

# **CRESCENT FINSTOCK LIMITED**

**22nd Annual Report  
2018-19**



## **BOARD OF DIRECTORS**

Mr. Chandramohan Jakhmola	Wholetime Director
Mr. Nitish Jain	Director
Mrs. Bharati Jain	Director
Mr. John Antony D'souza	Independent Director
Mr. Nagesh Jagtap	Independent Director
Mr. D. Ganapathy	Independent Director

## **COMPANY SECRETARY**

Ms. Nisha Joly

## **AUDITORS**

# M/s. Tasky Associates,  
Chartered Accountants,  
Mumbai. Statutory Auditors

#M/s. Ashok Shetty & Co.  
Chartered Accountants,  
Mumbai. Internal Auditors

## **REGISTERED OFFICE**

A-12, Sneh Kunj CHS, Residential Plot no, 374,  
Koparli Road, Near Ambaji Mandir,  
GIDC, Vapi – 396195  
Gujarat.

## **CORPORATE OFFICE**

Kohinoor City Mall, First Floor,  
Premier Road, Kurla West,  
Mumbai – 400 070.

## **REGISTRAR AND TRANSFER AGENTS**

Sharex Dynamix (India) Private Limited  
C – 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai – 400 083.  
Tel: 022 28515606/5644  
Email Id : [support@sharexindia.com](mailto:support@sharexindia.com)

CIN: L55200GJ1997PLC032464

ISIN : INE147E01013

Member BSE Code: 0186

SEBI Registration No.: INB011092831

Email Id: [crescentfinstock@yahoo.com/invgrievance\\_cfl@yahoo.in](mailto:crescentfinstock@yahoo.com/invgrievance_cfl@yahoo.in)

Website: [www.crescentfinstock.com](http://www.crescentfinstock.com)

Notice is hereby given that the **Twenty Second Annual General Meeting** of the members of Crescent Finstock Limited will be held on Monday , September 30, 2019, at 11.00 a.m. at Conference Hall situated at Hotel Pabilon, Koparli Road, GIDC, Vapi – 396 195 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited Standalone Ind AS Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Ind AS Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Nitish Jain (DIN 00507526), who retires by rotation under the provisions of Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of five years until the conclusion of the 27<sup>th</sup> Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Ashok Shetty & Co., Chartered Accountants, Mumbai, with firm registration number 117134W, be and are hereby appointed as the Statutory Auditors of the Company, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. Ashok Shetty & Co., plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the Thirty Fourth Annual General Meeting.”

**By Order of the Board of Directors  
For Crescent Finstock Limited**

**Chandramohan Jakhmola  
Wholetime Director  
DIN: 08005196**

Place: Mumbai  
Date: August 13, 2019

Registered Office:  
A/12, Sneh Kunj CHS, Residential Plot No.374,  
Koparli Road, Near Ambaji Mandir, GIDC,  
Vapi - 396195.  
CIN: L55200GJ1997PLC032464  
Website: [www.crescentfinstock.com](http://www.crescentfinstock.com)

**Notes:**

1. 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 (48 hours) before the commencement of the Meeting
2. 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.
3. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representative es to attend and vote at the Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays (including Public Holidays), during business hours up to the date of the Meeting.
7. The Register of Members and the Share Transfer Book of the Company will remain closed from September 22, 2019 to September 29, 2019 (both days inclusive) for the purpose of Annual General Meeting.
8. 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 details to the Company/**SHAREX DYNAMIX (INDIA) PRIVATE LIMITED.**

**SHAREX DYNAMIX (INDIA) PRIVATE LIMITED.**

Sharex Dynamix (India) Private Limited  
 C – 101, 247 Park, L B S Marg,  
 Vikhroli West, Mumbai – 400 083.  
 Tel: 022 28515606/5644  
 Email id: [support@sharexindia.com](mailto:support@sharexindia.com)  
 Tel: 022-2851-5606/5644

**CRESCENT FINSTOCK LIMITED**

Corporate Office:  
 Kohinoor City Mall, First Floor,  
 Premier Road, Kurla West  
 Mumbai – 400 070

9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all workings days except Sundays and Public Holidays between 11.00 A.M. and 1.00 P.M. up to the date of the Annual General Meeting.
10. In terms of and in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer remote e-voting facility as an alternate to all its Members to enable them to cast their vote electronically instead of casting the vote at the Meeting. The Members who have cast their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but shall not be allowed to cast vote again at the Meeting.
11. The remote e-voting facility shall be opened from, September 27, 2019 at 9.00 a.m. to September 29, 2019 till 5.00 p.m., both days inclusive. During the period when facility for remote e-voting is provided, the

members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

12. The Company has fixed September 23, 2019, as the cutoff date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
13. The Company has appointed Ms. Nidhi Bajaj, Practicing Company Secretary (Mem no. A28907) as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner
14. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast by Ballot at the Meeting, thereafter unblock the votes cast through remote e-voting in the manner provided in the Rules and make, not later than 3 days of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes cast in favour or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting.
15. The voting period begins on September 27, 2019 at 9.00 a.m. to September 29, 2019 till 5.00 p.m. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, September 23, 2019 may cast their vote electronically.

**A. In case of members receiving e-mail:**

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for Android, Apple and Windows based mobiles. The m-Voting app can be downloaded from the respective App Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy:**

- a. Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.
- b. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**DIRECTORS' REPORT**

To the Members,

Your Directors present their 22<sup>nd</sup> Annual Report of Crescent Finstock Limited (the Company) along with the audited financial statements for the financial year ended March 31, 2019. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

**FINANCIAL SUMMARY OF THE COMPANY**

A summary of the Standalone & Consolidated financial performance of your Company, for the financial year ended March 31, 2019, is as under:

(Rs. In lacs)

Particulars	Consolidated		Standalone	
	2019	2018	2019	2018
<b>Income</b>				
Revenue from operations	763.78	2887.88	0.38	20.62
Other Income	381.30	374.36	15.07	34.08
<b>Total Income</b>	<b>1145.08</b>	<b>3262.24</b>	<b>15.44</b>	<b>57.70</b>
<b>Expenses</b>				
Operating expenditure	1171.50	2886.68	38.92	41.23
Depreciation & amortization	27.94	31.35	-	-
<b>Total expenses</b>	<b>1199.44</b>	<b>2918.03</b>	<b>38.92</b>	<b>41.23</b>
Profit/(Loss) before Finance Cost & Tax	(54.36)	344.21	(23.48)	13.47
Finance Cost	(5.98)	(8.86)	(9.48)	(10.78)
<b>Profit before Tax</b>	<b>(50.57)</b>	<b>338.23</b>	<b>(33.43)</b>	<b>3.99</b>
Tax expenses	37.06	159.50	-	-
<b>Profit/(Loss) for the year</b>	<b>(95.81)</b>	<b>178.73</b>	<b>(33.43)</b>	<b>3.99</b>

**DIVIDEND**

In view of the losses incurred by the company your directors are unable to recommend any dividend for the year under review.

**COMPANY'S PERFORMANCE**

On a consolidated basis, the revenue from operations for FY19 is at Rs. 763.78 lacs as compared to the previous year Rs. 2887.88 lacs in FY18. The loss after tax attributable to shareholders is Rs. 95.81 lacs as compared to profit incurred in the previous year Rs. 178.73 lacs in FY18.

On an un-consolidated basis, the revenue from operations for FY19 is at Rs. 0.38 lacs as compared to the previous year Rs. 20.62 lacs in FY18. The loss for the year is Rs. 33.43 lacs as compared to the previous year profit of Rs. 3.99 lacs in FY18.

**RESERVES**

No amount has been transferred to any reserves during the year under review.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

No changes have occurred in the nature of the business during the year under review.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES AND FINANCIAL PERFORMANCE THEREOF:**

The Company has 1 (one) Direct subsidiary and (2) two step down subsidiaries as on March 31, 2019. There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change the business of the subsidiaries. Pursuant to the provisions of

Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached as **ANNEXURE A** to this report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company.

**DEPOSITS:**

The Company has not accepted any Deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have 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 loss of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY19.

**FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

The Listing Status of the Company had been changed to unlisted due to de-recognition of Vadodara Stock Exchange by way of exit order dated November 9, 2015 issued by SEBI. The Company had identified Metropolitan Stock Exchange situated at Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098 for listing its securities pursuant to the abovementioned order. Further, the Company has filed secondary listing application for the same on January 5, 2017 and is in the due course of its completion process.

Pursuant to letter dated September 11, 2018 received from Metropolitan Stock Exchange, the listing application filed by your Company has been considered and approved and that the Equity Shares of the Company are listed and admitted to dealings on the Exchange w.e.f. September 14, 2018 vide notice number MSE/LIST/6780/2018 dated September 11, 2018.

**SHARE CAPITAL:**

The Authorized Share Capital of the Company is Rs. 8, 00,00,000/-. The Issued, Subscribed and Paid up Capital of the Company was Rs.7,22,35,250/- as on March 31, 2019. There was no requirement of fresh capital infusion during the year under review.

**a) Issue of equity shares with differential rights**

The Company has not issued equity shares with differential rights during the year under review.

**b) Issue of sweat equity shares**

The Company has not issued sweat equity Shares during the year under review.

**c) Issue of employee stock options**

The Company has not provided any Stock Option Scheme to the employees during the year under review.

**d) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees**

This provision is not applicable to our Company.

**EXTRACT OF THE ANNUAL RETURN:**

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form **MGT-9** is annexed as **Annexure B**.

**STATUTORY AUDITORS:**

M/s. Tasky Associates, Statutory Auditors of the Company were re-appointed on September 26, 2014 for a tenure of 5 years and shall hold office until the conclusion of the ensuing Annual General Meeting, are not eligible for re-appointment as per Section 139 of the Act. The Board of directors had proposed M/s. Ashok Shetty & Co, Chartered Accountancy Firm (Firm Registration Number: 117134W) located at Mumbai. The said firm has provided their eligibility to act as the Statutory Auditors of the Company for a tenure of 5 years from the conclusion of this Annual General Meeting.

**AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT:**

The auditor's report do not contain any qualifications, reservations or adverse remarks.

Secretarial Audit Report is attached to this report. The Secretarial Audit Report contains certain qualifications and observations for the year under review in regard with statutory compliances. The Board of directors of the Company has taken note of the same and shall ensure that all the statutory compliances are strictly complied within the timelines as prescribed under respective laws in future.

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

As the Company does not have any manufacturing activities, disclosure of Information in accordance with the provisions of the Act regarding Conservation of Energy and Technology absorption is not applicable to the Company

The Information Regarding Conservation of Energy & Technology Absorption is provided for in **Annexure C**

Foreign Exchange Earnings and Outgo:

**Amount (Rs. In lakhs)**

<b>Total Foreign Exchange Inflow</b>	NIL
<b>Total Foreign Exchange outflow</b>	NIL

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The said provisions are not applicable to the company.

**DIRECTORS:****(A) Changes in Directors and Key Managerial Personnel during the Financial Year under review the following persons ceased to be the Board Members mainly due to the withdrawal of their respective Nomination by the Appointing Agencies:**

The Company has 6 (Six) Directors comprising of 1 (One) Wholetime Director, 2 (Two) Non-Executive Directors and 3 (Three) Independent Directors.

Mr. Nitish Jain retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

There was no change in the composition of the Board of directors of the Company.

**(B) Declaration by an Independent Director(s) and re- appointment, if any**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

During the year under review, five (5) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The detailed information about composition, meetings and attendance are provided in the Corporate Governance Report.

**BOARD EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act, SEBI Listing Regulations and the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

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

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. In a separate meeting of independent directors, performance of non-independent directors, the Chairman of the Company and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors.

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

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

**AUDIT COMMITTEE:**

The Company has duly constituted Audit Committee. The details as regard to the Composition, Meetings, attendance and other information are provided in the Corporate Governance Report.

**DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee has considered the following factors while formulating the Policy:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.

**RISK MANAGEMENT:**

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

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

**POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:**

In terms of the provisions of the Sexual Harassment of Women at Work place Prevention, Prohibition and Redressal) Act, 2013 The Company has formed Internal Compliance Committees at its Corporate office at Mumbai, Maharashtra. The Board also has approved a policy for prevention of Sexual Harassment at Work place. There were no Complaints filed till date under the said policy

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

Particulars of loans, guarantees and investments have been disclosed in the financial statements.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Related Party Transactions (RPTs) were entered in ordinary course of business on an arm's length basis and were in compliance with the provisions of Companies Act, 2013. The statement of RPT's were reviewed by the Audit Committee on a quarterly basis, omnibus approval of the Audit Committee was obtained for the RPT's of the repetitive nature. There are no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with justification for entering into such contracts or arrangements in Form AOC-2 does not form part of the report. For details of the transaction with related party refer to Page No. 23 of the financial statements.

**PARTICULARS OF EMPLOYEES**

The Company has not employed any individual whose remuneration falls with the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Rule(5) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review.

Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors of  
**Crescent Finstock Limited**

**Place: Mumbai**

**Date: August 13, 2019**

**Chandramohan Jakhmola**  
**Wholetime Director**  
**DIN: 08005196**

**John Dsouza**  
**Director**  
**DIN: 01877999**

**ANNEXURE-A  
Form AOC-1**

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

**Statement containing salient features of the financial statement of subsidiaries/associate companies/  
joint ventures**

**Part "A": Subsidiaries**

(Amount in Rs.)

Sl. No.	Particulars	Details	Details	Details
1.	Name of the subsidiary	Doubledot Finance Limited (Direct Subsidiary)	Positive Biosciences Limited (Step-Down Subsidiary)	Net Classroom Private Limited (Step-Down Subsidiary)
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2018 TO 31.03.2019	01.04.2018 TO 31.03.2019	01.04.2018 TO 31.03.2019
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA
4.	Share capital	17,51,26,600	11,94,090	24,27,74,860
5.	Reserves & surplus	57,03,73,833	14,96,184	5,51,83,918
6.	Total assets	86,49,91,330	7,47,26,301	29,82,08,404
7.	Total Liabilities	11,94,90,897	7,20,36,027	2,49,626
8.	Investments	55,70,91,230	98,000	19,24,91,964
9.	Turnover	5,61,66,764	5,52,22,555	1,93,67,698
10.	Profit before taxation	93,97,211	-3,25,21,107	1,92,39,942
11.	Provision for taxation	2,59,489	-1,47,476	22,95,175
12.	Profit after taxation	91,37,722	-3,23,73,631	1,69,44,767
13.	Proposed Dividend	NIL	NIL	NIL
14.	% of shareholding	59.83%	52.76%	99.96%

**Part "B": Associates and Joint Ventures – Not Applicable**

## ANNEXURE B

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2019

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

I REGISTRATION & OTHER DETAILS:			
i	CIN	L55200GJ1997PLC032464	
ii	Registration Date	5 <sup>th</sup> June, 1997	
iii	Name of the Company	Crescent Finstock Limited	
iv	Category/Sub-category of the Company	Public Company - Limited by shares Indian Non-Government Company	
v	Address of the Registered office & contact details	A/12, Sneh Kunj CHS., Residential Plot No. 374, Koparli Road, GIDC, Vapi, Gujarat - 396195.	
vi	Whether listed company	Yes	
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamix (India) Private Limited C – 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083. Tel: 022 28515606/5644 Email Id : support@sharexindia.com	
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			
SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Broking Services	997152	2.44%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES					
SI No	NAME & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Doubledot Finance Limited	U93090TN1989PLC021901	Subsidiary	59.83%	2(46)
2	Net Classroom Private Limited	U80211GJ2000PTC037737	Step-down Subsidiary	NIL	2(46)
3	Positive Biosciences Limited	U93000TN1995PLC03029	Step-down Subsidiary	NIL	2(46)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)										
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian										
a) Individual/HUF	-	-	-	-	-	-	-	-	-	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL:(A) (1)</b>										
<b>(2) Foreign</b>										
a) NRI-Individuals	26,40,540	-	26,40,540	36.55%	26,40,540	-	26,40,540	36.55%		
b) Other Individuals	-	-	-	-	-	-	-	-		
c) Bodies Corp.	-	-	-	-	-	-	-	-		
d) Banks/FI	-	-	-	-	-	-	-	-		
e) Any other...	-	-	-	-	-	-	-	-		
<b>SUB TOTAL (A) (2)</b>	26,40,540	-	26,40,540	36.55%	26,40,540	-	26,40,540	36.55%	-	-
<b>Total Shareholding of Promoter (A)= (A) (1)+(A)(2)</b>	26,40,540	-	26,40,540	36.55%	26,40,540	-	26,40,540	36.55%	-	-
<b>B. PUBLIC SHAREHOLDING</b>										
<b>(1) Institutions</b>										
a) Mutual Funds	68,301	287	68,588	0.95%	68,301	287	68,588	0.95%	-	-
b) Banks/FINs	11,21,725	23,865	11,45,590	15.86%	11,21,725	23,865	11,45,590	15.86%	-	-
c) Central govt	-	-	-	-	-	-	-	-		
d) State Govt.	-	-	-	-	-	-	-	-		
e) Venture Capital Fund	-	-	-	-	-	-	-	-		
f) Insurance Companies	7,50,203	9,886	7,60,089	10.52%	7,50,203	9,886	7,60,089	10.52%	-	-
g) FIIS	-	-	-	-	-	-	-	-		
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-		

i) Others (specify)	-	-	-	-	-	-	-	-	-	-	-
<b>SUB TOTAL (B)(1):</b>	<b>19,40,229</b>	<b>34,038</b>	<b>19,74,267</b>	<b>27.33%</b>	<b>19,40,229</b>	<b>34,038</b>	<b>19,74,267</b>	<b>27.33%</b>	-	-	
<b>(2) Non Institutions</b>											
a) Bodies corporates	42,585	84,397	1,26,982	1.76%	42,585	84,397	1,26,982	1.76%			
b) Individuals			-				-		-	-	
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	4,88,990	12,82,464	17,71,454	24.52%	4,88,990	12,82,464	17,71,454	24.52%	-	-	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	-	1,36,525	1,36,525	1.89%	-	1,36,525	1,36,525	1.89%	-	-	
NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	
d) Any other - Specify	-	-	-	-	-	-	-	-	-	-	
- OCB	2,06,375	3,34,512	5,40,887	7.49%	2,06,375	3,34,512	5,40,887	7.49%	-	-	
- NRI	20,356	1,706	22,062	0.31%	20,356	1,706	22,062	0.31%	-	-	
- Trusts	1,131	-	1,131	0.02%	1,131	-	1,131	0.02%	-	-	
- HUF	1,241	8,436	9,677	0.13%	1,241	8,436	9,677	0.13%	-	-	
<b>SUB TOTAL (B)(2):</b>	<b>7,60,678</b>	<b>18,48,040</b>	<b>26,08,718</b>	<b>35.98%</b>	<b>7,60,678</b>	<b>18,39,604</b>	<b>26,08,718</b>	<b>35.98%</b>	-	-	
<b>Total Public Shareholding (B)= (B) (1)+(B)(2)</b>	<b>27,00,907</b>	<b>18,82,078</b>	<b>45,82,985</b>	<b>63.45%</b>	<b>27,00,907</b>	<b>18,73,642</b>	<b>45,82,985</b>	<b>63.45%</b>	-	-	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-	-	
<b>Grand Total (A+B+C)</b>	<b>53,41,447</b>	<b>18,82,078</b>	<b>72,23,525</b>	<b>100.00%</b>	<b>53,41,447</b>	<b>18,73,642</b>	<b>72,23,525</b>	<b>100.00%</b>	-	-	

