 2018-19.

**xiv) EARNINGS PER SHARE**

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purpose of calculating Diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**xv) CONTINGENT LIABILITIES, CONTINGENT ASSETS & PROVISIONS**

Contingent liabilities, if material, are disclosed by way of notes and contingent assets are not recognized or disclosed in the financial statements. A Provision is recognized, when an enterprise has a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation.

**xvi) TECHNICAL KNOW-HOW**

The company has not incurred any expenses for the technical know-how.



**Notes Forming Integral Part of the Balance Sheet as at 31<sup>st</sup> March, 2019**

<b>Note No. 1:</b>			
SN	SHARE CAPITAL	CURRENT YEAR (RS.)	PREVIOUS YEAR (Rs.)
1	<b>AUTHORIZED CAPITAL</b> 5500000 Equity Shares of Rs. 10/- each. (Previous Year - Same)	55,000,000.00	55,00,000.00
	<b>Total</b>	<b>55,000,000.00</b>	<b>55,000,000.00</b>
2	<b>ISSUED , SUBSCRIBED &amp; FULLY PAID UP CAPITAL</b> 5250000 Equity Shares of Rs. 10/- each. (Previous Year - SAME)	52,500,000.00	52,500,000.00
	<b>Total</b>	<b>52,500,000.00</b>	<b>52,500,000.00</b>

**Note No. 1A:**

**DETAIL OF SHARES ISSUED, BOUGHT BACK & ANY OTHER ADJUSTMENT DURING THE YEAR.**

SN	Particulars	Equity Shares			
		As at 31 March 2019		As at 31 March 2018	
		Number	Rs.	Number	Rs.
1	Shares outstanding at the beginning of the year	5,250,000	52,500,000.00	3,250,000	32,500,000.00
2	Shares Issued during the year (Calls in Arrears)			2,000,000	20,000,000.00
3	Shares bought back during the year	-	-	-	-
4	Any other movement (please specify)	-	-	-	-
5	Shares outstanding at the end of the year	5,250,000	52,500,000.00	5,250,000	52,500,000.00

**Note No. 1B:**

**DETAIL OF SHAREHOLDERS HOLDING SHARES MORE THAN 5%**

Sr. No	Name of Shareholder	Equity Shares			
		As at 31 March 2019		As at 31 March 2018	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Kotak Mahindra Bank Limited	8,21,000	15.64	----	-----
2	Smt. Nitika Khanna	9,86,824	18.80	1,106,824	21.08
3	Mrs. Gauri Khanna	8,21,800	15.65	941,800	17.94
4	Smt. Shamli Maria	596,791	11.37	856,291	16.31
5	Mrs. Aarti Thaper	5,93,080	11.30	713,080	13.52
6	Sh. Kewal Krishan	385,043	7.33	385,043	7.33
7	Sh. Rajesh Khanna	290,980	5.54	290,980	5.54



**Note No. 2:**

SN	RESERVES & SURPLUS	CURRENT YEAR (RS.)	PREVIOUS YEAR (Rs.)
	<b><u>Surplus (Profit &amp; Loss Account)</u></b>		
	Balance brought forward from previous year	24,39,507.55	1,882,853.22
	Add: Net Profit/(Net Loss) For the current year	(5,68,685.46)	556,654.33
	Less: Previous Year Adjustment	70,404.00	-
	Closing Balance	18,00,418.09	2,439,507.55
	<b><u>General Reserve/Statutory Reserve</u></b>		
	Opening Balance:	6,96,916.81	520,736.81
	Add: During the Year	1,74,622.85	176,180.00
	Closing Balance	8,71,539.66	696,916.81
	<b>Total</b>	<b>26,71,957.74</b>	<b>3,136,424.36</b>

**Note No. 3:**

SN	LONG TERM BORROWINGS	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
	<b><u>Secured</u></b>		
	<b><u>Term loans</u></b>		
1	Daimler Financial Services Ltd. (Hyp. Of Mercedes Car)	-	2,409,692.90
2	Sundaram Finance Ltd. (Hyp. Of Innova Car)	-	-
3	Sundaram Finance Ltd. (Hyp. Of Truck)	-	38,977.00
4	Tata Motor Finance Ltd. (Hyp. Of Truck)	1,79,582	4,21,438.75
5	Yes Bank Car Loan (Yaris Car)	11,98,782.00	-
6	Yes Bank Car Loan (Fortuner Car)	29,90,954.00	
7	Toyota Financial Services Ltd. (Hyp. Of Fortuner Car)	16,45,375.00	21,22,797.00
	<b><u>Unsecured</u></b>		
	Loans From directors & their relatives	4,50,000.00	7,40,000.00
	<b>Total</b>	<b>64,64,693.00</b>	<b>57,32,905.65</b>

**Note No. 4:**

SN	TRADE PAYABLES	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
	<b><u>-Sundry Creditors for Material/Supplies:</u></b>		
	Trade Creditors	8,27,565.90	722,528.42
	<b>Total</b>	<b>8,27,565.90</b>	<b>722,528.42</b>



**Note No.5:**

<b>SN</b>	<b>OTHER CURRENT LIABILITIES</b>	<b>CURRENT YEAR (Rs.)</b>	<b>PREVIOUS YEAR (Rs.)</b>
1	Advance From Customer	95,58,754.30	6,41,302.40
2	Audit Fees Payable	54,000.00	95,000.00
3	Ch. Issued But Not Presented	14,52,874.32	15,14,580.58
4	Rental Security	1,00,000.00	1,00,000.00
5	Professional Charges Payable	---	82,080.00
	<b>Total</b>	<b>1,11,65,628.62</b>	<b>24,32,962.98</b>

**Note No. 6:**

<b>SN</b>	<b>SHORT TERM PROVISIONS</b>	<b>CURRENT YEAR (Rs.)</b>	<b>PREVIOUS YEAR (Rs.)</b>
1	<b>Provision For Employee Benefit</b>		
	Salary Payable to Director	-	1,50,402.00
	Salary payable to Others	84,500.00	46,986.00
2	<b>Other Provisions</b>		
	Electricity Exp. Payable	9,650.00	13,680.00
	TDS Payable	26,279.00	33,137.00
	TCS payable	20,000.00	-
	Telephone Expenses Payable	-	8,701.18
	VAT Payable	-	-
	CGST	436.50	28,306.34
	SGST	436.50	29,745.00
	Prov. For Tax	3,96,128.00	1,67,856.00
	<b>Total</b>	<b>5,37,430.00</b>	<b>4,78,813.52</b>





**NORTHLINK**

Fiscal and Capital Services Ltd.

**Note No.7**

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2019	WDV as on 31.03.2018
	<b>Tangible Assets</b>											
1	Computer		1,98,529.00	-	-	1,98,529.00	1,88,602.15	-	-	1,88,602.15	9,926.85	9,926.85
2	Office Equipment		87,560.00	66,611.00	-	1,54,171.00	75,414.80	3,038.05	-	78,452.85	75,718.15	12,145.20
3	Furniture & Fixture		27,401.40	-	-	27,401.40	7,270.03	2,070.81	-	9,340.84	18,060.56	20,131.37
4	LED		23,000.00	-	-	23,000.00	18,469.66	3,380.34	-	21,850.00	1,150.00	4,530.34
5	Telephone Set		2,200.00	-	-	2,200.00	1,070.08	418.00	-	1,488.08	711.92	1,129.92
6	Car (Fortuner 1)		35,04,490.00	-	-	35,04,490.00	4,65,381.00	4,16,333.50	-	8,81,714.50	26,22,775.50	30,39,109.00
7	Car (Fortuner 2)		-	34,48,325.00	-	34,48,325.00	-	1,04,379.38	-	1,04,379.38	33,43,945.62	-
8	Car (Yaris)		-	16,03,585.00	-	16,03,585.00	-	1,63,887.27	-	1,63,887.27	14,39,697.73	-
9	Plot		42,82,500.00	-	-	42,82,500.00	-	-	-	-	42,82,500.00	42,82,500.00
10	Land & Building (158-C)		2,41,720.00	-	-	2,41,720.00	-	-	-	-	2,41,720.00	2,41,720.00
11	Land & Building 154 & 154A		2,84,920.00	-	-	2,84,920.00	-	-	-	-	2,84,920.00	2,84,920.00
12	Laptop		21,500.00	23,305.10	-	44,805.10	20,424.81	1,314.38	-	21,739.19	23,065.91	1,075.19
13	Truck TATA 709		9,49,700.00	-	-	9,49,700.00	4,28,732.57	1,12,824.36	-	5,41,556.93	4,08,143.07	5,20,967.43
14	Mobile		40,000.00	-	-	40,000.00	16,036.00	7,600.00	-	23,636.00	16,364.00	23,964.00
15	Car (Mercedes)		49,54,432.00	-	49,54,432.00	-	13,77,292.04	4,41,843.00	18,19,135.04	-	-	35,77,139.96
16	Truck		9,92,045.00	-	-	9,92,045.00	2,77,409.73	1,17,854.95	-	3,95,264.68	5,96,780.32	7,14,635.27
	<b>Total (Current Year)</b>		<b>1,56,09,997.40</b>	<b>51,41,826.10</b>	<b>49,54,432.00</b>	<b>1,57,97,391.50</b>	<b>8,76,102.87</b>	<b>13,74,944.04</b>	<b>18,19,135.04</b>	<b>24,31,911.87</b>	<b>1,33,65,479.63</b>	<b>1,27,33,894.53</b>
	<b>(Previous Year)</b>		<b>1,50,53,359.40</b>	<b>5,56,638.00</b>	<b>-</b>	<b>1,56,09,997.40</b>	<b>16,26,145.54</b>	<b>12,49,957.33</b>	<b>-</b>	<b>28,76,102.87</b>	<b>1,27,33,894.53</b>	<b>1,34,27,213.86</b>