(ii) SHARE HOLDING OF PROMOTERS								
Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Mr. Nitish Jain	1654126	22.90%	-	1654126	22.90%	-	-
2	Mrs. Bharati Jain	986414	13.66%	-	986414	13.66%	-	-
	<b>Total</b>	<b>2640540</b>	<b>36.55%</b>	-	<b>2640540</b>	<b>36.55%</b>	-	-

(iii) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and holder of GDRs and ADRs):

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year April 1, 2018		Cumulative Shareholding at the end of the year March 31, 2019	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
1.	The Bank of New York Mellon	717625	9.94	717625	9.94
2.	Life Insurance Corporation of India	636928	8.82	636928	8.82
3.	DBMG of (Mauritius) Limited	334512	4.63	334512	4.63
4.	The Hongkong and Shanghai Bank	326250	4.52	326250	4.52
5.	Quincy Overseas Limited	206375	2.86	206375	2.86
6.	Nandkishor Chaturvedi	136525	1.89	136525	1.89
7.	General Insurance Corporation of India	103530	1.43	103530	1.43
8.	Administrator of the Specified undertaking of the unit trust of India – Asset Reconstruction Fund	68837	0.95	68837	0.95
9.	Principal Multi Cap Growth Fund	39500	0.55	39500	0.55
10.	Morgan Grenfell Trust Corporation	25000	0.35	25000	0.35

<b>(v) Shareholding of Directors &amp; KMP</b>					
<b>Sr. No</b>	<b>For Each of the Directors &amp; KMP</b>	<b>Shareholding at the end of the year</b>		<b>Cumulative Shareholding during the year</b>	
		<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No of shares</b>	<b>% of total shares of the company</b>
	At the beginning of the year	2640540	36.55%	2640540	36.55%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	2640540	36.55%	2640540	36.55%

**V. INDEBTEDNESS**

<b>Indebtedness of the Company including interest outstanding/accrued but not due for paymen</b>				
	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	1,76,91,727	-	1,76,91,727
ii) Interest due but not paid	-	8,94,689	-	8,94,689
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>1,85,86,416</b>	-	<b>1,85,86,416</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	-	20,00,000	-	20,00,000
Reduction	-	(40,41,077)	-	(40,41,077)
<b>Net Change</b>		<b>(20,41,077)</b>		<b>(20,41,077)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	1,65,45,339	-	1,65,45,339
<b>Total (i+ii+iii)</b>	-	<b>1,65,45,339</b>	-	<b>1,65,45,339</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Wholetime Director and/or Manager:

Sr. No	Particulars of Remuneration	Name of the MD/WTD/Manager
1	<b>Gross salary</b>	Mr. Chandramohan Jakhmola - WTD
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	6,33,024
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-
2	Stock option	-
3	Sweat Equity	-
4	Commission	-
	as % of profit	-
	others (specify)	-
5	Others, please specify	-
	<b>Total (A)</b>	<b>6,33,024</b>
	<b>Ceiling as per the Act</b>	

B. Remuneration to other directors:					
Sr. No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	<b>Mr. Ganapathy Dharmarajan</b>	<b>Mr. John Antony Dsouza</b>	<b>Mr. Nagesh Jagtap</b>	
	(a) Fee for attending board committee meetings	15,000	15,000	15,000	<b>45,000</b>
	(b) Commission				
	(c ) Others, please specify				
	<b>Total (1)</b>	<b>15,000</b>	<b>15,000</b>	<b>15,000</b>	<b>45,000</b>
2	Other Non-Executive Directors				
	(a) Fee for attending board committee meetings				
	(b) Commission				
	(c ) Others, please specify.				
	<b>Total (2)</b>				
	<b>Total (B)=(1+2)</b>	<b>15,000</b>	<b>15,000</b>	<b>15,000</b>	<b>45,000</b>
	<b>Total Managerial Remuneration</b>	<b>15,000</b>	<b>15,000</b>	<b>15,000</b>	<b>45,000</b>
	<b>Overall Ceiling as per the Act.</b>				

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	<b>Gross Salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	6,00,000	-	6,00,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	-	<b>6,00,000</b>	-	<b>6,00,000</b>

## ANNEXURE-C

## CONSERVATION OF ENERGY

Sr No.	Particulars	Details
1	the steps taken or impact on conservation of energy	NIL
2	the steps taken by the company for utilizing alternate sources of energy	NIL
3	the capital investment on energy conservation equipments	NIL

## TECHNOLOGY ABSORPTION

Sr No.	Particulars	Details
1	the efforts made towards technology absorption	NIL
2	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
3	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	NIL
	(b) the year of import	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
4	The expenditure incurred on Research and Development.	NIL

**MANAGEMENT DISCUSSION AND ANALYSIS:****Macro-economic Overview**

Macro-level dynamics and Global variables made FY2019 a year full of volatilities.

The fiscal year of 2019 marked the completion of NDA government's 5 year term, with the nation-wide election results favouring majority for NDA government. The government's thrust was more on digital initiatives and financial inclusion on the forefront. However, India's speedy journey in terms of political and economic reforms faced national as well as international road-blocks in FY2019. Global trade war concerns between US and China made the global markets volatile. Any agreement on the same will be a welcome move, going ahead. At the domestic level, rupee faced volatility due to tightening of US rates and hovering crude oil prices. This was followed by the default of IL&FS which had a ripple effect on NBFCs and mid-caps, contributing to liquidity issues. The central bank and the government were prompt enough to stabilize the panic selling in the credit markets with open market operation (OMO). RBI during the year, hiked the policy rates by 50 bps followed by a rate cut of 25 bps in February. RBI has announced its second rate cut of FY2020 to the tune of 25 bps with a view to strengthen domestic growth impulses by spurring investments that remained sluggish. From a global perspective, until last month of FY2019, there was a continuous shift in stance by major central banks across the globe. For instance, until the end of last year, the US Fed was likely to hike rates at least twice this year. Even the European Commercial Bank remained adamant on withdrawing its stimulus program. This hawkish stance was seen to completely shift to dovish. The US Fed has now kept its rates steady and signaled that there would be no hikes for the rest of the year. The ECB, citing the sustained economic slowdown in the bloc, has announced a fresh round of stimulus in order to boost the ailing economy. These measures have seen a shift of FII flows from major economies to emerging markets. Structurally, India's future outlook remains optimistic with various fundamentals in favour. Firstly, in the coming years India is poised to gradually become the world's youngest workforce after overtaking China. This combined with an increase in productivity will hugely benefit the economy. Although, IMF has softened the growth rate to 7.3% for FY20 from 7.5% citing weaker global outlook, it continues to maintain the fastest growing status for India.

The Equity Markets in FY2019 remained volatile but gave positive returns. The equity markets in FY2019 were exposed macro-events like NBFC liquidity crisis, mid-cap rally reversal, cross-border tensions coupled with political uncertainty. However, the revival in FII sentiments in last leg of the year paved the way for double digit positive benchmark returns. While, the large-cap benchmark, Nifty 50, rose 15% YoY in FY2019, the multi-cap benchmark, Nifty 500, rose 8.5% YoY. The indices witnessed a sharp fall in Q2 FY2019 post the default of IL&FS and consequent liquidity issues in the system. This was later coupled with cross-border tensions and political uncertainty before elections. The FII flows remained suppressed throughout the year but for the month of February and March, 2019 which witnessed stellar jumps in inflows owing to electoral expectations. As a result of this rally in last two months, the net inflow by FIIs achieved a grip and amounted to R 26,882 crores vs R26,019 crores in FY2018. DII also witnessed net inflows for the 4th consecutive year, amounting R 72,141 crores; however, was lower than R 1,14,452 crores in FY2018. The Indian households, continued to hold the interest in equity mutual funds, who are incrementally viewing it as a long-term savings vehicle delivering higher inflation-adjusted returns as compared to fixed income products.

**Broking Business Industry Facts**

The average daily traded volumes (ADTO) for the equity markets during FY2019 stood at R 9.93 lakh crores, up 46% YoY from R 6.79 lakh crores in FY2018. The overall Cash market ADTO reported growth of 7% YoY at R 35,180 crores in FY2019. However, the absolute growth was affected due to decrease in delivery, which saw de-growth of 8.2% YoY to R 8,854 crores v/s 26% growth in FY2018. Within derivatives, futures volume rose 9.7% YoY to R 87,564 crores while options rose 54% YoY to R 8.70 lakh crores. Amongst cash market participants, retail constitutes 53% of total cash volume, institution constitutes 25% of total cash volume and prop constitutes 20%. Within institution, DII cash volumes increased 6% YoY to R 3,627 crores vs 51% in the previous year, reflecting the lull market sentiments during the year. The proportion of DII in the cash market remained constant at 10.4%. The increase in demat accounts during the year stood at 12% with total number of accounts as on March 2019 at R 3.59 crores. The revival in market sentiments along with clearer picture on political front is expected to give push to the primary market activities and overall volumes.

FII's continued to witness net inflows from Indian equities during FY2019; although the flows remained under pressure for most of the year. Factors like IL&FS default and subsequent liquidity issues, cross border tensions, political uncertainty made the environment volatile for foreign investors. However, in the last two months, the alleviations of the issues brought the FII's confidence back. DIIs too saw net inflows for the 4th consecutive year, however, on YoY basis there was a significant decline due to fears on political front, liquidity issues and reversal of mid-cap rally. Despite such volatility, the Indian households are seen to hold the interest in equity and equity products with expectations of higher returns than traditional fixed income products.

### **Outlook**

We believe, financial services industry in India has immense potential. The interest in the Indian economy is at an all-time high amongst the global investors. With financial inclusion and focused efforts towards increasing awareness amongst the customer base, the growth prospects for the industry are huge. The prospects for the financial year 2018-19 appear to be good and we hope to sustain and improve our performance during this year

### **Internal Controls**

The Company has invested in ensuring that its internal audit and control systems are adequate and commensurate with the nature of business and the size of its operations. The internal control system is supplemented by internal audits, as well as regular reviews by the management.

### **Risk and Concern**

The financial sector is affected by a variety of factors linked to domestic economic progress and global developments. Any economic event happening across the globe can have a direct or indirect impact on the Company

Uncertainty in global markets, owing to a recessionary environment in advanced economies and increased strain in China and other emerging markets can result in volatile capital inflows and currency fluctuations. In India, the slow pace in implementation of economic reforms and important legislations can further delay growth. Any adverse change in the regulatory and policy environment in which the company operates could affect our business and financial condition. In the financial services industry, security and sanctity of client data is of utmost importance. A regular and continuous threat for firms is data theft via malicious malware and email. Technology has not only increased players, vendors and customers, but has added multiple threats to the businesses. Cyber-attacks are getting larger in scale and size, even to the extent of coordinated attacks from different geographies.

### **Material development in human resources / industrial relation front including no. of people employed**

We continue to have cordial and harmonious relationship with our employees

**Secretarial Audit Report****FORM NO. MR-3**

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

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

To,

**The Members,**

**CRESCENT FINSTOCK LIMITED**

A/12, Sneh Kunj CHS,

Residential Plot No.374, Koparli Road,

Near Ambaji Mandir, GIDC, Vapi, GJ-396195

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. CRESCENT FINSTOCK LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. CRESCENT FINSTOCK LIMITED** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2019, 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 thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (not applicable to the Company during the Audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the Audit period);
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014 (not applicable to the Company);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period);

- f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 and
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period);
- (vi) Other Laws specifically applicable to the Company as per the representations made by the Company are as follows:
- a. The Shops & Establishment Act, 1948 and rules made thereunder;
- b. Maternity Benefit Act, 1961 and rules made thereunder;
- c. The Sexual Harassment of Women at workplace(Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder;
- d. Payment of Gratuity Act, 1972 and the rules made thereunder;
- e. Equal Remuneration Act, 1976 and the rules made thereunder;
- f. Professional Tax Act, 1975;
- g. Negotiable Instruments Act, 1881;

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts I have relied on the Reports given by the Statutory Auditors of the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India; and
- b. The (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**During the financial year under review, the Company has complied with the provisions of the Companies Act, 2013, Companies Act, 1956, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following:**

**QUALIFICATIONS:**

- 1) Under SEBI Regulations and circulars/guidelines issued thereunder:-

Sr. No .	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company is required to Revise/amend policy on 'Code of Conduct' to regulate, monitor and report trading by Designated Persons and their Immediate Relatives in terms of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Revised "Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information" pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015.	The Company has not adopted Policy on Code of Fair Disclosure Under Regulation 8 of the PIT Regulations and Code Of Conduct Under Regulation 9 of the PIT Regulations which are effective from 1 <sup>st</sup> April, 2019.

2.	Regulation 30(1) and 30(2) SEBI Takeover Regulations 2011.	The Promoters are required to give disclosure under Regulation 30(1) and 30(2) - SEBI Takeover Regulations 2011 to the Stock Exchange within 7 working days from the end of Financial Year	The Promoters have emailed disclosure under Regulation 30(1) and 30(2) - SEBI Takeover Regulations 2011 on 18 <sup>th</sup> April 2019.
3.	Notice Of Annual General Meeting Under Regulation 36 Of The SEBI (LODR) Regulations,2015	The Company is required to send Annual Report as referred under Regulation 36 Of The SEBI (LODR) Regulations,2015 along with Notice of AGM not less than twenty-one days before the annual general meeting	The Company has not provided us dispatch proof for sending Annual Report along with Notice of AGM sent to the Shareholders and also have not uploaded Notice of AGM on the Stock Exchange website twenty-one days before the annual general meeting.
4.	E-voting facility to Shareholders Under Regulation 44 Of The SEBI (LODR) Regulations,2015	The listed entity shall provide the facility of remote e-voting facility to its shareholders, in respect of all shareholders' resolutions in a manner as specified under Regulation 44 of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013	The Company has not provided Remote E-voting facility to Shareholders for the AGM conducted on 25/09/2018. Further the Company has not given Newspaper Notice for Convening Annual General Meeting.
5.	Regulation 44 Of The SEBI (LODR) Regulations,2015 – Intimation Date of closure of transfer books	The listed entity shall give notice in advance of atleast seven working days (excluding the date of intimation and the record date) to stock exchange(s) of closure date specifying the purpose of the record date.	The Company has not intimated Book Closure date/Transfer of Books date to the Stock Exchange
6.	SEBI vide their Circular No. SEBI/HO/MRD/DSA/CIR/P/2017/92 dated August 01, 2017 has taken action against Exclusively Listed Companies (ELC) and its Promoters/Directors and has directed that till the ELCs provide exit options to the public shareholder	SEBI vide their Circular No. SEBI/HO/MRD/DSA/CIR/P/2017/92 dated August 01, 2017 has taken action against Exclusively Listed Companies (ELC) and its Promoters/Directors and has directed that till the ELCs provide exit options to the public shareholder a. Such ELCs and the depositors shall not effect transfer, by way of sale, pledge etc of any of the equity shares and the corporate benefits such as bonus, dividend etc shall be frozen. b. The non-compliant ELCs, its directors, its promoters and the companies which are promoted by any of them shall not be eligible to access the securities market for the purposes of raising capital till the promoters of such ELCs provide an exit option to the public shareholders in compliance with SEBI circular dated October 10, 2016. c. The promoters and directors of non-compliant ELCs shall not be eligible to remain or become director of any listed company till the promoters of such non-complaint ELCs provide exit option to public shareholders. in compliance with SEBI circular dated October 10, 2016. Pursuant to the said circular, BSE has taken the consequent action as stated in para b above vide its notice dated 30.04.2018.	The company applied for listing to Metropolitan Stock Exchange of India Ltd (MSE) and got listed on the said Exchange on 14 <sup>th</sup> September, 2018

7.	Regulation 47 – Advertisement in Newspaper	The information at sub-regulation (1) shall be published in at least one English language national daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the listed entity is situated.	The Company has published notice of meeting of the board of directors where financial results shall be discussed and Financial Result as specified in Regulation 33 in English Language instead of Gujarati Language in the Regional Newspaper for Quarter ended 30th September, 2018 and 31st December, 2018
8.	Regulation 46 – Uploading information on Company's Website	The listed entity shall maintain a functional website containing the basic information about the listed entity. The listed entity shall disseminate the information as stated in Regulation 46 (2).	The Company has not disclosed following information on its website: a. Corporate Governance Report on website for quarter ended September, 2018 and December, 2018 b. Notice of the Board Meeting held on 13 <sup>th</sup> November, 2018 and 7 <sup>th</sup> February, 2019 c. Shareholding Pattern for quarter ended September, 2018 and December, 2018 d. separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year e. Sexual Harassment Policy f. Policy Code of Fair Disclosure Under Regulation 8 of the PIT Regulations and Code Of Conduct Under Regulation 9 of the PIT Regulations

- 2) SEBI vide their Circular No. SEBI/HO/MRD/DSA/CIR/P/2017/92 dated August 01, 2017 has taken action against Exclusively Listed Companies (ELC) and its Promoters/Directors and has directed that till the ELCs provide exit options to the public shareholder
- Such ELCs and the depositors shall not effect transfer, by way of sale, pledge etc of any of the equity shares and the corporate benefits such as bonus, dividend etc shall be frozen.
  - The non-compliant ELCs, its directors, its promoters and the companies which are promoted by any of them shall not be eligible to access the securities market for the purposes of raising capital till the promoters of such ELCs provide an exit option to the public shareholders in compliance with SEBI circular dated October 10, 2016.
  - The promoters and directors of non-compliant ELCs shall not be eligible to remain or become director of any listed company till the promoters of such non-complaint ELCs provide exit option to public shareholders. in compliance with SEBI circular dated October 10, 2016.

Pursuant to the said circular, BSE has taken the consequent action as stated in para b above vide its notice dated 30.04.2018.

The company has applied for listing to Metropolitan Stock Exchange of India Ltd (MSE) on 5<sup>th</sup> January 2017 and got listed on the said Exchange on 14<sup>th</sup> September, 2018. BSE Ltd., vide its Notice dated 19<sup>th</sup> September, 2018 has removed the name of the Company from the Dissemination Board of Exchange.

- 3) As per provisions of Section 203(1) of the Companies Act, 2013, the Company is required to appoint the following Key Managerial Personnel:

- a. Managing Director or Chief Executive Officer or manager and in their absence, a Whole-Time Director.
- b. Company Secretary
- c. Chief Financial Officer

The Company has a Whole-Time Director. However, the Company has appointed Chief Financial Officer on 22<sup>nd</sup> April, 2019 and whole time Company Secretary on 16<sup>th</sup> July, 2018.

- 4) The Company has appointed Secretarial Auditor and Internal Auditor for FY 2018-19 on June 6, 2019. Pursuant to section 179(3) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company has not filed Form MGT-14 for Appointment of Internal Auditor and Secretarial Auditor for Financial year 2018-2019 and hence, condonation of delay is required to be filed with the Central Government.
- 5) Pursuant to section 179(3) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company has not filed Form MGT-14 for appointment of Ms. Nisha Joly Machingal as a Company Secretary under section 203 of the Companies Act, 2013 and hence condonation of delay is required to be filed with the Central Government.

#### **OBSERVATIONS:**

- 6) *There were certain delays in filing e-forms with the office of Registrar of Companies.*

#### **I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year 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 decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I 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.