**Note No.8:**

SN	NON CURRENT ASSETS	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
	<b>UNQUOTED</b>		
	<b>OTHER INVESTMENT</b>		
	Residential Building (Dhandari Khurd)	5,68,450.00	-
	Gold Coins	28,951.00	28,951.00
	(Market value as on 31.03.19 is Rs.31,511/-)		
	<b>Total</b>	<b>5,97,401.00</b>	28,951.00

**Note No.9:**

SN	OTHER NON CURRENT ASSETS	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	<b>Others</b>		
	Preliminary Expenses	-	3,89,000.00
	Prepaid Insurance	19,364.00	1,18,255.00
	<b>Total</b>	<b>19,364.00</b>	<b>5,07,255.00</b>

**Note No.10:**

SN	INVENTORIES	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
	<b>(As valued &amp; certified by the management)</b>		
1	Cement	19,16,628.85	-
	<b>Total</b>	<b>19,16,628.85</b>	-

**Note No. 11:**

SN	TRADE RECEIVABLES	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	<b><u>Outstanding for a period more than six months from the date they are due for payment</u></b> Unsecured, Considered Good :	41,81,270.01	7,205,811.37
2	<b><u>Outstanding for a period Less than six months from the date they are due for payment</u></b> Unsecured, Considered Good :	1,13,57,887.70	1,824,696.80
	<b>Total</b>	<b>1,55,39,157.71</b>	<b>90,30,508.17</b>

**Note No. 12:**

SN	CASH & CASH EQUIVALENT	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	Balances with banks:	10,08,588.86	15,91,878.85
2	Cheques, drafts on hand	11,625.00	31,17,862.00
3	Cash on hand	44,79,254.39	1,01,74,006.19
4	FDR	27,18,176.77	1,39,067.00
5	FDR (Share Application Money)	-	-
	<b>Total in</b>	<b>82,17,645.02</b>	<b>1,50,22,814.04</b>

**NORTHLINK**

Fiscal and Capital Services Ltd.

**Note No. 13:**

SN	SHORT TERM LOANS AND ADVANCES	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	<b>Other Loans &amp; Advances</b> Unsecured, Considered Good : Advances Recoverable in Cash or in Kind Balances with Revenue Authorities Rent Receivable	2,14,946.45 6,76,071.10 -	272,078.90 213,892.94 36,000.00
	<b>Total</b>	<b>8,91,077.55</b>	<b>521,971.84</b>

**Note No.14:**

SN	REVENUE FROM OPERATIONS	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	Sales	8,24,48,876.41	3,37,07,239.90
2	Interest	43,57,444.00	29,54,186.00
3	Interest on Security	5,855.41	3,557.00
	<b>Total</b>	<b>8,68,12,175.82</b>	<b>3,66,64,982.90</b>

**Note No.15:**

SN	OTHER INCOME	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	Rent(Commercial)	-	6,00,000.00
2	Rent (Residential Building)	18,80,000.00	7,43,850.00
3	Consultancy Income	-	11,00,000.00
4	Misc.	-	82,260.00
5	Amount W/off	0.36	4,81,916.00
6	Rebate & Discount	17,17,489.61	18,99,012.51
7	Interest on FDR	83,003.22	80,937.00
8	Profit on Sale of Asset	-	-
	<b>Total</b>	<b>36,80,493.19</b>	<b>49,87,975.51</b>

**Note No.16:**

SN	PURCHASES	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	Purchase of Cement	8,28,60,256.32	3,36,82,272.50
2	Wages Paid	5,84,000.00	-
3	Loading & Unloading Expenses	90,250.00	40,800.00
	<b>Total</b>	<b>8,35,34,506.32</b>	<b>3,37,23,072.50</b>

**Note No. 17**

SN	CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS AND STOCK IN TRADE	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	<b>Inventories (at commencement)</b>		
	- Finished Goods	-	1,501,144.22
	Total (A)	-	<b>1,501,144.22</b>
2	<b>Inventories (at close)</b>		
	- Finished Goods	19,16,628.85	-
	Total (B)	<b>19,16,628.85</b>	
	<b>Total (A-B)</b>	<b>-19,16,628.85</b>	<b>1,501,144.22</b>

**NORTHLINK**

Fiscal and Capital Services Ltd.

**Note No. 18:**

SN	EMPLOYEE BENEFIT EXPENSES	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	Salaries to Staff	12,76,165.00	6,38,544.00
2	Directors' Remunerations	4,47,000.00	5,40,000.00
3	Staff Welfare Expenses	1,20,154.00	19,535.00
	<b>Total</b>	<b>18,43,319.00</b>	<b>11,98,079.00</b>

**Note No. 19:**

SN	FINANCE COST	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	Bank Charges	45,328.84	60,634.44
2	Interest paid	4,63,373.86	5,61,128.73
	<b>Total</b>	<b>5,08,702.70</b>	<b>6,21,763.17</b>

**Note No. 20:**

SN	DEPRECIATION & AMORTIZATION EXPENSES	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	Depreciation	13,74,944.04	12,49,957.33
2	Preliminary Expenses W/O	3,89,000.00	3,37,476.50
	<b>Total</b>	<b>17,63,944.04</b>	<b>15,87,433.83</b>

**Note No. 21:**

SN	OTHER ADMINISTRATIVE EXPENSES	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
1	Advertisement	71,745.00	2,82,912.00
2	AGM expenses	8,935.00	4,425.00
3	Audit Fees	60,000.00	50,000.00
4	Computer Repair	6,750.00	5,600.00
5	Conveyance Exps.	1,64,245	-
6	Diesel Expenses Truck	1,83,000.00	1,06,400.00
7	Electricity Exp.	1,55,220.00	1,20,880.00
8	Entertainment Exp.	-	2,219.00
9	Fees & Taxes	4,83,303.39	64,920.00
10	Fees to Share Trf. Agent	-	38,018.45
11	Insurance	1,18,255.00	1,23,727.00
12	Interest On TDS/GST	6052.10	4,447.00
13	Internal Audit Fees	24,000.00	24,000.00
14	Internet Expenses	10,016.48	11,333.22
15	Listing Expenses	-	70,800.00
16	Late interest on TATA Pmt	3,768.41	-
17	Loss on Sale of Car	11,35,296.96	-
18	Misc. Exp.	1,02,522.00	32,967.00
19	MSEI Expenses	1,34,650.00	-
20	Newspaper Exp.	4,715.00	1,550.00
21	Office exp.	1,74,764.00	1,38,337.24
22	Postage & Courier	325.10	341.00
23	Photostat Exp.	126.00	-
24	Printing & Stationery	12,250.00	9,790.00
25	Petrol Expenses	1,95,300.00	64,600.00
26	Professional Charges	1,00,000.00	2,10,000.00
27	Penalty on TDS	-	11,400.00
28	Rent	1,80,000.00	2,60,000.00
29	Rebate & Discount	7,325.08	41,702.49
30	Repair & Maint.	28,986.34	13,429.00
31	Redemption Charges	1,06,826.87	-
32	Software Expenses	3,750.00	18,500.00

**NORTHLINK**

Fiscal and Capital Services Ltd.