**I further report that** during the audit period, there were following specific events/actions having a major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:-

- *The Company had applied to Metropolitan Stock Exchange of India Limited (MSEI) for direct listing of its equity shares on 5th January, 2017 and got listed on the said Exchange on 14th September, 2018*

This report is to be read with my letter of even date which is annexed as **Annexure I** and form an integral part of this report.

**Date: August 13, 2019**

**Place: Mumbai**

**For Mayank Arora & Co.**

**Mayank Arora Proprietor**

**C.P. No. 13609**

**Annexure I**

To,  
**The Members,**  
**CRESCENT FINSTOCK LIMITED**  
A/12, Sneh Kunj CHS,  
Residential Plot No.374, Koparli Road,  
Near Ambaji Mandir, GIDC, Vapi, GJ-396195

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book 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, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the 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.
7. I have reported, in my audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials of the Company.

**Date: August 13, 2019**  
**Place: Mumbai**

**For Mayank Arora & Co.**

**Mayank Arora Proprietor**  
**C.P. No. 13609**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

**The Members,**

**CRESCENT FINSTOCK LIMITED**

A/12, Sneh Kunj CHS,

Residential Plot No.374, Koparli Road,

Near Ambaji Mandir, GIDC,

Vapi- 396195

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Crescent Finstock Limited having CIN L55200GJ1997PLC032464 and having registered office at A/12, Sneh Kunj CHS, Residential Plot No.374, Koparli Road, Near Ambaji Mandir, GIDC, Vapi - 396195 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- 1) In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies Ministry of Corporate Affairs, or any such other Statutory Authority. However, SEBI vide their Circular No. SEBI/HO/MRD/DSA/CIR/P/2017/92 dated August 01, 2017 has taken action against Exclusively Listed Companies (ELC) and its Promoters/Directors and has directed that till the ELCs provide exit options to the public shareholder
- Such ELCs and the depositors shall not effect transfer, by way of sale, pledge etc of any of the equity shares and the corporate benefits such as bonus, dividend etc shall be frozen.
  - The non-compliant ELCs, its directors, its promoters and the companies which are promoted by any of them shall not be eligible to access the securities market for the purposes of raising capital till the promoters of such ELCs provide an exit option to the public shareholders in compliance with SEBI circular dated October 10, 2016.
  - The promoters and directors of non-compliant ELCs shall not be eligible to remain or become director of any listed company till the promoters of such non-complaint ELCs provide exit option to public shareholders. in compliance with SEBI circular dated October 10, 2016.

**Pursuant to the said circular, BSE has taken the consequent action as stated in para b above vide its notice dated 30.04.2018.**

**The company has applied for listing to Metropolitan Stock Exchange of India Ltd (MSE) on 5th January 2017 and got listed on the said Exchange on 14th September, 2018. Further BSE Ltd., vide its Notice dated 19th September, 2018 has removed the name of the Company from the Dissemination Board of Exchange.**

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

**Date: August 13, 2019**

**Place: Mumbai**

**For Mayank Arora & Co.**

**Mayank Arora Proprietor  
C.P. No. 13609**

## CORPORATE GOVERNANCE REPORT

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is aimed at ensuring that the objectives of the Company are well defined along with timely measurement and monitoring of the performance against those objectives. It envisages attainment of a high level of transparency & accountability in the functioning of the Company and helps the management in the efficient conduct of the Company's affairs and in protecting the interest of various participants like shareholders, employees, lenders, clients, etc., and at the same time places due emphasis on compliance of various statutory laws.

## 2. BOARD OF DIRECTORS

## i) Composition of the board of directors

The present strength of the Board is Six (6) Directors. The Board comprises of Two (2) Non-Executive and Three (3) Independent Directors. The number of Non-Executive and Independent Directors exceeds one-third of the total number of Directors.

Sr. no	Category	Name of the Director	Attendance details	
			Board Meetings Attended	% of total meetings attended during the tenure as a Director
1	Non-Executive	Mrs. Bharati Jain	4	100
2	Director	Mr. Nitish Jain	4	100
3	Wholetime Director	*Mr. Chandramohan Jakhmola	2	75
4	Non-Executive Independent Director	Mr. Nagesh Mohan Jagtap	4	100
5		Mr. John Antony D'souza	4	100
6		Mr. Ganapathy Dharmarajan	4	100

All Directors of the Company who were on the Board as on the date of the last Annual General Meeting held on September 25, 2018 attended the Annual General Meeting except Mr. Nitish Jain and Mrs. Bharti Jain.

None of the Directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors. None of the Director except Mr. Nitish Jain and Mrs. Bharti Jain, are related to each other.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act.

## ii) Brief profile of the directors

## 1. NITISH JAIN – PROMOTER DIRECTOR

Mr. Nitish Jain is the son of Dr. Sashichand Jain (Chairman Emeritus of DCW Limited) and grandson of the Late Shriyans Prasad Jain, parliamentarian, industrialist and philanthropist who was conferred the Padma Bhushan in 1988. He pursued his undergraduate degree from Sydenham College, Mumbai University, and an MBA from Cornell University, USA. He was Managing Director at DCW Limited and was a visionary in understanding the potential of the Iodised Salt business and had built the brand CAPTAIN COOK successfully. The Brand was later on acquired by the Multinationals who wanted to make sure that there is no serious threat to their business plans. He was actively involved

in fund raising through Capital Markets. After the Salt business was sold off he had set his sights on the Stock Market. The foray into the Share broking business by Crescent Finstock Limited was entirely due to his initiative.

**2. BHARATI JAIN – PROMOTER DIRECTOR**

Bharati Jain is a Chartered Accountant from the ICAEW, after which she worked with E&Y and PWC England. She has immense knowledge and practical experience in Audit and Taxation. She is a key decision maker in making strategic and risk management activity in the business of the Company.

**3. Mr. CHANDRAMOHAN JAKHMOLA – WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER**

Mr. Chandramohan Jakhmola has 2 decades of Industrial Experience and manages financial operations of the Company. He has good business acumen, good administration, decision making and leadership skills.

**4. D. GANAPATHY – NON-EXECUTIVE INDEPENDENT DIRECTOR**

Shri. D. Ganapathy is M.A., L.L.B. He held senior positions in the Human Resource Department of well-known companies.

**5. JOHN DSOUZA – NON-EXECUTIVE INDEPENDENT DIRECTOR**

Shri. John D'souza after his stint as Tax Accountant in abroad, he started as Tax practitioner in Mumbai for over 3 decades now.

**6. NAGESH MOHAN JAGTAP – NON-EXECUTIVE INDEPENDENT DIRECTOR**

Shri Nagesh Mohan Jagtap is M.A in Economics and Finance and Presently is a faculty of Economics and Commerce at V. K. Raheja College of Commerce, Mumbai. His expert Knowledge in Economics and Commerce adds as an ingredient for strategic decision in capital market positions.

**iii) Board Meetings and Directorship/Committee membership(s) of Directors**

Eight (8) Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days.

The said meetings were held on:

May 20, 2018, June 18, 2018, July 10, 2018, November 13, 2018 and February 7, 2019.

The necessary quorum was present for all the meetings.

iv) The names and categories of the Directors on the Board, the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2019 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Name of the Director	Number of other companies in which directorship is held (*)	No. of Committees in which Membership is held (**)	Number of Chairmanship(s) in other Board Committees
Mrs. Bharati Jain	2	1	-
Mr. Nitish Jain	1	-	-
Mr. Chandramohan Jakhmola	Nil	Nil	-
Mr. Nagesh Mohan Jagtap	Nil	Nil	-
Mr. John Antony D'souza	2	2	1
Mr. Ganapathy Dharmarajan	2	2	1

\* Excludes alternate directorships, directorships in private/foreign companies and interest in firms/other bodies.

\*\* Includes memberships of only audit and shareholders' grievances committee.

### 3. COMMITTEES OF THE BOARD

There are three Board Committees as on March 31, 2019, that has been formed considering the needs of the Company and best practices in Corporate Governance, details of which are as follows:

#### I. AUDIT COMMITTEE

##### A) Terms of Reference

- I Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- I Recommendation for appointment, remuneration and terms of appointment of auditors of the Company
- I Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- I Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub- Section 3 of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
    - Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
    - Review and monitor the auditor's independence and performance, and effectiveness of audit process;

- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- To review the functioning of the Whistle Blower mechanism
- Reviewing the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - c. Management letters/letters of internal control weaknesses issued by the statutory auditors; and
  - d. Internal audit reports relating to internal control weaknesses

**B) Composition, Name of Members and Chairperson**

The Audit Committee presently comprises three members and all members of the Audit Committee including the Chairman are Non-Executive and Independent Directors:

1. Mr. John D'souza, Chairman, Independent & Non-Executive Director
2. Mr. D. Ganapathy, Member, Independent & Non-Executive Director
3. Mr. Nagesh Jagtap, Member, Independent & Non-Executive Director

All members possess knowledge of corporate finance, accounts and corporate laws.

**C) Meeting and Attendance during the year**

During the year under review, the members met four (4) times on June 18, 2018, July 10, 2018, November 13, 2018 and February 7, 2019.

The attendance of each member at the meeting is given below:

<b>Name of Member</b>	<b>Designation</b>	<b>No. of meetings attended</b>	<b>% of total Meetings attended during the year</b>
Mr. John D'souza	Chairman	4	100
Mr. Nagesh Jagtap	Member	4	100
Mr. D. Ganapathy	Member	4	100

The Committee invites the Head of the Finance Department, the President of the Company, the Internal & Statutory Auditors to participate in the meeting. The Company Secretary acts as the Secretary to the meeting.

The Chairman of the Committee was present at the last Annual General Meeting held on September 25, 2018.

D) Internal Auditors

The Company has appointed M/s. Ashok Shetty & Co., Chartered Accountants, as Internal Auditors of the Company to review the Internal Control Systems. The Report of the Internal Auditor along with their suggestions is submitted on a periodic basis before the Audit Committee for its consideration.

## II. NOMINATION & REMUNERATION COMMITTEE

A) Terms of Reference

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties

B) Composition, Name of Members and Chairperson

The Audit Committee presently comprises three members and all members of the Audit Committee including the Chairman are Non-Executive and Independent Directors:

1. Mr. Nagesh Jagtap, Chairman, Independent & Non-Executive Director
2. Mr. D. Ganapathy, Member, Independent & Non-Executive Director
3. Mr. John D'souza, Member, Independent & Non-Executive Director

All members possess knowledge of corporate finance, accounts and corporate laws.

C) Meeting and Attendance during the year

During the year under review, the members met three (3) times on June 18, 2018, July 10, 2018, and November 13, 2018.

The attendance of each member at the meeting is given below:

Name of Member	Designation	No. of meetings attended	% of total Meetings attended during the year
Mr. Nagesh Jagtap	Chairman	3	100
Mr. John D'souza	Member	3	100
Mr. D. Ganapathy	Member	3	100

D) Remuneration Policy

1. The Wholetime Director of the Company is paid remuneration by way of salary, perquisites and allowances as approved by the shareholders in Annual General Meeting and payment in excess of the limits envisaged under Schedule V of the Companies Act, 2013, is subject to the approval of the Central Government.
2. Non-Executive & Independent Directors are paid sitting fees for attending Board and Audit Committee Meetings.

E) Details of Remuneration paid to all the Directors

Name of Director	Fixed Salary	Commission	Sitting Fees	Total	Service Contract/ Notice Period
Mr. Chandramohan Jakhmola	6,33,024/-	-	-	6,33,024/-	Contractual
Mr. Nitish Jain	-	-	-	-	Retirement by rotation
Mrs. Bharti Jain	-	-	-	-	Retirement by Rotation
Mr. John D'souza	-	-	15,000/-	15,000/-	Contractual
Mr. D. Ganapathy	-	-	15,000/-	15,000/-	Contractual
Mr. Nagesh Jagtap	-	-	15,000/-	15,000/-	Contractual

### III. Stakeholders Relationship Committee

The Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act.

A) Terms of Reference of Stakeholders Relationship Committee:

To look into redressing shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. and carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

B) Composition, name of Members, chairman and their attendance at meetings during the year

The Stakeholders Relationship Committee presently comprises three members:

1. Mr. Nitish Jain – Chairman, Promoter Director
2. Mrs. Bharti Jain – Member, Promoter Director
3. Mr. Nagesh Jagtap – Member, Independent & Non-Executive Director
4. Mr. John D'souza – Member Independent & Non-Executive Director

## C) Name &amp; Designation of the Compliance Officer

Ms. Nisha Joly, Company Secretary is the Compliance Officer of the Company.

## D) Redressal of Complaints

Shareholders may send their complaint for redressal to the email ID: invgrievance\_cfl@yahoo.in / crescentfinstock@yahoo.com

## E) No. of Complaints received, resolved and pending during the financial year:

During the financial year, the Company has received NIL complaints from the shareholders. There was no pending complaint from any shareholder as on 31<sup>st</sup> March 2019.

**IV. Separate meetings of the Independent Directors:**

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company was held on November 13, 2018, inter alia, to discuss the following:

- I To review the performance of non-independent directors and the Board as a whole;
- I To review the performance of the Chairperson of the Company
- I To assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties

The Independent Directors have expressed their satisfaction over the performance of the other directors and the Board as whole. They have also expressed their satisfaction over the quality, quantity and flow of information between the Company management and the Board / Committees of the Board.

**4. GENERAL BODY MEETINGS:**

## (A) Location and time, where the last three Annual General meetings were held:

Financial Year	Date	Location of the Meeting	Time
2017-18	September 25, 2018	Conference hall situated at Hotel Papon, Koparli road, GIDC, Vapi – 396 195.	10.30 a.m.
2016-17	September 27, 2017	Conference hall situated at Hotel Papon, Koparli road, GIDC, Vapi – 396 195.	9.30 a.m.
2015-16	September 30, 2016	Conference hall situated at Hotel Papon, Koparli road, GIDC, Vapi – 396 195.	9.30 a.m.

## (B) Whether any special resolutions passed in the previous three Annual General Meetings:

All the resolutions, including special resolutions, set out in the respective notices were passed by the shareholders.

## (C) Whether any special resolution passed last year through postal ballot and the person who conducted the postal ballot exercise:

During the year under review, no special resolutions were passed through the postal ballot.

- (D) Whether any special resolution is proposed to be conducted through postal ballot and procedure for postal ballot:

No special resolutions are proposed to be passed through the Postal Ballot and any Special Resolutions proposed to be passed through Postal Ballot in the current year will be done in accordance with the provisions of the prescribed law.

## 5. DISCLOSURES

1. There are no materially significant related party transactions entered into by the Company with its directors or management, their subsidiaries or relatives that may have a potential conflict with the interests of the Company at large.
2. Transactions with the related parties are disclosed in Note No. 23 to the Accounts in the Annual Report.
3. During the last three years, there were no penalties, strictures imposed on the Company, by either the Stock Exchanges or SEBI or any other statutory authorities for non-compliance of any matter related to the Capital Markets.
4. The Company has complied with all the mandatory requirements of this clause. The extent of adoption of non-mandatory requirements has been stated separately in this Report.

## 6. CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct for all Board Members and Senior Management of the Company. The said Code of Conduct has been communicated to all Board Members and Senior Management and they have confirmed the compliance with the Code of Conduct. A declaration to that extent signed by CEO has been annexed to the Annual Report of the Company. The Code of Conduct has also been displayed on the website of the Company.

## 7. MEANS OF COMMUNICATION

The Listing Status of the Company had been changed to unlisted due to de-recognition of Vadodara Stock Exchange by way of exit order dated November 9, 2015 issued by SEBI. The Company had identified Metropolitan Stock Exchange situated at Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098 for listing its securities pursuant to the abovementioned order. Further, the Company has filed secondary listing application for the same on January 5, 2017 and is in the due course of its completion process.

Pursuant to letter dated September 11, 2018 received from Metropolitan Stock Exchange, the listing application filed by your Company has been considered and approved and that the Equity Shares of the Company are listed and admitted to dealings on the Exchange w.e.f. September 14, 2018 vide notice number MSE/LIST/6780/2018 dated September 11, 2018. The required communications are uploaded on the website the Company : [www.crescentfinstock.com](http://www.crescentfinstock.com).

## 8. GENERAL SHAREHOLDERS INFORMATION

<b>Annual General Meeting</b>	Monday, September 30, 2019 at 11.00 a.m, Conference Hall situated at Hotel Papilon, Koparli Road, GIDC, Vapi – 396195.
<b>Financial calendar (2018-2019)</b>	April 1, 2018 to March 31, 2019
<b>Book closure date</b>	September 22, 2019 to September 29, 2019
<b>Listing of equity shares on stock exchanges at</b>	Metropolitan Stock Exchange of India Limited with effect from September 14, 2018.
<b>Demat ISIN Number for NSDL &amp; CDSL</b>	INE147E01013

<b>Market Price Data</b>	The Company got listed its securities on the Metropolitan Stock Exchange of India Limited (MSEI) with effect from September 14, 2018 and since then no trading has taken place on the exchange as yet.
<b>Registrar &amp; Transfer Agent</b>	<b>M/s. SHAREX DYNAMIC (INDIA) PRIVATE LIMITED</b> C – 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083. Tel: 022 28515606/5644 Email id: <a href="mailto:support@sharexindia.com">support@sharexindia.com</a>
<b>Dematerialization of shares and liquidity:</b>	As on 31 <sup>st</sup> March 2019 about 73.96% of the Company's equity paid-up capital had been dematerialized.
<b>Share transfer system</b>	The shares of the Company can be transferred by lodging Transfer Deeds and Share Certificates with the Registrars & Share Transfer Agents viz. M/s. <b>Sharex Dynamic (India) Private Limited</b> . (Address as mentioned above). The Shareholders have option of converting their holding in dematerialized form and effecting the transfer in dematerialized mode.
<b>Any query on Annual Report contact at corporate office</b>	Nisha Joly, Company Secretary Kohinoor City Mall, First Floor, Premier Road, Kurla West, Mumbai 400 070.

#### v) SHAREHOLDING PATTERN

Categories of Equity Shareholders as on March 31, 2019:

<b>Category</b>	<b>Number of equity shares</b>	<b>Percentage of holding</b>
Promoters & Promoters Group	2640620	37%
Indian Public & others	1977969	27%
Mutual Fund	68301	1%
Corporate Bodies	123441	2%
Banks, Financial Institutions	1144544	15%
Venture Capital Fund	0	0%
Central Govt/ State Govt.	760089	11%
NRI's/OCBs/Foreign Nationals/FC/QFI	348176	5%
Others	206375	3%
<b>Grand Total</b>	<b>7223525</b>	<b>100%</b>

vi) **DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2019**

The distribution of shareholders as on March 31, 2019 is as follows:

Share of Nominal Value	Number of Holders	(%) of Holders	Total amount	% of Amt.
UPTO TO 5000	25757	98.34	13212940	18.29
5001 TO 10000	246	0.94	1690890	2.34
10001 TO 20000	107	0.41	1465090	2.03
20001 TO 30000	30	0.12	749920	1.04
30001 TO 40000	10	0.04	352920	0.49
40001 TO 50000	7	0.27	314750	0.44
50001 TO 100000	18	0.07	1154890	1.60
100001 TO ABOVE	19	0.07	53293850	73.64
<b>T O T A L</b>	<b>26271</b>	<b>100</b>	<b>72235250</b>	<b>100</b>

### DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and all Senior Management Personnel. The Code of Conduct is posted on the Company's website.