33	Telephone Exp.	85,441.84	1,31,911.96
34	Travelling Expenses	1,04,973.00	10,800.00
35	Truck Services Exp.	18,534.00	15,469.00
36	Website Development Expenses	4,500.00	4,400.00
37	Vehicle Repairs	1,90,135.00	2,65,683.00
	<b>Total</b>	<b>38,85,711.57</b>	<b>21,40,562.36</b>

**NOTES TO ACCOUNTS**

22. **CURRENT TAX:** The provision for current taxes has been made as per detail below:-

	<b>2018-19</b>	<b>2017-18</b>
Provision for taxes	396128.00	167856.00

23. The provisions for Deferred Tax Liability in accordance with Accounting Standard -22 issued by the Institute of Chartered Accountants of India has been provided for as per detail below:

<b>PARTICULARS</b>	<b>(2018-19)</b>	<b>(2017-18)</b>
Diff. In net block of assets	3951903.91	607557.82
Deferred Tax Liability	1027495.02	156446.17
Opening Balance of DTL	156446.17	176233.17
Prov. Required to be made / (reversed)	871048.85	(19787.07)

24. The Earning per Share is below:

	<b>2018-19</b>	<b>2017-18</b>
Weighted Average number of Equity Shares	5250000.00	5250000.00
Profit after current tax as per Profit & Loss A/c	476986.23	713047.33
Basic & Diluted Earnings per Share	0.09	0.14

25. The company has transacted the following transactions with its related parties as per Accounting Standard "Related Party Disclosures" (AS-18) prescribed under Companies (Accounting Standards) Rules, 2006.

**PARTICULARS**

Key Managerial Personnel

Mrs. Anuradha Rani, CFO  
Mrs. Shamli Maria, Mg. director  
Sh. Sunil Dutt Maria, CEO  
Sh. Sunny Maria, (Director upto 14.08.2018)  
Mr. Sahil Khurana, Company Secretary  
Mrs. Gauri Khanna, Mrs. Aarti Thapar,  
Mrs. Nitika Khanna, Mr. Vaidant Khanna,  
Maria Steel Ltd.

**Associate entity, Relatives & other entities over which relatives of the Key Mg. Personnel are able to exercise significant influence.**

New Senior Sec. School (CEO is President of the Trust) Shivalik Construction Co. , Shivalikwala Spinning & Gen. Mills P. Ltd. , Shivalik Public Welfare Trust (CEO is President of Trust)

<b>Transactions made</b>	<b>Particulars</b>	<b>Amount (In lakh)</b>
Associate entity, Relatives & other entities over which relatives of the Key Mg. Personnel is able to exercise significant influence	Sale	39.35
	Interest Received	13.02
	Rent Paid	1.80
Key Managerial Personnel	Salary Paid	11.72
	Loan Taken	10.00
	Loan Repaid	12.90

**NORTHLINK**

Fiscal and Capital Services Ltd.

26. The company has three firms having own proprietorship namely M/s Northlink Tradings, M/S Kuber Traders and M/S Capital Agencies deals in trading of Cement during the year 2018-19. The consolidated annual accounts (i.e. Balance sheet & P/L A/c) have been prepared for the company and the firms.
27. The company is NBFC registered with Reserve Bank of India Vide Certificate No.06.00130 dt.09.09.1998 issued by Reserve Bank of India, Chandigarh.

<b>28. <u>CONTINGENT LIABILITIES</u></b>	<b>2018-19</b>	<b>2017-18</b>
a. Claims against the company not acknowledged as debts	NIL	NIL
b. Contingent Liabilities not provided for	NIL	NIL
c. Estimated amount of contracts remaining to be executed	NIL	NIL

**29. FOREIGN TRANSACTION:**

The company has not transacted any foreign transactions during the year 2018-19.

**30. SEGMENT INFORMATION:**

The disclosure requirement of the Standard in term of AS 17 "Segment Reporting" notified by the Central Govt. under Companies (Accounting Standard)Rule 2006 is applicable to the company which is given in the Annexure-I attached herewith.

31. Due to lack of information regarding the status of creditors, the amount outstanding to SSI undertaking beyond 30 days could not be given.
32. Opening Balance of Rs. 402874.32 is outstanding in Cheque received but not cleared was not honoured and the balance has been transferred to respective account during the year 2018-19 which are still outstand.
33. Balance of FDR is subject to their confirmation.
34. The debit & credit balances are subject to their confirmation from respective parties.

**35. PAYMENT TO AUDITORS:**

Particular	Current Year	Previous Year
Statutory Audit Fee	35,000.00	30,000.00
Income Tax Matter	10,000.00	10,000.00
GST Audit Fees	15,000.00	10,000.00

**36. Break-up value of exp. incurred on employees who:**

(a) if employed for one or more than one full year were in receipt of remuneration which, in aggregate was not less than Rs. 6000000/-	NIL	NIL
(b) if employed for a part of the year were in receipt of remuneration which, for any month of that year was not less than Rs. 500000/-	NIL	NIL

**37. Additional information for the Opening, Purchase, Sale and Closing stock during 2018-19 is as below: (AMT. IN LAKH)**

A. Particulars	CURRENT YEAR		PREVIOUS YEAR	
	Qty (Bag)	Amount	Qty. (Bag)	Amount
OP. Stock of Cement	0.000	0.00	5139	15.01
Purchase	125606	305.41	129037	337.23
Sale	117776	297.77	134176	337.07
Closing Stock	7830	19.17	0.00	0.00

B. PARTICULARS	CURRENT YEAR		PREVIOUS YEAR	
	QTY. (M.T.)	AMT.	QTY.(M.T.)	AMT.
Op. St. of Billet Mild Steel	0.00	0.00	0.00	0.00
Purchase	33.180	11.57	0.00	0.00
Sale	33.180	11.65	0.00	0.00
Closing Stock	0.00	0.00	0.00	0.00

**NORTHLINK**

Fiscal and Capital Services Ltd.

C. PARTICULARS	CURRENT YEAR		PREVIOUS YEAR	
	QTY. (M.T.)	AMT.	QTY.(M.T.)	AMT.
Op. St. of MS BILLETS	0.00	0.00	0.00	0.00
Purchase	778.855	267.37	0.00	0.00
Sale	778.855	269.16	0.00	0.00
Closing Stock	0.00	0.00	0.00	0.00

D. PARTICULARS	CURRENT YEAR		PREVIOUS YEAR	
	QTY. (.M.T.)	AMT.	QTY.(M.T.)	AMT.
Op. St. of Non Alloy Steel Ingot	0.00	0.00	0.00	0.00
Purchase	15.150	5.37	0.00	0.00
Sale	15.150	5.41	0.00	0.00
Closing Stock	0.00	0.00	0.00	0.00

E. PARTICULARS	CURRENT YEAR		PREVIOUS YEAR	
	QTY. (M.T.)	AMT.	QTY.(M.T.)	AMT.
Op. St. of Steel Ingot	0.00	0.00	0.00	0.00
Purchase	698.420	238.88	0.00	0.00
Sale	698.420	240.50	0.00	0.00
Closing Stock	0.00	0.00	0.00	0.00

NOTE: Purchase for C.Y is net of Freight, loading charges and wages whereas purchase inclusive of freight during P.Y.2017-18.

38. As the net worth, sale and net profit of the company is less than the limits prescribed during the current year so section 135 of the Companies Act, 2013 regarding the Corporate Social Responsibility is not applicable to the company.
39. Previous year figure have been regrouped and/or reclassified, wherever necessary.
40. As required by competent authority, the company has trfd. 20% of the net profit before tax i.e. Rs 174622.85/- to the General Reserve/Statutory Reserve.
41. Sale and GST balance are subject to confirmation with GST Portal.
42. Note No.1 to 42 pertaining to the Balance Sheet and statement of Profit & Loss Account form an integral part of the accounts.

**For & On behalf of the Board of Directors**

**For PARMOD G. GUPTA & ASSO.  
CHARTERED ACCOUNTANTS  
(Firm's Reg. No. : 018870N)**

sd/-  
(Shamli Maria)  
Mg. Director  
DIN: 02915048

sd/-  
(Sunil Dutt Maria)  
CEO (KMP)  
PAN: AAXPM2719D

Sd/-  
(Parmod Gupta)  
Partner  
Membership No. : 096109  
PLACE : LUDHIANA  
DATE : 30.05.2019

sd/-  
(Anuradha Rani)  
CFO  
PAN: ACNPR6359N

sd/-  
(Sahil)  
Company  
Secretary

**SEGMENT INFORMATION:****ANNEXURE-I**

The Company has identified two reportable segments mainly via trading of Cement and financing & rental income. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting.