I confirm that the Company has in respect of the financial year ended March 31, 2019, received a declaration of Compliance with the Code of Conduct from all the Members of the Board and Senior Management Personnel.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Board of Directors as on March 31, 2019.

Mumbai  
August 13, 2019

Chandramohan Jakhmola  
Wholetime Director

### INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

#### To the Members of Crescent Finstock Limited

1. The Corporate Governance Report prepared by Crescent Finstock Limited ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2019. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

#### Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditor's Responsibility**

4. Our examination was limited to 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 opinion on the financial statements of the Company.
5. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31 March 2019.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

8. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
9. We 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.

**Restriction on use**

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Tasky Associates**  
**Chartered Accountants**  
**Sandesh Desai**  
**Membership No. 039635**

**Place: Mumbai**  
**Date: August 13, 2019**

## Independent Auditor's Report

**To the Members of  
Crescent Finstock Limited  
Mumbai**

### **Report on the Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of Crescent Finstock Limited ("the Company"), which comprise the Balance sheet as at March 31, 2019, the Statement of Profit and Loss, including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

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

### **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon. Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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

Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 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"), as amended, 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 of the aforesaid Ind AS financial statements;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss other comprehensive income, the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e. On the basis of written representation received from the directors of the company as on 31<sup>st</sup> March 2019, 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.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has informed that there are no pending litigations affecting its financial position in its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of

**Tasky Associates**

Chartered Accountants

Firm's Registration Number: FRN 008730N

**Sandesh Desai**

Partner

Membership number: 039635

Place: Mumbai

Date: 6<sup>th</sup> June, 2019

**“Annexure A” to the Independent Auditors’ Report**

The Annexure referred to Independent Auditors’ Report to the members of the Company in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the Ind AS financial statements of the Company for the year ended March 31, 2019:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management, which in our opinion, is reasonable having regard to the size of the company and nature of its business and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The company does not own any immovable property and therefor the question of reporting on title does not arise.
- (ii) The Company does not have any inventory therefore the question of reporting on physical verification does not arise.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are 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 not given any loan or done investment within the meaning of provisions of section 185 and 186 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iv) of the Order are not applicable to the Company and hence not commented upon.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, except in the instance mentioned below the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess, GST and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax outstanding on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not borrowed from Banks, financial Institution, Central Government or debenture holders and therefore the question of reporting on default does not arise.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term Loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid as per provisions of section 197 read with Schedule V to the Companies Act;
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of

**Tasky Associates**

Chartered Accountants

Firm's Registration Number: FRN 008730N

**Sandesh Desai**

Partner

Membership number: 039635

Place: Mumbai

Date: 6<sup>th</sup> June, 2019

## Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Crescent Finstock Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to these standalone financial statements.

#### 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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**

Subject to our comments below, In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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 and on behalf of

**Tasky Associates**

Chartered Accountants

Firm's Registration Number: FRN 008730N

**Sandesh Desai**

Partner

Membership number: 039635

Place: Mumbai

Date: 6<sup>th</sup> June, 2019

## BALANCE SHEET as at 31st March, 2019

	Note No.	As at 31.03.2019	As at 31.03.2018
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4	31,184	31,184
(b) Financial Assets			
(i) Investments	5	315,320,670	316,147,455
(c) Current Tax assets (net)	8	2,458,640	2,332,899
<b>Total Non-current assets</b>		<b>317,810,493</b>	<b>318,511,538</b>
<b>Current assets</b>			
(a) Financial Assets	6		
(i) Trade receivables	6.1	405,000	4,192,168
(ii) Cash and cash equivalents	6.2	11,940,678	12,235,584
(iii) Other financial assets	6.3	344,469	375,054
(b) Other current assets	7	346	16,632
<b>Total Current assets</b>		<b>12,690,493</b>	<b>16,819,438</b>
<b>Total assets</b>		<b>330,500,986</b>	<b>335,330,976</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
(a) Equity Share capital	10	72,235,250	72,235,250
(b) Other Equity	9	239,764,851	244,203,043
<b>Total equity</b>		<b>312,000,101</b>	<b>316,438,293</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Long-term borrowings	11	16,545,340	17,691,727
(b) Provisions	12	384,844	33,635
<b>Total Non-current liabilities</b>		<b>16,930,184</b>	<b>17,725,362</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	13	316,967	320,791
(ii) Other financial liabilities	14	1,376,636	201,849
(b) Provisions	15	3,595	3,127
(c) Other current liabilities	16	(126,497)	641,554
<b>Total Current liabilities</b>		<b>1,570,701</b>	<b>1,167,321</b>
<b>Total liabilities</b>		<b>18,500,885</b>	<b>18,892,683</b>
<b>Total equity and liabilities</b>		<b>330,500,986</b>	<b>335,330,976</b>
<b>Significant accounting policies</b>	3		

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date : 6<sup>th</sup> June, 2019

**For and on behalf of the Board**

**Crescent Finstock Limited**

**Chandramohan jakhmola**

Wholetime Director

DIN - 08005196

Place : Mumbai

Date : 6<sup>th</sup> June, 2019

**John Dsouza**

Director

DIN - 01877999

## STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2019

	Particulars	Note No.	Year ended 31.03.2019	Year ended 31.03.2018
<b>CONTINUING OPERATIONS</b>				
<b>Income</b>				
	Revenue from operations	17	37,651	2,062,361
	Other income	18	1,506,710	3,407,777
	<b>Total Income</b>		<b>1,544,360</b>	<b>5,470,138</b>
<b>Expenses</b>				
	Employee benefit expenses	19	1,313,680	2,483,112
	Finance cost	20	995,483	947,099
	Depreciation and amortization	21	-	-
	Other expenses	22	2,578,250	1,639,937
	<b>Total expenses</b>		<b>4,887,413</b>	<b>5,070,147</b>
	<b>Profit / (Loss) before tax</b>		<b>(3,343,053)</b>	<b>399,991</b>
	<b>Tax expense</b>	8		
	- Current tax		-	-
	- Deferred Tax Expenses		-	-
	Total tax expensed from continuing operation		-	-
	<b>Profit / (Loss) for the year</b>		<b>(3,343,053)</b>	<b>399,991</b>
<b>OTHER COMPREHENSIVE INCOME:</b>				
(A)	<b>Items that will not be reclassified to profit or loss, net of tax</b>			
	i) Fair value gains on Equity Instruments, net of tax		(826,785)	(1,262,265)
	ii) Actuarial gain/(loss) on gratuity and leave encashment, net of tax		(268,354)	54,670
(B)	<b>Items that will be reclassified to profit or loss, net of tax</b>			
	<b>Other Comprehensive Income / (Loss) for the year</b>		<b>(1,095,139)</b>	<b>(1,207,595)</b>
	<b>Total Comprehensive Income / (Loss) for the year</b>		<b>(4,438,192)</b>	<b>(807,604)</b>
	<b>Earnings per share</b>	22		
	Basic & Diluted		(0.46)	0.06
	Face value per share		10/-	10/-
	<b>Significant accounting policies</b>	3		

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**For and on behalf of the Board**

**Crescent Finstock Limited**

**Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date : 6<sup>th</sup> June, 2019

**Chandramohan jakhmola**

Wholtime Director

DIN - 08005196

Place : Mumbai

Date : 6<sup>th</sup> June, 2019

**John Dsouza**

Director

DIN - 01877999

## CASH FLOW STATEMENT for the year ended 31st March, 2019

(in Rs ₹)

Particulars		31st March 2019		31st March 2018	
<b>A.</b>	<b>Cash flow from operating activities</b>				
	Net Profit before tax/(Loss)		(3,343,053)		399,991
	<b>Adjustments for:</b>				
	Depreciation	-	-	-	-
	Interest income	(806,735)		(818,569)	
	Profit on sale of fixed assets/ written off	-		-	
	Dividend from investments	(205,200)		(159,600)	
	Interest expense	995,483		947,099	
			(16,452)		(31,070)
	<b>Operating Profit/(Loss) before working capital changes</b>		<b>(3,359,505)</b>		<b>368,920</b>
	<b>Changes in working capital:</b>				
	<b>Adjustments for (increase) / decrease in operating assets:</b>				
	Trade receivables	3,787,168		(3,830,273)	
	Other financial assets / other assets	30,586		(19,482)	
	Other current assets	16,286		30,336	
	<b>Adjustments for increase / (decrease) in operating liabilities:</b>				
	Trade payables	(3,823)		34,335	
	Other current liabilities	(515,057)		547,372	
	Other Financial liability	1,174,786		45,888	
	Provisions	(169,670)		(218,077)	
			4,320,275		(3,409,901)
	<b>Cash from/ (used in) operations</b>		<b>960,770</b>		<b>(3,040,981)</b>
	Less: Taxes paid		(125,741)		(306,409)
	<b>Net cash from / (used in) operating activities</b>		<b>835,029</b>		<b>(3,347,390)</b>
<b>B.</b>	<b>Cash flow from investing activities</b>				
	Dividend from investments		205,200		159,600
	Interest income		806,735		818,569
	<b>Net cash (used in) / from investing activities</b>		<b>1,011,935</b>		<b>978,169</b>
<b>C.</b>	<b>Cash flow from financing activities</b>				
	Interest expense		(995,483)		(947,099)
	Increase/(Decrease) in borrowings		(1,146,387)		3,651,598
	<b>Net cash from financing activities</b>		<b>(2,141,870)</b>		<b>2,704,500</b>
	<b>Net cash flows during the year</b>		<b>(294,906)</b>		<b>335,279</b>
	<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(294,906)</b>		<b>335,279</b>
	<b>Cash and cash equivalents (opening balance)</b>		<b>12,235,584</b>		<b>11,900,305</b>
	<b>Cash and cash equivalents (closing balance)</b>		<b>11,940,678</b>		<b>12,235,584</b>

The accompanying notes are an integral part of these standalone financial statements.

**Notes to cash flow statement:**

Cash flow statement has been prepared under the Indirect Method as set out in Indian Accounting Standard (Ind AS 7) "Cash Flow Statement".

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date : 6<sup>th</sup> June, 2019

**For and on behalf of the Board**

**Crescent Finstock Limited**

**Chandramohan jakhmola**

Wholetime Director

DIN - 08005196

Place : Mumbai

Date : 6<sup>th</sup> June, 2019

**John Dsouza**

Director

DIN - 01877999

**Notes to the Standalone Financial Statements for the year ended 31st March 2019****1. Company Overview**

Crescent Finstock Limited (the 'Company') is domiciled in India. The Company's registered office is at A/12, Sneh Kunj CHS, Residential Plot No..374, Koparli Road, Near Ambaji Mandir, GIDC, Vapi, Gujarat - 396195. The Company's Company Information Number (CIN) is L55200GJ1997PLC032464.

The Company's equity shares were listed on Vadodara Stock Exchange till it was derecognized on 9 November 2015. The company is presently listed with Metropolitan Stock Exchange of India Ltd with effect from 14<sup>th</sup> September, 2018. The Company is a stock broker member of Bombay Stock Exchange (BSE) dealing in only cash segment – equity.

These Ind-AS compliant Standalone Financial Statements were approved by the Board of Directors on June 06, 2019.

**2. Basis of Preparation****2.1. Statement of compliance and Basis of Preparation**

These financial statements of the Company have been prepared in accordance with the Indian Accounting Standard (herein after referred to as the Ind AS) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and the relevant provisions of the Act.

During the previous year company has adopted all the Ind AS standards and the adoption was carried out in accordance with *IndAS 101, First Time Adoption Of Indian Accounting Standards*. The Transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under section 133 of the Act, read with Rules 7 of the Companies (Accounts ) Rules, 2014 (IGAAP), which was the previous GAAP. Detailed description about first time adoption of IND AS compliant financial statements has been given in Note No 31.

The financial statements have been prepared on accrual basis using the historical cost measurement along with other permissible measurement basis.

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

**2.2. Functional and presentation currency**

The financial statements are presented in Indian Rupees (INR), which is Company's functional currency. All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupee as per the requirement of Schedule III of the Companies Act, 2013, unless otherwise indicated.

**2.3. Use of judgments and estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgments and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

### 3. Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

#### 3.1 Property, plant and equipment

The Company has applied for the one time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2015 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

All the items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

When significant parts of property, plant and equipment are required to be replaced at intervals, the company derecognizes the replaced part and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment. All others repairs and maintenance cost are recognized in the statement of profit and loss as incurred.

Subsequent cost are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item that will flow to the company and the cost of the items can be measured reliably. Expenses directly related to construction activity or incidental thereto, are allocated to fixed assets at the time of completion of the project.

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and the assets residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Depreciation on Property, Plant and Equipment, other than Freehold Land is provided over the useful life of the asset as specified in schedule II to the Companies Act, 2013. Property, Plant and Equipment which are added / disposed off during the year, depreciation is provided on pro rata basis with reference to the month of addition and deletion. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

The estimated useful lives of assets are as follows:

Office Equipment	05 Years
Furniture and Fixtures	10 Years
Vehicles	08 Years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

In case of pre-owned assets, the useful life is estimated on a case to case basis.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

### 3.2 Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of such assets till such time as the assets are ready for their intended use or sale. All other borrowing costs are recognised as expense in the period in which they are incurred.

### 3.3 Investments in subsidiaries, joint ventures and associates:

Investments in subsidiaries, joint ventures and associates are recognised at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

### 3.4 Cash and cash equivalent:

For the purpose of presentation in the statement of cash flows, cash and cash equivalent comprise cash on hand, bank balances and demand deposit with the bank which are short term, highly liquid investment that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### 3.5 Revenue recognition:

#### (i) Rendering of services

Revenue for the sale of service is recognized in the accounting period in which the services are rendered as per terms of the contract.

#### (ii) Other income

Other income is comprised primarily of interest income and dividend income. Interest income is recognized using the effective interest method. Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

### 3.6 Lease

Operating Lease

As a lessee:

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

### 3.7 Income tax

Income tax expense comprises of current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognised directly in Other Comprehensive income.

#### i. Current tax

Current tax comprises the expected tax payable or recoverable on the taxable income or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. The amount of current tax payable or recoverable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In

the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

#### ii. **Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on business plans of the Company and the reversal of temporary differences. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

### **3.8 Operating Cycle**

Based on the nature of activities of the Company, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### **3.9 Provisions**

A provision is recognised when the Company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

### **3.10 Earning Per Share:**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

#### **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### 3.11 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IndAS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### 3.12 Employee benefits

#### (i) Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income.

#### (ii) Provident Fund

Eligible employees of the Company receive benefits from a provident fund, which is a contribution plan. Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

#### Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

#### iii. Compensated absences:-

The company has a policy on compensated absences which are both accumulating and non accumulating in nature. The expected cost of accumulating compensated absence is determined by actuarial valuation performed by an independent actuary at each balance sheet date using project unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expenses on non accumulating compensated absences is recognised in the period in which it is occur.

### 3.13 Financial instruments- Investment and other financial assets

Particulars	Initial recognition	Subsequent recognition
<b>Non-derivative financial instruments</b>		
a) Financial assets	At fair value including directly attributable transaction costs	<b>At amortised cost:</b> if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding.
b) Financial assets	At fair value including directly attributable transaction costs	<b>At fair value through other comprehensive income:</b> if it is held within business model where purpose is to hold asset for contractual cash flows that are solely payments of principal and interest on principal outstanding and also selling financial assets.
c) Financial assets	At fair value excluding directly attributable transaction costs	<b>At fair value through statement of profit and loss:</b> if financial asset is not classified in any of the above categories.

d) Financial liabilities	At fair value including directly attributable transaction costs	<b>At amortised cost:</b> using effective interest method except certain items.
<b>Share capital</b>		
		Incremental costs directly attributable to the issuance of new ordinary shares are recognized as a deduction from equity, net of any tax effects.

**Derecognition of financial instruments:** A financial asset is derecognised by the Company only when:

- It expires; or
- the Company has transferred the rights to receive cash flows from the financial asset; or
- if the Company has not retained control of the financial asset; or
- the Company has transferred substantially all risks and rewards of ownership of the financial asset.

Any gain or loss on derecognition is recognised in statement of profit and loss including cumulative gain or loss in case of financial assets subsequently valued at fair value through other comprehensive income. In case of financial assets subsequently fair valued through profit or loss gain or loss is presented on a net basis.

### 3.14 Measurement of Fair Value

Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When one is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Company regularly reviews significant inputs and valuation adjustments. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible.

### 3.15 Impairment

#### i. Financial assets:

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. For all financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

#### ii. Non-financial assets:

Property, plant and equipment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances

indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

Notes to financial statements for the year ended 31st March 2019  
**NOTE 4: Property, Plant and Equipment**

Year ended March 31, 2018		GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
Particulars	As at 01.04.2017	Additions	Deletion / Adjustments	Closing as at 31.03.2018	Upto 31.03.2017	For the year	Deletion / Adjustments	Closing as at 31.03.2018	As at 31.03.2018	As at 31.03.2017	
	Motor Vehicles	-	-	-	-	-	-	-	-	-	-
Furniture and Fittings	287,847			287,847	273,456	-		273,456	14,391	14,391	
Office Equipments	339,964			339,964	323,171	-		323,171	16,793	16,793	
	<b>627,811</b>	-	-	<b>627,811</b>	<b>596,627</b>	-	-	<b>596,627</b>	<b>31,184</b>	<b>31,184</b>	

Year ended March 31, 2019		GROSS CARRYING VALUE				ACCUMULATED DEPRECIATION				NET CARRYING VALUE	
Particulars	As at 01.04.2018	Additions	Deletion / Adjustments	Closing as at 31.03.2019	Upto 31.03.2018	For the year	Deletion / Adjustments	Closing as at 31.03.2019	As at 31.03.2019	As at 31.03.2018	
	Furniture and Fittings	287,847			287,847	273,456	-		273,456	14,391	14,391
Office Equipments	339,964			339,964	323,171	-		323,171	16,793	16,793	
	<b>627,811</b>	-	-	<b>627,811</b>	<b>596,627</b>	-	-	<b>596,627</b>	<b>31,184</b>	<b>31,184</b>	

**Note:** During the year, no depreciation is charged because all the assets are depreciated upto their residual value.

Non-current assets	As at 31.03.2019	As at 31.03.2018
<b>Financial Assets</b>		
<b>5 Investments</b>		
<b>i. Investments in Subsidiaries</b>		
<b>Non-trade in Equity Shares (Unquoted) - at cost</b>		
10,477,727 (31.03.2017: 10,477,727 01.04.2016: 10,477,727) Equity Shares in Doubledot Finance Ltd of Rs 10/- each fully paid up	311,837,115	311,837,115
<b>ii. Non-trade in Equity Shares (Quoted) - at Fair Value through OCI</b>		
5,700 (31.03.2017: 5,700 01.04.2016: 11,401) Equity Shares in BSE Ltd of Rs 2/- each fully paid up	3,483,555	4,310,340
	<b>315,320,670</b>	<b>316,147,455</b>
<b>6 Financial Assets</b>		
<b>6.1 Trade Receivables</b>		
Unsecured, Considered Good and less than Six months	405,000	4,192,168
	<b>405,000</b>	<b>4,192,168</b>
<b>6.2 Cash and cash equivalents</b>		
<b>Balance that meet the definition of cash and cash equivalent as per Ind AS 7 - Statement of Cash Flows</b>		
Cash on hand	5,843	2,674
Balances with Bank - in current account	559,835	857,910
- in deposits accounts with original maturities of less than 12 months	11,375,000	11,375,000
	<b>11,940,678</b>	<b>12,235,584</b>
	<b>11,940,678</b>	<b>12,235,584</b>
<b>6.3 Other financial assets</b>		
Interest Accrued but not due	209,883	240,468
Deposits	134,586	134,586
	<b>344,469</b>	<b>375,054</b>
<b>7 Other current assets</b>		
Prepaid expenses	-	-
Balances with statutory/Government Authorities-Deposits	346	346
Advances recoverable in cash or kind or for value to be received	-	16,286
	<b>346</b>	<b>16,632</b>

## Notes to financial statements for the year ended 31st March, 2019

## 8 Income Taxes &amp; deferred tax

## 8.1 Income Tax recognised in Profit or loss:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>Current Tax</b>		
In respect of the current year		-
In respect of earlier years		-
	<u>-</u>	<u>-</u>
<b>Deferred Tax</b>		
	<u>-</u>	<u>-</u>
<b>Total tax expense recognised in the current year relating to continuing operations</b>	<u>-</u>	<u>-</u>

## 8.2 Reconciliation of tax expense with the effective tax

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Profit / (loss) before tax	(3,343,053)	399,991
Applicable tax rate	25.75%	25.75%
<b>Computed tax expense</b>	(860,836)	102,998
Exempt income	-	-
Expenses disallowed	-	-
Tax loss not recognised	860,836	(102,998)
Tax credit not recognised		
Deferred tax asset recognised		
Tax expenses as per Statement of Profit and Loss	<u>-</u>	<u>-</u>

## 8.3 Unrecognised tax losses / tax credits / temporary difference

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Unrecognised deferred tax assets</b>		
Unused tax losses		5,447,173
Fixed assets impact		11,702
	<u>-</u>	<u>5,458,874</u>

Unused tax credit

\*Deferred Tax Assets are not recognised as there are no major foreseeable profits.

## Notes to financial statements for the year ended 31st March, 2019

**8.4 Deferred tax liabilities****(a) The balance comprises temporary differences attributable to :**

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Deferred tax liabilities	-	-
(ii) Deferred tax assets	-	-
<b>Net deferred tax liabilities/(assets)</b>	<b>-</b>	<b>-</b>

**(b) Movement in deferred tax liabilities:**

Particulars	Year ended March 31, 2019
Net deferred tax liability/(asset) asset at the beginning	-
Fixed Asset impact	-
Impact of current year loss	-
Closing balance	<b>-</b>

**8.5 Current Tax Liabilities**

Particulars	As at March 31, 2019	As at March 31, 2018
Taxes paid less provision there against	-	-
	-	-

**8.6 Current Tax Assets**

Particulars	As at March 31, 2019	As at March 31, 2018
Taxes paid less provision there against	2,458,640	2,332,899
	<b>2,458,640</b>	<b>2,332,899</b>

## Notes to financial statements for the year ended 31st March, 2019

<b>Note 9</b>						
<b>STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2019</b>						
<b>For the year ended 31.03.2019</b>						
<b>Particulars</b>	<b>Equity share capital</b>	<b>Securities Premium</b>	<b>General Reserve</b>	<b>Retained earnings</b>	<b>Other Comprehensive Income</b>	<b>Total</b>
Balance as at 1st April, 2018	72,235,250	197,766,915	40,402,972	1,621,644	4,411,512	244,203,043
Changes during the year	-					
Total comprehensive income for the year				(3,343,053)	(1,095,139)	(4,438,192)
Balance as at 31.03.2019	<b>72,235,250</b>	<b>197,766,915</b>	<b>40,402,972</b>	<b>(1,721,409)</b>	<b>3,316,373</b>	<b>239,764,851</b>
<b>For the year ended 31.03.2018</b>						
<b>Particulars</b>	<b>Equity share capital</b>	<b>Securities Premium</b>	<b>General Reserve</b>	<b>Retained earnings</b>	<b>Other Comprehensive Income</b>	<b>Total (A)</b>
Balance as at 1st April, 2017	72,235,250	197,766,915	40,402,972	1,221,653	5,619,107	245,010,647
Changes during the year	-					-
Total comprehensive income for the year				399,991	(1,207,595)	(807,604)
Balance as at 31.03.2018	<b>72,235,250</b>	<b>197,766,915</b>	<b>40,402,972</b>	<b>1,621,644</b>	<b>4,411,512</b>	<b>244,203,043</b>

**Nature of reserves:****Retained earnings:** Profits incurred by the Company till 31 March 2018

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**For and on behalf of the Board****Crescent Finstock Limited****Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date : 6<sup>th</sup> June, 2019**Chandramohan jakhmola**

Wholtime Director

DIN - 08005196

Place : Mumbai

Date : 6<sup>th</sup> June, 2019**John Dsouza**

Director

DIN - 01877999

Notes to financial statements for the year ended 31st March, 2019  
 Note 10: Equity Share Capital:  
 Authorised Capital as at:

	As at 31.03.2019		As at 31.03.2018		As at 01.04.2017	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
<b>Authorised:</b>						
Equity shares of ₹ 10/- each	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000
<b>TOTAL</b>	<b>8,000,000</b>	<b>80,000,000</b>	<b>8,000,000</b>	<b>80,000,000</b>	<b>8,000,000</b>	<b>80,000,000</b>
<b>For the year ended 31st March, 2019</b>	<b>Balance as at 01.04.2018</b>		<b>changes in equity share capital during the year</b>		<b>Balance as at 31.03.2019</b>	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
<b>Issued, subscribed and fully paid up:</b>						
Equity shares of ₹ 10/- each	7,223,525	72,235,250	-	-	7,223,525	72,235,250
<b>TOTAL</b>	<b>7,223,525</b>	<b>72,235,250</b>	<b>-</b>	<b>-</b>	<b>7,223,525</b>	<b>72,235,250</b>
<b>For the year ended 31st March, 2018</b>	<b>Balance as at 01.04.2017</b>		<b>changes in equity share capital during the year</b>		<b>Balance as at 31.03.2018</b>	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
<b>Issued, subscribed and fully paid up:</b>						
Equity shares of ₹ 10/- each	7,223,525	72,235,250	-	-	7,223,525	72,235,250
<b>TOTAL</b>	<b>7,223,525</b>	<b>72,235,250</b>	<b>-</b>	<b>-</b>	<b>7,223,525</b>	<b>72,235,250</b>

**Rights, preferences and restrictions attached to equity shares:**

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the proportion of equity shares held.

**Details of equity shares held by each shareholder holding more than 5% equity shares in the Company:**  
 Shareholder

	As at 31.03.2019			As at 01.04.2017		
	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding
Mr. Nitish Jain	1,654,126	22.89%	1,654,126	22.89%	1,654,126	22.89%
Mrs. Bharati Jain	707,895	9.80%	707,895	9.80%	707,895	9.80%
The Bank of New York Mellon	717,625	9.94%	717,625	9.94%	717,625	9.94%
Life Insurance Corporation of India	636,928	8.82%	636,928	8.82%	636,928	8.82%

## Notes to financial statements for the year ended 31st March, 2019

**Non current liabilities**

	As at 31.03.2019	As at 31.03.2018
<b>11 Non current Borrowings</b>		
<b>Unsecured</b>		
Loans from Subsidiary Company - Doubledot Finance Limited	16,545,340	17,691,727
	<u>16,545,340</u>	<u>17,691,727</u>
<b>12 Provisions - non current</b>		
Provision for Gratuity	293,648	33,635
Provision for Leave Encashment	91,195	-
	<u>384,843</u>	<u>33,635</u>
<b>Current liabilities</b>		
<b>13 Trade payables</b>		
Trade payables	316,967	320,790
(refer note 22 for details of dues to micro and small enterprises)		
	<u>316,967</u>	<u>320,790</u>
<b>14 Other current financial liabilities</b>		
Expenses payables	1,376,636	201,849
	<u>1,376,636</u>	<u>201,849</u>
<b>15 Provisions - current</b>		
Provision for Gratuity	2,748	107
Provision for Leave Encashment	847	3,020
	<u>3,595</u>	<u>3,127</u>
<b>16 Other Current Liabilities</b>		
Statutory dues payable	(126,497)	641,554
	<u>(126,497)</u>	<u>641,554</u>
<b>17 Revenue from operations</b>		
<b>Sale of Services</b>		
Brokerage	37,651	2,062,361
	<u>37,651</u>	<u>2,062,361</u>

## Notes to financial statements for the year ended 31st March, 2019

	Year ended 31.03.2019	Year ended 31.03.2018
<b>18 Other income</b>		
Dividend from:		
- Investments measured at fair value through profit & loss	205,200	159,600
Interest income from:		
- Fixed Deposits	806,735	818,569
Service Charges	465,000	2,265,000
Miscellaneous income	29,775	164,608
	<u>1,506,710</u>	<u>3,407,777</u>
<b>19 Employee benefit expenses</b>		
Salaries and bonus (net of recovery)	1,251,920	2,709,346
Grauity and Other funds	61,760	(226,234)
	<u>1,313,680</u>	<u>2,483,112</u>
<b>20 Finance Cost</b>		
Interest expenses		
- on unsecured loan	994,099	946,220
Bank charges	1,384	879
	<u>995,483</u>	<u>947,099</u>
<b>21 Depreciation and amortization expense</b>		
Depreciation on tangible assets	-	-
	<u>-</u>	<u>-</u>
<b>22 Other expenses</b>		
Electricity charges	14,281	94,629
Payment to auditor (as audit fees)	98,000	36,580
Rates & Taxes	2,500	3,600
Rent Expenses	86,000	306,875
Travelling and conveyance	12,887	3,069
Communication expenses	61,564	72,765
Legal and professional charges	461,020	77,404
Printing and stationery	603,114	310,861
Courier charges	342,290	196,240
Repairs & maintenance	5,000	40,250
Listing charges	230,000	-
Share accounting charges	134,775	138,179
Transaction charges	205,573	92,324
Demat charges	22,154	23,241
Subscriptions	147,868	89,126
Miscellaneous expenses	151,224	154,793
	<u>2,578,250</u>	<u>1,639,937</u>

## Notes to the financial statements as at 31 March 2019

All figures are in Indian Rupees unless otherwise mentioned

## Note 23

## RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

	Name of the Related Party	Relation		
i)	Key Managerial Personnel	Smt. Bharati Jain		
		Shri Nitish Jain		
		Shri Chandramohan Jakhmola		
ii)	Where Control/ Significant Influence exists	Positive Biosciences Limited (Step - down Subsidiary)		
		Doubledot Finance Limited (Subsidiary)		
		Netclassroom Private Limited (Step - down Subsidiary)		
		S P Jain School of Global Management Pvt Ltd		

## Transactions with Related Parties during the year

Party Name	Nature of Transactions	Year Ended	Subsidiaries	Total
Doubledot Finance Limited	Loan Taken	3/31/2019	2,000,000	2,000,000
		3/31/2018	2,800,000	2,800,000
	Interest Paid	3/31/2019	994,099	994,099
		3/31/2018	946,220	946,220
	Brokerage Received	3/31/2019	-	-
		3/31/2018	193,945	193,945
Service Charges	3/31/2019	50,000	50,000	
	3/31/2018	250,000	250,000	
Netclassroom Private Limited	Service Charges	3/31/2019	40,000	40,000
		3/31/2018	260,000	260,000
S P Jain School of Global management P Ltd	Service Charges	3/31/2019	375,000	-
		3/31/2018	1,755,000	1,755,000
<b>Balance with related parties as at 31st March, 2019</b>				
Doubledot Finance Limited	Investment	3/31/2019	311,837,115	311,837,115
		3/31/2018	311,837,115	311,837,115
	Loan	3/31/2019	16,545,339	16,545,339
		3/31/2018	17,691,727	17,691,727

## Note 23.1

Managerial Remuneration	2018-19	2017-18
	Amount (Rs.)	Amount (Rs.)
M J Chandrasekar (Whole time Director) - Part of the year	-	1,417,693
Chandramohan Jakhmola	713,609	160,768
As the future liability for gratuity and leave encashment is provided on an actual basis for the Company as a whole the amount pertaining to the directors is not ascertainable and, therefore, not included above		
No Commission is payable to the Directors and hence, the computation of Net Profit under Section 349 of the Companies Act, 1956 is not given.		

**Notes to the financial statements as at 31 March 2019****24 Hierarchy for fair value estimation:**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as under

- Level 1 hierarchy includes methods and input that use active quoted prices depending upon type of instrument. The quoted prices are derived from platforms like stock exchange etc. Management has used closing prices and values of closing NAV's as applicable in case of financial instruments \ covered under this level.
- Under level 2 the fair value of the financial instruments that are not traded in any active market are determined using appropriate valuation techniques with the use of observable market data without relying much on the estimates that are entity specific. The inputs under this level are always observable.
- In case of level 3 if one or more of the significant inputs are not derived on the basis of observable market data then fair value estimations derived with such inputs are included in level 3.
- The Company follows a policy to recognise transfers between the levels only at the end of reporting period and accordingly there are no transfers between levels during the year. The information based on the above levels is tabulated here below.

**Financial assets and liabilities measured at fair values as at 31.03.2019**

<b>Particulars</b>	<b>Note reference</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets measured at fair value</b>					
Investments in Equity Instruments	5.ii	34,83,555	-	-	34,83,555
Total		34,83,555	-	-	34,83,555
<b>Financial liabilities measured at fair value</b>					
Not applicable		-	-	-	-
Total		-	-	-	-

**Financial assets and liabilities measured at fair values as at 31.03.2018**

<b>Particulars</b>	<b>Note reference</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets measured at fair value through other comprehensive income</b>					
Investments in Equity Instruments	5.ii	43,10,340	-	-	43,10,340
Total		43,10,340	-	-	43,10,340
<b>Financial liabilities measured at fair value</b>					
Not applicable		-	-	-	-
Total		-	-	-	-

## Notes to the financial statements as at 31 March 2019

## Financial assets and liabilities measured at fair values as at 01.04.2017

Particulars	Note reference	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value through other comprehensive income</b>					
Investments in Equity Instruments	5.ii	55,72,605	-	-	55,72,605
Total	-	55,72,605	-	-	55,72,605
<b>Financial liabilities measured at fair value</b>					
Not applicable		-	-	-	-
Total		-	-	-	-

## Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at 31.03.2019		As at 31.03.2018		As at 31.03.2017	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets at amortised cost</b>						
Investments	31,18,37,115	31,18,37,115	31,18,37,115	31,18,37,115	31,18,37,115	31,18,37,115
Cash and cash equivalents	1,19,40,678	1,19,40,678	1,22,35,584	1,22,35,584	1,19,00,305	1,19,00,305
Trade receivables	4,05,000	4,05,000	41,92,168	41,92,168	3,61,895	3,61,895
Other financial assets	3,44,469	3,44,469	3,75,054	3,75,054	3,55,571	3,55,571
<b>Total</b>	<b>32,45,72,779</b>	<b>32,45,72,779</b>	<b>32,86,39,921</b>	<b>32,86,39,921</b>	<b>32,44,54,886</b>	<b>32,44,54,886</b>
<b>Financial liabilities at amortised cost</b>						
Trade payables	3,16,967	3,16,967	3,20,790	3,20,790	2,86,455	2,86,455
Other current financial liabilities	13,76,636	13,76,636	2,01,849	2,01,849	1,55,961	1,55,961
<b>Total</b>	<b>16,93,603</b>	<b>16,93,603</b>	<b>5,22,639</b>	<b>5,22,639</b>	<b>4,42,416</b>	<b>4,42,416</b>

The carrying amount of cash and cash equivalent and other current financial liabilities is considered to be the same as their fair value because of their short-term nature. The financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair value.

**Notes to the financial statements as at 31 March 2019****25 Financial risk management:**

The Company's overall risk management policy seeks to minimise potential adverse effect on the financial performance of the Company.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in loss to the Company and arises mainly from the Company's investment in mutual fund units. The Company invests in mutual fund scheme from reputed fund houses only and hence do not expect to incur any material credit losses.

Liquidity risk is the risk that the Company will face difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. In view of nominal amount of financial liabilities as at the year end and sufficient cash and cash equivalents available, the Company do not expect to face any liquidity risk.

**26 Earnings per share (EPS):**

The following reflects the profit and share data used in EPS computations:

<b>Particulars</b>	<b>Year ended 31.03.2019 (₹)</b>	<b>Year ended 31.03.2018 (₹)</b>
Profit / (loss) from continuing operations attributable to equity shareholders	(33,43,053)	3,99,991
Weighted average number of equity shares basic and diluted (nos.)	72,23,525	72,23,525
Basic and diluted earnings per share	(0.46)	0.06
Nominal value of equity share	10.00	10.00

**27 Segment Reporting**

During the year, no reportable segment was identified. Therefore, Segment Reporting as per Ind AS 108 – Operating Segments is not applicable.

**28 Contingent Liabilities and commitments**

SEBI vide their Circular No. SEBI/HO/MRD/DSA/CIR/P/2017/92 dated August 01, 2017 had taken action against Exclusively Listed Companies (ELC) and its Promoters/Directors and has directed that till the ELCs provide exit options to the public shareholder

- Such ELCs and the depositors shall not effect transfer, by way of sale, pledge etc of any of the equity shares and the corporate benefits such as bonus, dividend etc shall be frozen.
- The non-compliant ELCs, its directors, its promoters and the companies which are promoted by any of them shall not be eligible to access the securities market for the purposes of raising capital till the promoters of such ELCs provide an exit option to the public shareholders in compliance with SEBI circular dated October 10, 2016.
- The promoters and directors of non-compliant ELCs shall not be eligible to remain or become director of any listed company till the promoters of such non-complaint ELCs provide exit option to public shareholders. in compliance with SEBI circular dated October 10, 2016.

Pursuant to the said Circular, BSE has taken the consequent action as stated in para b and c above vide its notice dated 30.4.2018.

The company has applied for listing to Metropolitan Stock Exchange of India Ltd (MSE) on 6<sup>th</sup> January 2017 and the company share have been listed with effect from 14<sup>th</sup> September 2018.

## Notes to the financial statements as at 31 March 2019

## 29. Defined Contribution Plan and Defined Benefit Plan

## A. Defined Contribution Plan-

There are no contributions to defined contribution plans.