- a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprises as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.
- b) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Unallocable”.
- (i) As per Accounting Standard on Segment Reporting (AS-17) “Segment Reporting”, the Company has reported segment information on consolidated basis including business conducted through its three proprietorship firms.
- (ii) Further explained that the rental income of Rs. 18.80 Lac has been reported in financing segment.

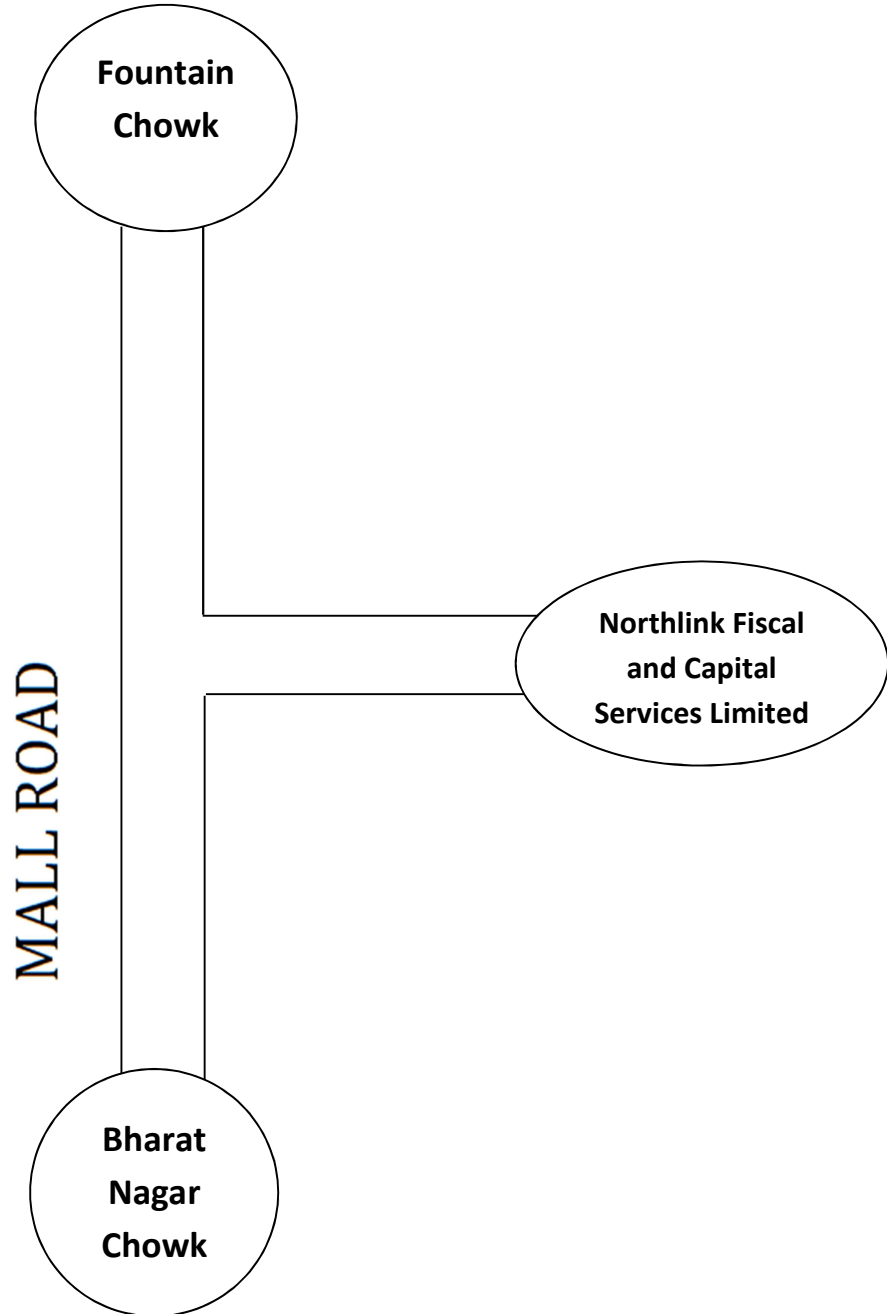
**SEGMENT REPORTING FOR THE YEAR ENDING 31.03.2019****(Amt in Lakh)**

	<b>PARTICULARS</b>	<b>CEMENT</b>	<b>FINANCE &amp; RENT</b>	<b>STEEL</b>	<b>UNALLOCABLE</b>	<b>TOTAL</b>
1	<b>SEGMENT REVENUE</b>					
	Gross Turnover	297.77	63.26	526.72	0.00	887.75
	Incentive/ R& D	16.52	0.00	0.65	0.00	17.17
	<b>Net Turnover</b>	<b>314.29</b>	<b>63.26</b>	<b>527.37</b>	<b>0.00</b>	<b>904.92</b>
2	<b>SEGMENT RESULT BEFORE INTEREST &amp; TAXES</b>					
		12.03	25.49	(24.16)	0.00	13.36
	Less: Interest Expense	0.84	2.32	1.47	0.00	4.63
	Add: Exceptional Item	0.00	0.00	0.00	0.00	0.00
	Profit before Tax	11.19	23.17	(25.63)	0.00	8.73
	Current Tax	0.00	0.00	0.00	3.96	3.96
	Deferred Tax (Reverse)	0.00	0.00	0.00	8.71	8.71
	Statutory Reserve	0.00	0.00	0.00	1.74	1.74
	<b>Profit after Tax</b>	<b>11.19</b>	<b>23.17</b>	<b>(25.63)</b>	<b>(14.41)</b>	<b>(5.68)</b>
3	<b>Other Information</b>					
	Segment Assets	0.00	390.15	0.00	381.80	771.95
	Segment Liabilities	0.00	78.90	111.05	0.00	189.95
	Capital Expenditure	0.00	51.19	0.23	0.00	51.42
	Depreciation	2.47	6.89	4.39	0.00	13.75
	Non-Cash Expense	0.00	0.00	0.00	3.89	3.89





**Venue of AGM of Northlink Fiscal  
and Capital Services Limited**





**NORTHLINK**

Fiscal and Capital Services Ltd.

**NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED**

CIN: L65921PB1994PLC015365

Regd. Office: 86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001

**PROXY FORM**

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

I/We being the holders of ..... shares of the above named company bearing Folio No. .... hereby appoint:-

1. Name ..... Address.....

E-mail id ..... Signature ....., or failing him/her

2. Name.....Address.....

E-mail id ..... Signature ....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company held on Monday 30.09.2019 at 12.00 A.M. at the registered office of the Company at 86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001 and at any adjournment thereof in respect of such resolution as are indicated below:-

No.	Resolutions for Ordinary Business	For	Against
1.	Adoption of Financial Statements for the financial year ended 31 <sup>st</sup> March, 2019		
2.	Re-appointment of Ms. Gargee Sehgal (DIN 08146678) as a Director liable to retire by rotation.		
3.	To Re-appoint Mr. Bharat Soni as an Independent Director (DIN 06705085) of the company.		

Signed this..... day of..... 2019.

Signature of shareholder ..... Signature of Proxy Holders(s) .....

Notes:-

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company at least 48 hours before the commencement of the meeting



**NORTHLINK**

Fiscal and Capital Services Ltd.

**NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED**

CIN: L65921PB1994PLC015365

Regd. Office: 86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001

**ATTENDANCE SLIP**

Member's Folio No. ....  
Client ID No. ....  
DP ID No. ....  
Name of the Member .....  
Name of Proxy holder .....  
No of shares held .....

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company held on Monday, 30.09.2019 at 12.00 P.M. at the Registered Office of the Company at 86 Mall Road, Civil Lines, Ludhiana (Pb.)-141001

\_\_\_\_\_  
Signature of Member/Proxy

**Notes :**

- Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.**

**NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING**





**BOOK POST**  
(PRINTED MATTER)

**IF UNDELIVERED PLEASE RETURN TO:**

**NORTHLINK FISCAL AND CAPITAL SERVICES LIMITED**

86, MALL ROAD, CIVIL LINES,  
LUDHIANA-141001  
PUNJAB