## B. Defined Benefits Plan

## (i) Leave Encashment

As per Actuarial Valuation as on 31st March, 2019 and 31st March, 2018 and recognised in the financial statements in respect of Employee Benefit Schemes:

<b>Amount recognized in the Balance Sheet</b>		
	<b>As at</b>	<b>As at</b>
<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Present value of plan liabilities	92,042	3020
Fair value of plan assets	-	-
Unfunded plans	-	-
Net plan liability/ (Asset)*	(92,042)	(3,020)
<b>Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Service Cost	26,416	3,020
Past service cost	-	-
Net Interest Cost	227	3,402
Net actuarial (gain) / loss recognized in the period	62,379	(53,802)
Expense recognized in the Income Statement	(89,022)	(47,380)
<b>Change in plan assets</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Fair value of plan assets at the beginning of the period	-	-
Actual return on plan assets	-	-
Employer contribution	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the period	-	-
<b>Change in Net Defined Benefit Obligation</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Net defined benefit liability at the start of the period	3,020	50,400
Service Cost	26,416	3,020
Past service cost	-	-
Net Interest cost (Income)	227	3,402
Actuarial (gain)/loss	62,379	(53,802)
Contribution paid to the Fund	-	-
Benefit paid directly by the enterprise	-	-
Net defined benefit liability at the end of the period	92,042	3,020
<b>Bifurcation of PBO at the end of year in current and non current.</b>		

## Notes to the financial statements as at 31 March 2019

	<b>31-03-19</b>	<b>31-03-18</b>
Current liability (Amount due within one year)	847	3,020
Non-Current liability (Amount due over one year)	91,195	-
<b>Total PBO at the end of year</b>	<b>92,042</b>	<b>3,020</b>
<b>Expected contribution for the next Annual reporting period</b>		
The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2018-19.		
<b>Sensitivity Analysis of the defined benefit obligation</b>		
Sensitivities due to change in discount rates, salary increase, mortality, withdrawals are not material & hence impact of change not calculated.		
Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement		
<b>(ii) Gratuity</b>		
The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.		
<b>Amount recognized in the Balance Sheet</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Present Value of the obligation at end	2,96,396	33,742
Fair value of plan assets	-	-
Unfunded liability recognized in Balance Sheet	2,96,396	33,742
<b>Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Service Cost	25,487	11,291
Past Service Cost	-	-
Net Interest Cost	2,531	17,490
Expense recognized in the Income Statement	28,018	28,781
<b>Other Comprehensive Income (OCI)</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Actuarial gain / (loss) for the year on PBO	2,34,637	868
Actuarial gain /(loss) for the year on Asset	-	-

## Notes to the financial statements as at 31 March 2019

<b>Change in plan assets</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Fair value of plan assets at the beginning of the period	--	--
Actual return on plan assets	--	--
Employer contribution	--	--
Benefits paid	--	--
Fair value of plan assets at the end of the period	--	--
<b>Change in Net Defined Benefit Obligation</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Net defined benefit liability at the start of the period	33,742	2,59,108
Service Cost	25,487	11,291
Past Service Cost	-	-
Net Interest cost (Income)	2,531	17,490
Actuarial (gain)/ loss	2,34,637	868
Contribution paid to the Fund	-	-
Benefit paid directly by the enterprise	-	(2,55,015)
Net defined benefit liability at the end of the period	2,96,396	33,742
<b>Bifurcation of PBO at the end of year in current and non current</b>		
	<b>31-03-19</b>	<b>31-03-18</b>
Current liability (Amount due within one year)	2,748	107
Non-Current liability (Amount due over one year)	2,93,648	33,635
<b>Total PBO at the end of year</b>	<b>2,96,396</b>	<b>33,742</b>
<b>Expected contribution for the next Annual reporting period</b>		
The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2018-19.		
<b>Sensitivity Analysis of the defined benefit obligation.</b>		
Sensitivities due to change in discount rates, salary increase, mortality, withdrawals are not material & hence impact of change not calculated.		
Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.		

**30 Figures regrouping & reclassification:**

Figures for the previous year have been regrouped/ reclassified, wherever necessary.

**31 Notes on First Time adoption of Ind-AS:**

For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

**Notes to the financial statements as at 31 March 2019**

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the standalone financial statements for the year ended March 31, 2019 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet, Statement of Profit and Loss, and exemptions on first time adoption of Ind AS availed in accordance with Ind AS 101 are as under:

**31.1 Exemptions availed on first time adoption of Ind-AS 101:**

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

**A. Deemed cost :**

The Company has opted paragraph D 5 and D 7 and accordingly considered the fair value of Property, Plant and equipment and Investment properties as deemed cost as at the transition date.

**B. Investment in Subsidiaries, Joint Ventures and Associates :**

The Company has opted para D 14 and D 15 and accordingly considered the previous GAAP carrying amount of Investments as deemed costs as at the transition date.

**C. Designation of previously recognized equity instruments :**

Paragraph D19B of Ind AS 101 gives an option to the entity to designate an equity instrument as at fair value through other comprehensive income on the basis of the facts and circumstances that exists at the date of transition to Ind AS. The Company has opted to apply this exemption for its investment in Equity Shares.

**D. Business combination exemption**

The Company has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to April 1, 2016 (the "Transition Date"), pursuant to which goodwill/capital reserve arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP. The Company has also applied the exemption for past business combinations to acquisitions of investments in subsidiaries / associates / joint ventures consummated prior to the Transition Date.

**For and on behalf of the Board  
of Crescent Finstock Limited**

**Chandramohan Jakhmola  
Director  
DIN:08005196**

**John Dsouza  
Director  
DIN :01877999**

## INDEPENDENT AUDITOR'S REPORT

To the Members of Crescent Finstock Limited

### Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Crescent Finstock Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at 31 March 2019, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date

### Basis for Opinion

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

### Information Other than the Consolidated 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 Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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.

## Management's Responsibility for the Consolidated Financial Statements

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

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

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

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

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

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

As required by section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement

of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act

(f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

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

i. We have been informed that there are no pending litigations affecting its financial position to be disclosed in the IND AS financial statements.

ii. We have been informed that there are no long-term contracts including derivative contracts and therefore our comments on the losses does not arise.

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

Tasky Associates  
Chartered Accountants  
Firm's Registration Number: FRN 008730N

Sandesh Desai  
Partner  
Membership number: 039635

Place: Mumbai  
Date: 06.06.2019

**Annexure 1 to the Independent Auditor's Report of even date on the consolidated Ind AS financial statements of Mphasis Limited****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of Crescent Finstock Limited

In conjunction with our audit of the consolidated financial statements of Crescent Finstock Limited as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of Crescent Finstock Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

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

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

**Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, maintained 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 Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Tasky Associates  
Chartered Accountants  
Firm's Registration Number: FRN 008730N

Sandesh Desai  
Partner  
Membership number: 039635

Place: Mumbai  
Date: 06.06.2019

## CONSOLIDATED BALANCE SHEET as at 31st March, 2019

	Note No.	As at 31.03.2019	As at 31.03.2018
<b>Assets</b>			
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	4	8,222,120	10,961,655
(b) Goodwill	5	97,627,528	97,627,561
(c) Financial Assets			
(i) Investments	6	283,524,143	268,530,265
(ii) Loans	7	166,732,328	148,266,684
(e) Deferred Tax assets (net)	8	88,015,374	87,035,226
(f) Current Tax assets (net)	8	2,458,640	2,337,608
(c) Other non-current assets		-	-
<b>Total Non-current assets</b>		<b>646,580,133</b>	<b>614,758,999</b>
<b>Current assets</b>			
(a) Inventories	9	61,461,587	74,492,916
(b) Financial Assets	10		
(i) Trade receivables	10.1	3,382,572	11,810,063
(ii) Cash and cash equivalents	10.2	16,101,743	18,059,517
(iv) Loans	10.3	-	5,000
(iii) Other financial assets	10.4	4,245,286	3,545,645
(b) Other current assets	11	52,294,663	45,474,810
<b>Total Current assets</b>		<b>137,485,850</b>	<b>153,387,951</b>
<b>Non-current assets held for sale</b>			
<b>Total assets</b>		<b>784,065,983</b>	<b>768,146,950</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
(a) Equity Share capital	12	72,235,250	72,235,250
(b) Other Equity	12	343,704,264	342,724,377
(c) Non controlling interest	5	304,661,733	287,710,837
<b>Total equity</b>		<b>720,601,247</b>	<b>702,670,464</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Long-term borrowings		-	-
(b) Provisions	13	3,254,651	2,070,699
<b>Total Non-current liabilities</b>		<b>3,254,651</b>	<b>2,070,699</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	14	1,812,771	5,072,643
(i) Trade payables	15	12,470,505	15,546,932
(ii) Other financial liabilities	16	4,930,437	3,004,141
(b) Provisions	17	46,482	278,058
(b) Current Tax liabilities	8.5	39,174,588	37,009,602
(c) Other current liabilities	19	1,775,302	2,494,411
<b>Total Current liabilities</b>		<b>60,210,085</b>	<b>63,405,787</b>
<b>Total liabilities</b>		<b>63,464,736</b>	<b>65,476,486</b>
<b>Total equity and liabilities</b>		<b>784,065,983</b>	<b>768,146,950</b>
<b>Significant accounting policies</b>	3		

The accompanying notes are an integral part of these consolidated financial statements.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date: 6th June,2019

**For and on behalf of the Board**

**Crescent Finstock Limited**

**Chandramohan Jakhmola**

Wholetime Director

DIN - 08005196

Place : Mumbai

Date: 6th June,2019

**John Dsouza**

Director

DIN - 01877999

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2019**

Particulars	Note No.	Year ended 31.03.2019	Year ended 31.03.2018
<b>CONTINUING OPERATIONS</b>			
<b>Income</b>			
Revenue from operations	20	76,377,833	288,788,303
Other income	21	38,129,921	37,435,942
<b>Total Income</b>		<b>114,507,754</b>	<b>326,224,245</b>
<b>Expenses</b>			
Cost of material consumed	22	23,836,343	203,814,138
Employee benefit expenses	23	29,464,935	35,061,803
Finance cost	24	378,691	598,096
Depreciation and amortization	25	2,793,902	3,134,892
Other expenses	26	63,848,864	49,792,329
<b>Total expenses</b>		<b>120,322,734</b>	<b>292,401,258</b>
<b>Profit / (Loss) before tax</b>		<b>(5,814,980)</b>	<b>33,822,987</b>
<b>Tax expense</b>	8		
- Current tax	8.1	5,856,448	13,482,332
- Deferred Tax Expenses	8.1	(2,090,727)	2,467,985
Total tax expensed from continuing operation		<b>3,765,721</b>	<b>15,950,317</b>
<b>Profit / (Loss) for the year</b>		<b>(9,580,701)</b>	<b>17,872,670</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
<b>(A) Items that will not be reclassified to profit or loss, net of tax</b>			
i) Fair value gains on Equity Instruments, net of tax		(826,785)	(1,262,265)
ii) Actuarial gain/(loss) on gratuity and leave encashment, net of tax		(528,778)	358,889
<b>(B) Items that will be reclassified to profit or loss, net of tax</b>			
			-
<b>Other Comprehensive Income / (Loss) for the year</b>		<b>(1,355,563)</b>	<b>(903,376)</b>
<b>Total Comprehensive Income / (Loss) for the year</b>		<b>(10,936,264)</b>	<b>16,969,294</b>
<b>Net Profit attributable to:</b>			
a) Owners of the Company		2,384,905	22,743,303
b) Non Controlling Interest		(12,019,100)	(4,870,632)
<b>Other Comprehensive Income attributable to:</b>			
a) Owners of the Company		(1,405,018)	(1,109,741)
b) Non Controlling Interest		49,455	206,365
<b>Total Comprehensive Income attributable to:</b>			
a) Owners of the Company		979,887	21,633,562
b) Non Controlling Interest		(11,969,645)	(4,664,267)
<b>Earnings per share</b>			
Basic & Diluted		(1.33)	2.47
Face value per share		10/-	10/-
<b>Significant accounting policies</b>	3		

The accompanying notes are an integral part of these consolidated financial statements.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date: 6th June,2019

**For and on behalf of the Board**

**Crescent Finstock Limited**

**Chandramohan Jakhmola**

Wholetime Director

DIN - 08005196

Place : Mumbai

Date: 6th June,2019

**John Dsouza**

Director

DIN - 01877999

**CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2019**

Particulars	31st March 2019		31st March 2018	
<b>A. Cash flow from operating activities</b>				
Net profit before tax		(58,14,980)		3,38,22,987
<b>Adjustments for:</b>				
Depreciation	27,93,902		31,34,892	
(Profit)/Loss on sale of Investments	(36,47,341)		(41,27,745)	
Interest income	(3,41,15,655)		(2,09,92,521)	
Fair value gain on financial asset measured at fair value through profit & loss (net)	(93,45,128)		(70,16,639)	
Dividend from investments	(5,02,032)		(9,12,239)	
Interest expense	2,90,857		4,79,301	
		(4,45,25,397)		(2,94,34,951)
<b>Operating loss before working capital changes</b>		<b>(5,03,40,377)</b>		<b>43,88,036</b>
<b>Changes in working capital:</b>				
<b>Adjustments for (increase) / decrease in operating assets:</b>				
Trade receivables	84,27,491		(88,33,859)	
Other financial assets / other assets	(6,99,641)		2,75,709	
Short-term loans and advances	5,000		80,000	
Long-term loans and advances	(1,84,65,644)		(3,92,66,684)	
Other current assets	(68,19,853)		7,11,57,677	
Inventories	1,30,31,329		8,47,28,217	
<b>Adjustments for increase / (decrease) in operating liabilities:</b>				
Trade payables	(30,76,426)		3,07,965	
Other current liabilities	(7,19,109)		3,60,571	
Other Financial liability	19,26,295		(7,04,496)	
Provisions	4,23,598		2,66,928	
		(59,66,960)		10,83,72,028
<b>Cash from/ (used in) operations</b>		<b>(5,63,07,337)</b>		<b>11,27,60,064</b>
Less: Taxes paid		(38,12,494)		(8,46,09,375)
<b>Net cash from / (used in) operating activities</b>		<b>(6,01,19,831)</b>		<b>2,81,50,689</b>
<b>B. Cash flow from investing activities</b>				
Sale of fixed assets		-		-
Purchase of fixed assets		(54,367)		(24,950)
Purchase of investments		(43,50,533)		(18,47,55,774)
Proceeds from sale of investments		3,15,00,000		13,67,83,727
Dividend from investments		5,02,032		9,12,239
Interest income		3,41,15,655		2,09,92,521
<b>Net cash (used in) / from investing activities</b>		<b>6,17,12,787</b>		<b>(2,60,92,237)</b>
<b>C. Cash flow from financing activities</b>				

<b>CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2019 (continued....)</b>				
<b>Particulars</b>			<b>31st March 2019</b>	<b>31st March 2018</b>
<b>C. Cash flow from financing activities</b>				
Interest expense		(2,90,857)		(4,79,301)
Proceed from issue of equity share capital		-		-
Increase/(Decrease) in borrowings		(32,59,872)		(17,97,099)
<b>Net cash from financing activities</b>		<b>(35,50,729)</b>		<b>(22,76,400)</b>
<b>Net cash flows during the year</b>		<b>(19,57,773)</b>		<b>(2,17,948)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(19,57,773)</b>		<b>(2,17,948)</b>
<b>Cash and cash equivalents (opening balance)</b>		<b>1,80,59,516</b>		<b>1,82,77,464</b>
<b>Cash and cash equivalents (closing balance)</b>		<b>1,61,01,743</b>		<b>1,80,59,516</b>

The accompanying notes are an integral part of these consolidated financial statements.

**Notes to cash flow statement:**

Cash flow statement has been prepared under the Indirect Method as set out in Indian Accounting Standard (Ind AS 7) "Cash Flow Statement".

The accompanying notes are an integral part of these consolidated financial statements.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date: 6th June,2019

**For and on behalf of the Board**

**Crescent Finstock Limited**

**Chandramohan Jakhmola**

Wholetime Director

DIN - 08005196

Place : Mumbai

Date: 6th June,2019

**John Dsouza**

Director

DIN - 01877999

<b>CONSOLIDATED STATEMENT OF CHANGES IN EQUITY for the year ended 31st March, 2019</b>									
<b>For the year ended 31.03.2019</b>									
<b>Particulars</b>	<b>Equity share capital</b>	<b>Capital Reserve</b>	<b>Securities Premium</b>	<b>General Reserve</b>	<b>Statutory Reserve</b>	<b>Retained earnings</b>	<b>Other Comprehensive Income</b>	<b>Total</b>	<b>Total</b>
Balance as at 1st April, 2018	72,235,250	5,824,602	197,766,915	78,005,507	65,290,217	(8,282,693)	4,119,829	342,724,377	
Changes during the year	-								
Total comprehensive income for the year						2,384,905	(1,405,018)	979,887	
Transfer to Statutory Reserve as per Sec 45-IC of RBI Act, 1934					1,093,420	(1,093,420)			
Balance as at 31.03.2019	<b>72,235,250</b>	<b>5,824,602</b>	<b>197,766,915</b>	<b>78,005,507</b>	<b>66,383,637</b>	<b>(6,991,208)</b>	<b>2,714,811</b>	<b>343,704,264</b>	
<b>For the year ended 31.03.2017</b>									
<b>Particulars</b>	<b>Equity share capital</b>	<b>Capital Reserve</b>	<b>Securities Premium</b>	<b>General Reserve</b>	<b>Statutory Reserve</b>	<b>Retained earnings</b>	<b>Other Comprehensive Income</b>	<b>Total</b>	<b>Total (A)</b>
Balance as at 1st April, 2017	72,235,250	5,824,602	197,766,915	78,005,507	60,475,610	(26,211,389)	5,229,570	321,090,815	
Changes during the year	-								
Total comprehensive income for the year						22,743,303	(1,109,741)	21,633,562	
Transfer to Statutory Reserve as per Sec 45-IC of RBI Act, 1934					4,814,607	(4,814,607)			
Balance as at 31.03.2018	<b>72,235,250</b>	<b>5,824,602</b>	<b>197,766,915</b>	<b>78,005,507</b>	<b>65,290,217</b>	<b>(8,282,693)</b>	<b>4,119,829</b>	<b>342,724,377</b>	
<b>Nature of reserves:</b>									
Retained earnings: Profits incurred by the Company till 31 March 2019									
As per our attached report of even date									

The accompanying notes are an integral part of these consolidated financial statements.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**For and on behalf of the Board**

**Crescent Finstock Limited**

**Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date: 6th June, 2019

**Chandramohan Jakhmola**

Wholetime Director

DIN - 08005196

Place : Mumbai

Date: 6th June, 2019

**John Dsouza**

Director

DIN - 01877999

**Notes to consolidated financial statements for the year ended 31st March, 2019****1. Company Overview**

Crescent Finstock Limited (the 'Company') is domiciled in India. The Company's registered office is at A/12, Sneh Kunj CHS, Residential Plot No..374, Koparli Road, Near Ambaji Mandir, GIDC, Vapi, Gujarat - 396195. The Company's Company Information Number (CIN) is L55200GJ1997PLC032464.

The Company's equity shares were listed on Vadodara Stock Exchange till it was derecognized on 9 November 2015. The company is presently listed with Metropolitan Stock Exchange of India Ltd with effect from 14th September, 2018. The Company is a stock broker member of Bombay Stock Exchange (BSE) dealing in only cash segment – equity.

These Ind-AS compliant Consolidated Financial Statements were approved by the Board of Directors on June 06, 2019.

**2. Basis of Preparation****2.1. Statement of compliance and Basis of Preparation**

The consolidated financial statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value amount:

Certain financial assets and liabilities (including derivative instruments),

Defined benefit plan's - plan assets and

Equity settled share based payments

The consolidated financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

These consolidated financial statements are the Group's first Ind AS consolidated financial statements. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

The Company's consolidated financial statements are presented in Indian Rupees (Rs.).

**2.2. Principal of Consolidation**

The consolidated financial statements relate to Crescent Finstock Limited ('the Company') and its subsidiary company. The consolidated financial statements have been prepared on the following basis:

- (a) The financial statements of the Company and its subsidiary are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- (b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- (c) Offset (eliminate) the carrying amount of the parent's investment in the subsidiary and the parent's portion of equity of the subsidiary.
- (d) Non-Controlling Interest's share of profit / loss of consolidated subsidiary for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (e) Non-Controlling Interest's share of net assets of consolidated subsidiary is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

**Notes to consolidated financial statements for the year ended 31st March, 2019****2.3. Use of judgments and estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make certain estimates, judgments and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

**3. Other Significant Accounting Policies**

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

## Notes to consolidated financial statements for the year ended 31st March 2019

## NOTE 4: Property, Plant and Equipment

Year ended March 31, 2018

Particulars	GROSS CARRYING VALUE		ACCUMULATED DEPRECIATION		NET CARRYING VALUE			
	As at 01.04.2017	Deletion / Additions	Closing as at 31.03.2018	Upto 31.03.2017	For the year	Closing as at 31.03.2018	As at 31.03.2018	As at 31.03.2017
Computer hardware	4,959,191	-	4,959,191	3,265,255	847,464	4,112,719	846,472	1,693,936
Electric Fittings	852,098		852,098	836,204	-	836,204	15,894	15,894
Plant & Machinery	96,318		96,318	7,834	6,100	13,934	82,384	88,484
Motor Vehicles	15,057,359		15,057,359	9,069,408	1,860,265	10,929,673	4,127,686	5,987,951
Furniture and Fittings	6,397,766		6,397,766	273,456	405,577	679,033	5,718,733	6,124,310
Office Equipments	2,212,853	24,950	2,237,803	2,051,831	15,486	2,067,317	170,486	161,022
	<b>29,575,585</b>	<b>24,950</b>	<b>29,600,535</b>	<b>15,503,988</b>	<b>3,134,892</b>	<b>18,638,880</b>	<b>10,961,655</b>	<b>14,071,597</b>

Year ended March 31, 2019

Particulars	GROSS CARRYING VALUE		ACCUMULATED DEPRECIATION		NET CARRYING VALUE			
	As at 01.04.2018	Deletion / Additions	Closing as at 31.03.2019	Upto 31.03.2018	For the year	Closing as at 31.03.2019	As at 31.03.2019	Upto 31.03.2018
Computer hardware	4,959,191	54,367	5,013,558	4,112,719	510,447	4,623,166	390,392	846,472
Electric Fittings	852,098		852,098	836,204	-	836,204	15,894	15,894
Plant & Machinery	96,318		96,318	13,934	6,100	20,034	76,284	82,384
Motor Vehicles	15,057,359		15,057,359	10,929,673	1,860,265	12,789,938	2,267,421	4,127,686
Furniture and Fittings	6,397,766		6,397,766	679,033	401,564	1,080,597	5,317,169	5,718,733
Office Equipments	2,237,803	-	2,237,803	2,067,317	15,526	2,082,843	154,960	170,486
	<b>29,600,535</b>	<b>54,367</b>	<b>29,654,902</b>	<b>18,638,880</b>	<b>2,793,902</b>	<b>21,432,782</b>	<b>8,222,120</b>	<b>10,961,655</b>

## Notes to consolidated financial statements for the year ended 31st March, 2019

Non-current assets	As at 31.03.19	As at 31.03.18
<b>Financial Assets</b>		
<b>6 Investments</b>		
<b>i. Investments in Subsidiaries</b>		
<b>Non-trade in Equity Shares (Unquoted) - at cost</b>		
9800 shares of Sanger genomics P Ltd	98,000	98,000
	-	
<b>ii. Non-trade in Equity Shares (Quoted) - at Fair Value through OCI</b>		
5,700 (31.03.2017: 5,700 01.04.2016: 11,401) Equity Shares in BSE ltd of Re 1/- each fully paid up (Includes 10,524 bonus shares received without consideration)	3,483,555	4,310,340
<b>iii. Non-trade in units of Mutual Funds (Unquoted) - at Fair Value</b>		
<b>-Urban Infrastructure Opportunities Fund</b>		
250 Units of Rs 29,930/- (P.Y. Rs1Lac) each fully Paid up & 20 units of Rs 49,930/- (P.Y. Rs1Lac) each at a premium of Rs 20,000/- each fully paid up	7,482,500	12,357,500
	998,600	1,388,600
units 56850.11(31.03.2018: 65902.91, 01.04.2016: Nil) of Principal low duration fund - direct plan growth	173,369,518	188,354,911
units 5198.74(31.03.2018: Nil) of HDFC Liquid fund- direct plan growth	19,122,450	-
HDFC Liquid Fund	9,028,050	
<b>Total</b>	<b>210,001,118</b>	<b>202,101,011</b>
<b>iv. Debentures (Unquoted) - at amortised cost</b>		
<b>IIFL Real Estate Fund</b>	36,787,573	39,534,645
<b>IIFL Special Opportunities Fund - Series 5</b> (1544839.368 units @ avg cost 9.7097 )	29,846,616	15,045,036
<b>Shambhavi Trade - NCD</b> (95 units @ 104810/- each)	3,307,281	7,441,233
<b>Total</b>	<b>69,941,470</b>	<b>62,020,914</b>
Total of Investment	<b>283,524,143</b>	<b>268,530,265</b>
<b>7 Financial Assets</b>		
<b>Loans - Non Current</b>		
<b>Loan to Related Parties</b>		
S P Jain School of Global Management Pvt ltd	166,732,328	148,266,684
	<b>166,732,328</b>	<b>148,266,684</b>

## Notes to consolidated financial statements for the year ended 31st March, 2019

## 8 Income Taxes &amp; deferred tax

## Income Tax recognised in Profit or

(In ₹)			
8.1 loss:			
Particulars	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
<b>Current Tax</b>			
In respect of the current year	6,175,774	13,579,640	9,614,848
In respect of earlier years	(319,326)	(97,308)	(1,589,140)
	<u>5,856,448</u>	<u>13,482,332</u>	<u>8,025,708</u>
<b>Deferred Tax</b>			
In respect of the current year	(147,476)	4,371,182	(14,413,335)
MAT credit	(1,943,251)	(1,903,197)	(14,413,335)
	<u>(2,090,727)</u>	<u>2,467,985</u>	<u>(14,413,335)</u>
<b>Total tax expense recognised in the current year relating to continuing operations</b>	<u><b>3,765,721</b></u>	<u><b>15,950,317</b></u>	<u><b>(6,387,627)</b></u>

## 8.2 Reconciliation of tax expense with the effective tax

(In ₹)			
Particulars	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Profit / (loss) before tax	(5,814,980)	33,822,987	(23,135,926)
Applicable tax rate	26.00%	25.75%	30.90%
<b>Computed tax expense</b>	<b>(1,511,895)</b>	<b>8,709,419</b>	<b>(7,149,001)</b>
Exempt income		-	
Expenses disallowed		-	
Tax loss not recognised	1,511,895	(8,709,419)	(7,149,001)
Tax credit not recognised			
Deferred tax asset recognised			
Tax expenses as per Statement of Profit and Loss	<u>-</u>	<u>-</u>	<u>-</u>

## 8.3 Unrecognised tax losses / tax credits / temporary difference

(In ₹)			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>Unrecognised deferred tax assets</b>			
Unused tax losses	3,202,417	7,110,178	9,154,762
Fixed assets impact		(2,802,895)	(3,375,426)
	<u><b>3,202,417</b></u>	<u><b>4,307,283</b></u>	<u><b>5,779,337</b></u>

Unused tax credit

\*Deferred Tax Assets are not recognised as there are no major foreseeable profits.

## Notes to consolidated financial statements for the year ended 31st March, 2019

## 8.4 Deferred tax liabilities

## (a) The balance comprises temporary differences attributable to :

(In ₹)

Particulars	As at	As at	As at	As at
	March 31, 2019	March 31, 2018	March 31, 2017	April 1, 2016
(i) Deferred tax liabilities				
Difference in fixed assets base	7,020,180	7,960,274	7,926,664	(302,801)
Unrealised fair value gain on investments	4,265,651	1,418,961	2,095,870	-
	<u>11,285,831</u>	<u>9,379,235</u>	<u>10,022,534</u>	<u>(302,801)</u>
(ii) Deferred tax assets				
MAT Credit Entitlement	1,943,251	1,903,197	-	-
Tax Losses	97,357,954	94,511,264	99,525,745	74,787,076
	<u>99,301,205</u>	<u>96,414,461</u>	<u>99,525,745</u>	<u>74,787,076</u>
<b>Net deferred tax liabilities/(assets)</b>	<b><u>(88,015,374)</u></b>	<b><u>(87,035,226)</u></b>	<b><u>(89,503,211)</u></b>	<b><u>(75,089,877)</u></b>

## (b) Movement in deferred tax liabilities:

(In ₹)

Particulars	Year ended	Year ended	Year ended
	March 31, 2019	March 31, 2018	March 31, 2017
Net deferred tax liability/(asset) asset at the beginning	(87,035,226)	(89,503,211)	(75,089,877)
Charged on Fair value gain on investments	2,846,690	(676,909)	2,095,870
Fixed asset impact	(940,094)	33,610	8,229,465
Impact of current year loss	(2,846,690)	5,014,481	(24,738,669)
MAT Credit Entitlement	(1,943,251)	(1,903,197)	-
Net deferred tax liability/(asset) asset at the end	<u>(89,918,571)</u>	<u>(87,035,226)</u>	<u>(89,503,211)</u>

## 8.5 Current Tax Liabilities

(In ₹)

Particulars	As at	As at	As at
	March 31, 2019	March 31, 2018	March 31, 2017
Taxes paid less provision there against	39,174,588	37,009,602	107,825,527
	<u>39,174,588</u>	<u>37,009,602</u>	<u>107,825,527</u>

## 8.6 Current Tax Assets

(In ₹)

Particulars	As at	As at	As at
	March 31, 2019	March 31, 2018	March 31, 2017
Taxes paid less provision there against	2,458,640	2,337,608	2,026,490
	<u>2,458,640</u>	<u>2,337,608</u>	<u>2,026,490</u>

## 9 Inventories

## Stock in trade

Stock of Equity Shares	16,940,570	18,504,570
Stock of Units of Mutual Fund	41,200,668	52,247,732
Stock of Testing Material	3,320,349	3,740,614
	<u>61,461,587</u>	<u>74,492,916</u>

## Notes to consolidated financial statements for the year ended 31st March, 2019

## Note 10: Equity Share Capital:

Authorised Capital as at:	As at 31.03.19		As at 31.03.18		As at 01.04.17	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
<b>Authorised:</b>						
Equity shares of ₹ 10/- each	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000
<b>TOTAL</b>	<b>8,000,000</b>	<b>80,000,000</b>	<b>8,000,000</b>	<b>80,000,000</b>	<b>8,000,000</b>	<b>80,000,000</b>

For the year ended 31st March, 2018	Balance as at 01.04.2017		changes in equity share capital during the year		Balance as at 31.03.2018	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
<b>Issued, subscribed and fully paid up:</b>						
Equity shares of ₹ 10/- each	7,223,525	72,235,250	-	-	7,223,525	72,235,250
<b>TOTAL</b>	<b>7,223,525</b>	<b>72,235,250</b>	<b>-</b>	<b>-</b>	<b>7,223,525</b>	<b>72,235,250</b>

For the year ended 31st March, 2017	Balance as at 01.04.2016		changes in equity share capital during the year		Balance as at 31.03.2017	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
<b>Issued, subscribed and fully paid up:</b>						
Equity shares of ₹ 10/- each	7,223,525	72,235,250	-	-	7,223,525	72,235,250
<b>TOTAL</b>	<b>7,223,525</b>	<b>72,235,250</b>	<b>-</b>	<b>-</b>	<b>7,223,525</b>	<b>72,235,250</b>

## (a) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the proportion of equity shares held.

## (b) Details of equity shares held by each shareholder holding more than 5% equity shares in the Company:

Shareholder	As at 31.03.19		As at 31.03.18		As at 01.04.17	
	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding	Number of Equity Shares held	% Holding
Mr. Nitish Jain	1,654,126	22.89%	1,654,126	22.89%	1,654,126	22.89%
Mrs. Bharati Jain	707,895	9.80%	707,895	9.80%	707,895	9.80%
The Bank of New York Mellon	717,625	9.94%	717,625	9.94%	717,625	9.94%
Life Insurance Corporation of India	636,928	8.82%	636,928	8.82%	636,928	8.82%

## Notes to consolidated financial statements for the year ended 31st March, 2019

	As at 31.03.19	As at 31.03.18
<b>10.1 Trade Receivables</b>		
Unsecured, Considered Good	3,382,572	11,810,063
	<u><u>3,382,572</u></u>	<u><u>11,810,063</u></u>
<b>10.2 Cash and cash equivalents</b>		
<b>Balance that meet the definition of cash and cash equivalent as per Ind AS 7 - Statement of Cash Flows</b>		
Cash on hand	64,772	27,937
Balances with Bank - in current account	4,661,971	6,656,581
- in deposits accounts with original maturities of less than 3 months	11,375,000	11,375,000
	<u><u>16,101,743</u></u>	<u><u>18,059,518</u></u>
<b>10.3 Loans - current</b>		
<b>Unsecured, Considered good</b>		
Loans to Employees	-	5,000
	<u><u>-</u></u>	<u><u>5,000</u></u>
<b>10.4 Other financial assets</b>		
Interest Accrued but not due	597,565	1,106,946
Deposits	2,519,261	2,435,369
Other Receivables	1,128,460	3,330
	<u><u>4,245,286</u></u>	<u><u>3,545,645</u></u>
<b>11 Other current assets</b>		
Prepaid expenses	199,345	346,934
Balances with statutory/Government Authorities-Deposits	51,931,550	44,905,243
Advances recoverable in cash or kind or for value to be received	163,768	222,633
	<u><u>-</u></u>	<u><u>-</u></u>
	<u><u>52,294,663</u></u>	<u><u>45,474,810</u></u>
<b>Non current liabilities</b>		
<b>13 Provisions - non current</b>		
Provision for Gratuity	2,041,194	1,806,496
Provision for Leave Encashment	1,213,457	264,203
	<u><u>3,254,651</u></u>	<u><u>2,070,699</u></u>
<b>14 Current liabilities</b>		
<b>Short term borrowings</b>		
Vehicle Loans - Secured	1,812,771	3,798,314
<b>Unsecured</b>		
Loans from Directors and Relatives	-	874,329
Loans from others	-	400,000
	<u><u>1,812,771</u></u>	<u><u>5,072,643</u></u>

**Notes to consolidated financial statements for the year ended 31st March, 2019**

	(in ₹)	(in ₹)
	<b>Year ended 31.03.2019</b>	<b>Year ended 31.03.2018</b>
<b>15 Trade payables</b>		
Trade payables (refer note 22 for details of dues to micro and small enterprises)	12,470,505	15,546,932
	<b><u>12,470,505</u></b>	<b><u>15,546,932</u></b>
<b>16 Other current financial liabilities</b>		
Expenses payables	4,281,680	2,731,498
Other Payables	648,757	272,643
	<b><u>4,930,437</u></b>	<b><u>3,004,141</u></b>
<b>17 Provisions - current</b>		
Provision for Gratuity	16,300	138,278
Provision for Leave Encashment	30,182	139,780
	<b><u>46,482</u></b>	<b><u>278,058</u></b>
<b>19 Other Current Liabilities</b>		
Statutory dues payable	1,775,304	2,494,410
<b>20 Revenue from operations</b>		
<b>Sale of products</b>		
Traded Equity Shares	-	96,483,201
Traded Units of Mutual Funds	21,265,947	136,935,260
Traded Testing Materials	55,074,235	53,501,426
<b>Sale of Services</b>		
Brokerage	37,651	1,868,416
	-	
<b>Total</b>	<b><u>76,377,833</u></b>	<b><u>288,788,303</u></b>
<b>21 Other income</b>		
Dividend from:		
- Investments measured at fair value through profit & loss	502,032	359,392
- Traded Securities	-	552,847
Interest income from:		
- Fixed Deposits	806,735	841,579
- Loans	28,565,038	15,407,013
- Bonds	4,743,882	4,743,929
Foreign Currency Fluctuation gain	31,231	9,327
Export Sales	1,425,966	2,442,841
- Others	-	-
Service Charges	465,000	1,755,000

## Notes to consolidated financial statements for the year ended 31st March, 2019

Profit on sale of Investments	3,647,341	4,127,745
Miscellaneous income	213,974	179,630
Miscellaneous income intercompany	-	-
Less: Inter Company Adjustments	(11,616,406)	-
Interest income from:	-	-
Fair value gain on financial asset measured at fair value through profit & loss (net)	9,345,128	7,016,639
<b>Total</b>	<b>38,129,921</b>	<b>37,435,942</b>
<b>22 Cost of material consumed</b>		
<b>Stock of Equity Shares</b>		
Opening Stock	18,504,570	85,163,317
Add: Purchases	-	-
Less: Closing Stock	16,940,570	18,504,570
	1,564,000	66,658,747
<b>Stock of units of Mutual Fund</b>		
Opening Stock	52,247,732	67,321,446
Add: Purchases	9,158,800	118,555,000
Less: Closing Stock	41,200,668	52,247,732
	20,205,864	133,628,714
Consumables and Stores consumed	2,066,479	3,720,622
Less: Inter Company Adjustments	-	(193,945)
<b>Total</b>	<b>23,836,343</b>	<b>203,814,138</b>
<b>23 Employee benefit expenses</b>		
Salaries and bonus (net of recovery)	28,136,639	33,593,114
Contribution to provident fund and other funds	1,137,931	1,092,435
Staff welfare expenses	190,366	376,254
<b>Total</b>	<b>29,464,935</b>	<b>35,061,803</b>
<b>24 Finance Cost</b>		
Interest expenses		
- on vehicle loan	290,857	479,301
Bank charges	87,834	118,795
<b>Total</b>	<b>378,691</b>	<b>598,096</b>
<b>25 Depreciation and amortization expense</b>		
Depreciation on tangible assets	2,793,902	3,134,892
Amortization of intangible assets	-	-
<b>Total</b>	<b>2,793,902</b>	<b>3,134,892</b>

**Notes to consolidated financial statements for the year ended 31st March, 2019**

- 26 Enterprises consolidated as Subsidiary in accordance with Indian Accounting Standard 110-Consolidated Financial Statements

Name of the Enterprise	Country of Incorporation	Proportion of Ownership Interest
Doubledot Finance Limited	India	59.83%
Netclassroom Private Limited	India	59.83%
Positive Biosciences Limited	India	30.51%

- 27 Additional information, as required under Schedule III to the Companies Act, 2013, of Enterprises consolidated as Subsidiary

Name of the Enterprise	Net Assets, ie, Total Assets minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated Net Assets	Amt (Rs.)	As % of consolidated Profit or Loss	Amt (Rs.)	As % of consolidated OCI	Amt (Rs.)	As % of consolidated TCI	Amt (Rs.)
<b>Parent</b>								
Crescent Finstock Limited	17.07%	123,006,633	(0.23%)	(16,35,426)	(0.15%)	(10,95,139)	(0.26)	(18,66,820)
<b>Subsidiary</b>								
Doubledot Finance Limited	48.84%	351,941,649	(0.65%)	(46,79,214)	(0.11%)	(7,85,892)	(0.74)	(53,41,271)
Netclassroom Private Limited	26.78%	192,977,014	(0.36%)	(25,65,712)	-	-	(0.41%)	(29,28,731)
Positive Biosciences Limited	7.31%	526,759,51	(0.10%)	(7,00,349)	0.07%	5,25,468	(0.11)	(7,99,441)
	100.00%	720,601,247	(1.33%)	(95,80,701)	(0.19%)	(13,55,563)	(1.52)	(109,362,64)

**28 Hierarchy for fair value estimation:**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as under

- Level 1 hierarchy includes methods and input that use active quoted prices depending upon type of instrument. The quoted prices are derived from platforms like stock exchange etc. Management has used closing prices and values of closing NAV's as applicable in case of financial instruments covered under this level.
- Under level 2 the fair value of the financial instruments that are not traded in any active market are determined using appropriate valuation techniques with the use of observable market data without relying much on the estimates that are entity specific. The inputs under this level are always observable.
- In case of level 3 if one or more of the significant inputs are not derived on the basis of observable market data then fair value estimations derived with such inputs are included in level 3.
- The Company follows a policy to recognise transfers between the levels only at the end of reporting period and accordingly there are no transfers between levels during the year. The information based on the above levels is tabulated here below.

## Notes to consolidated financial statements for the year ended 31st March, 2019

Financial assets and liabilities measured at fair values as at 31.03.2019

Particulars	Note reference	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value through Other Comprehensive Income</b>					
Investments in Equity Shares		3,483,555	-	-	3,483,555
<b>Financial assets measured at fair value through Profit &amp; Loss</b>					
Investments in Mutual Fund		210,001,118			210,001,118
<b>Total</b>		<b>213,484,673</b>	<b>-</b>	<b>-</b>	<b>213,484,673</b>
<b>Financial liabilities measured at fair value</b>					-
Not applicable		-	-	-	-
Total		-	-	-	-

Financial assets and liabilities measured at fair values as at 31.03.2018

Particulars	Note reference	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Other Comprehensive Income					
Investments in Equity Shares		4,310,340	-	-	4,310,340
Financial assets measured at fair value through Profit & Loss					
Investments in Mutual Fund		202,101,011			202,101,011
Total		206,411,351	-	-	206,411,351
Financial liabilities measured at fair value					-
Not applicable		-	-	-	-
Total		-	-	-	-

Financial assets and liabilities measured at fair values as at 01.04.2017

## Notes to consolidated financial statements for the year ended 31st March, 2019

Particulars	Note reference	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Other Comprehensive Income					
Investments in Equity Shares		55,72,605	-	-	55,72,605
Financial assets measured at fair value through Profit & Loss					
Investments in Mutual Fund		147,126,627			147,126,627
Total		152,699,232	-	-	152,699,232
Financial liabilities measured at fair value					-
Not applicable		-	-	-	-
Total		-	-	-	-

## Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at 31.03.2019		As at 31.03.2018		As at 01.04.2017	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets at amortised cost						
Investments	70,039,470	70,039,470	62,118,914	62,118,914	57,976,867	57,976,867
Cash and cash equivalents	16,101,743	16,101,743	18,059,518	18,059,518	18,277,466	18,277,466
Loan	166,732,328	166,732,328	148,271,684	148,271,684	109,085,000	109,085,000
Trade receivables	33,82,572	33,82,572	11,810,063	11,810,063	2,976,204	2,976,204
Other financial assets	4,245,286	4,245,286	3,545,645	3,545,645	3,821,354	3,821,354
<b>Total</b>	<b>260,501,399</b>	<b>260,501,399</b>	<b>243,805,824</b>	<b>243,805,824</b>	<b>192,136,891</b>	<b>192,136,891</b>
Financial liabilities at amortised cost						
Borrowings	1,812,771	1,812,771	5,072,643	5,072,643	6,869,742	6,869,742
Trade payables	12,470,505	12,470,505	15,546,932	15,546,932	15,238,967	15,238,967
Other current financial liabilities	4,930,437	4,930,437	3,004,141	3,004,141	3,708,637	3,708,637
<b>Total</b>	<b>19,213,713</b>	<b>19,213,713</b>	<b>23,623,716</b>	<b>23,623,716</b>	<b>25,817,346</b>	<b>25,817,346</b>

The carrying amount of cash and cash equivalent and other current financial liabilities is considered to be the same as their fair value because of their short-term nature. The financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair value.

**Notes to consolidated financial statements for the year ended 31st March, 2019****29 Financial risk management:**

The Company's overall risk management policy seeks to minimise potential adverse effect on the financial performance of the Company.

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in loss to the Company and arises mainly from the Company's investment in mutual fund units. The Company invests in mutual fund scheme from reputed fund houses only and hence do not expect to incur any material credit losses.

Liquidity risk is the risk that the Company will face difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. In view of nominal amount of financial liabilities as at the year end and sufficient cash and cash equivalents available, the Company do not expect to face any liquidity risk.

**30 Earnings per share (EPS):**

The following reflects the profit and share data used in EPS computations:

Particulars	Year ended	Year ended
	31.03.2019 (₹)	31.03.2018 (₹)
Profit / (loss) from continuing operations attributable to equity shareholders	(9,580,701.00)	17,872,670.00
Weighted average number of equity shares basic and diluted (nos.)	7,223,525.00	7,223,525.00
Basic and diluted earnings per share	(1.33)	2.47
Nominal value of equity share	10.00	10.00

**31 Segment Reporting**

During the year, no reportable segment was identified. Therefore, Segment Reporting as per Ind AS 108 – Operating Segments is not applicable.

**32 Contingent Liabilities and commitments**

SEBI vide their Circular No. SEBI/HO/MRD/DSA/CIR/P/2017/92 dated August 01, 2017 has taken action against Exclusively Listed Companies (ELC) and its Promoters/Directors and has directed that till the ELCs provide exit options to the public shareholder

- Such ELCs and the depositors shall not effect transfer, by way of sale, pledge etc of any of the equity shares and the corporate benefits such as bonus, dividend etc shall be frozen.
- The non-compliant ELCs, its directors, its promoters and the companies which are promoted by any of them shall not be eligible to access the securities market for the purposes of raising capital till the promoters of such ELCs provide an exit option to the public shareholders in compliance with SEBI circular dated October 10, 2016.
- The promoters and directors of non-compliant ELCs shall not be eligible to remain or become director of any listed company till the promoters of such non-complaint ELCs provide exit option to public shareholders. in compliance with SEBI circular dated October 10, 2016.

Pursuant to the said circular , BSE has taken the consequent action as stated in para b and c above vide its notice dated 30.4.2018.

The company has applied for listing to Metropolitan Stock Exchange of India Ltd (MSE) on 6<sup>th</sup> January 2017 and the company share have been listed with effect from 14<sup>th</sup> September,2018.

## Notes to consolidated financial statements for the year ended 31st March, 2019

**33 Defined Contribution Plan and Defined Benefit Plan****A. Defined Contribution Plan** - There are no contributions to defined contribution plans.**B. Defined Benefit Plan****Defined Benefits Plan****(i) Leave Encashment**

As per Actuarial Valuation as on 31st March, 2019 and 31st March, 2018 and recognised in the financial statements in respect of Employee Benefit Schemes:

**Amount recognized in the Balance Sheet**

	<b>As at</b>	<b>As at</b>
<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
Present value of plan liabilities	1,243,639	4,03,983
Fair value of plan assets	-	-
Unfunded plans	-	-
Net plan liability/ (Asset)*	(1,243,639)	(4,03,983)

**Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses**

	<b>31-03-19</b>	<b>31-03-18</b>
Service Cost	2,23,701	4,14,983
Past service cost	-	-
Net Interest Cost	30,300	42,791
Net actuarial (gain) / loss recognized in the period	7,24,847	-4,12,525
Expense recognized in the Income Statement	9,78,848	45,251

**Change in plan assets**

	<b>31-03-19</b>	<b>31-03-18</b>
Fair value of plan assets at the beginning of the period	-	-
Actual return on plan assets	-	-
Employer contribution	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the period	-	-

**Change in Net Defined Benefit Obligation**

	<b>31-03-19</b>	<b>31-03-18</b>
Net defined benefit liability at the start of the period	4,03,983	6,33,950
Service Cost	2,23,701	4,15,558
Past service cost	0	0
Net Interest cost (Income)	30,300	32,491
Actuarial (gain)/loss	7,24,847	-4,12,525
Contribution paid to the Fund	0	0
Benefit paid directly by the enterprise	-1,39,192	-2,75,218
Net defined benefit liability at the end of the period	1,243,639	4,03,983

**Bifurcation of PBO at the end of year in current and non current.**

	<b>31-03-19</b>	<b>31-03-18</b>
Current liability (Amount due within one year)	30,182	1,39,780
Non-Current liability (Amount due over one year)	1,213,457	2,64,203
<b>Total PBO at the end of year</b>	<b>1,243,639</b>	<b>4,03,983</b>

**Notes to consolidated financial statements for the year ended 31st March, 2019****Expected contribution for the next Annual reporting period**

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2018-19.

**Sensitivity Analysis of the defined benefit obligation**

Sensitivities due to change in discount rates, salary increase, mortality, withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement

**(ii) Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

**Amount recognized in the Balance Sheet**

	31-03-19	31-03-18
Present Value of the obligation at end	20,57,494	19,44,774
Fair value of plan assets	--	--
Unfunded liability recognized in Balance Sheet	20,57,494	19,44,774

**Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses**

	31-03-19	31-03-18
Service Cost	2,35,520	2,15,690
Past Service Cost	--	--
Net Interest Cost	1,45,858	1,21,957
Expense recognized in the Income Statement	2,13,971	3,37,647

**Other Comprehensive Income (OCI)**

	31-03-19	31-03-18
Actuarial gain / (loss) for the year on PBO	1,67,407	-53,636
Actuarial gain /(loss) for the year on Asset	0	0

**Change in plan assets**

	31-03-19	31-03-18
Fair value of plan assets at the beginning of the period	--	--
Actual return on plan assets	--	--
Employer contribution	--	--
Benefits paid	--	--
Fair value of plan assets at the end of the period	--	--

**Change in Net Defined Benefit Obligation**

	31-03-19	31-03-18
Net defined benefit liability at the start of the period	1,944,774	18,06,769
Service Cost	2,35,520	2,15,690
Past Service Cost	--	--
Net Interest cost (Income)	1,45,858	1,21,957
Actuarial (gain)/ loss	-1,67,407	55,372
Contribution paid to the Fund	--	--
Benefit paid directly by the enterprise	-1,01,250	-2,55,015
Net defined benefit liability at the end of the period	2,057,494	19,44,774

## Notes to consolidated financial statements for the year ended 31st March, 2019

**Bifurcation of PBO at the end of year in current and non current**

	<b>31-03-19</b>	<b>31-03-18</b>
Current liability (Amount due within one year)	16,300	138,278
Non-Current liability (Amount due over one year)	2,041,194	1,806,496
<b>Total PBO at the end of year</b>	<b>2,057,494</b>	<b>1,944,774</b>

**Expected contribution for the next Annual reporting period**

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2018-19.

**Sensitivity Analysis of the defined benefit obligation.**

Sensitivities due to change in discount rates, salary increase, mortality, withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement

**34 Figures regrouping & reclassification:**

Figures for the previous year have been regrouped/ reclassified, wherever necessary.

**35 Notes on First Time adoption of Ind-AS:**

For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with April 1, 2016 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 3 have been applied in preparing the consolidated financial statements for the year ended March 31, 2018 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet, Statement of Profit and Loss, and exemptions on first time adoption of Ind AS availed in accordance with Ind AS 101 are as under:

**35.1 Exemptions availed on first time adoption of Ind-AS 101:**

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

**A. Deemed cost :**

The Company has opted paragraph D 5 and D 7 and accordingly considered the fair value of Property, Plant and equipment and Investment properties as deemed cost as at the transition date.

**B. Investment in Subsidiaries, Joint Ventures and Associates :**

The Company has opted para D 14 and D 15 and accordingly considered the previous GAAP carrying amount of Investments as deemed costs as at the transition date.

**C. Designation of previously recognized equity instruments :**

Paragraph D19B of Ind AS 101 gives an option to the entity to designate an equity instrument as at fair value through other comprehensive income on the basis of the facts and circumstances that exists at the date of transition to Ind AS. The Company has opted to apply this exemption for its investment in Equity Shares.

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**Notes to consolidated financial statements for the year ended 31st March, 2019**

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**D. Business combination exemption**

The Company has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to April 1, 2018 (the "Transition Date"), pursuant to which goodwill/capital reserve arising from a business combination has been stated at the carrying amount prior to the date of transition under Indian GAAP. The Company has also applied the exemption for past business combinations to acquisitions of investments in subsidiaries / associates / joint ventures consummated prior to the Transition Date.

As per our attached report of even date

**For Tasky Associates**

Chartered Accountants

FRN No. 008730N

**Sandesh Desai**

Partner

Membership No.: 039635

Place : Mumbai

Date: 6th June,2019

**For and on behalf of the Board**

**Crescent Finstock Limited**

**Chandramohan Jakhmola**

Wholetime Director

DIN - 08005196

Place : Mumbai

Date: 6th June,2019

**John Dsouza**

Director

DIN - 01877999

**Crescent Finstock Limited**  
**CIN: L55200GJ1997PLC032464**

**Regd. Office: A/12,Sneh Kunj CHS, Residential Plot No 374., Kopri Road, Near Ambaji Mandir, GIDC, VAPI 396195.**

**ATTENDANCE SLIP**

(to be handed over at the time of the Meeting)

Nineteenth Annual General Meeting \_\_\_\_\_, 2019

I/ We hereby record my / our presence at the Twenty Second Annual General Meeting of the Company held at 11.00 a.m at the Conference Hall situated at Hotel Pabilon, Koparli Road, GIDC, Vapi – 396 195 on 30<sup>th</sup> September, 2019.

Full name of the Member

(in BLOCK LETTERS) \_\_\_\_\_

Regd. Folio No. \_\_\_\_\_

No. of shares held \_\_\_\_\_

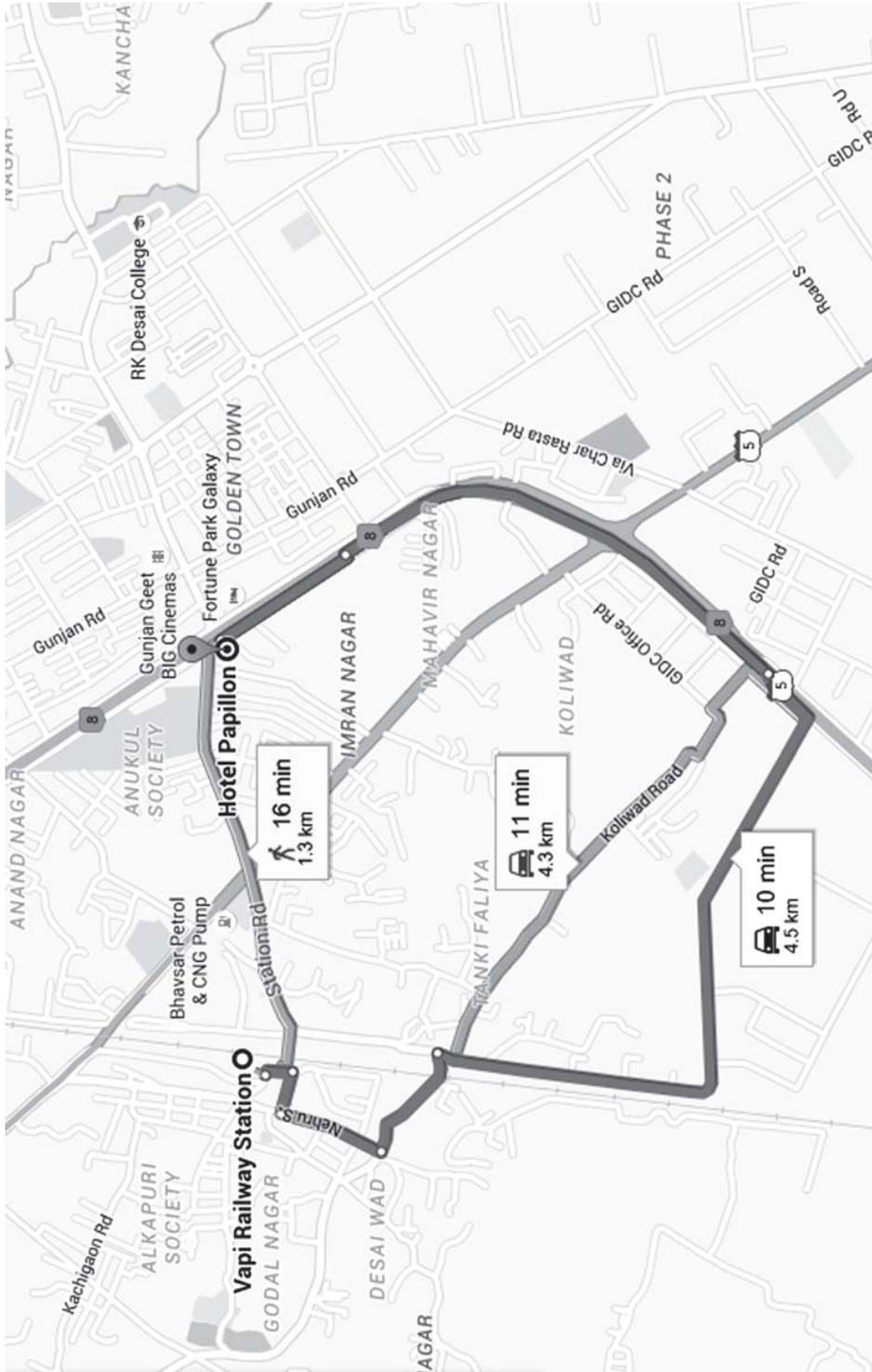
Full name of Proxy

\_\_\_\_\_  
\_\_\_\_\_

(in BLOCK LETTERS) \_\_\_\_\_

\_\_\_\_\_  
Signature of the member(s) or  
Proxy/proxies present

Route Map to AGM Venue



**Crescent Finstock Limited**  
**CIN: L55200GJ1997PLC032464**  
**Regd. Office: A/12,Sneh Kunj CHS, Residential Plot No 374.,**  
**Kopri Road, Near Ambaji Mandir, GIDC, VAPI 396195.**

**Form No. MGT-11**

**PROXY FORM**

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

**CIN: L55200GJ1997PLC032464**

**Name of the Company: Crescent Finstock Limited**

**Registered Office: A/12,Sneh Kunj CHS, Residential Plot No 374., Kopri Road, Near Ambaji Mandir, GIDC, VAPI 396195**

Name of the member (s): _____
Registered address : _____
E-mail Id: _____
Folio No/ Client Id : _____
DP ID : _____

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby Appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_, or 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 and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on the 30<sup>th</sup> day of September, 2019 at 11.00 a.m. at Conference Hall situated at Hotel Papon, Koparli Road, GIDC, Vapi – 396 195 and at any adjournment thereof in respect of all resolutions.

Resolution No.

1.....

2.....

3.....



Signed this..... day of..... 20.....

Signature of shareholder \_\_\_\_\_ Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

Book-Post

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If undelivered please return to:

**Crescent Finstock Limited**  
1st Floor, Kohinoor City Mall,  
Premier Road, Kurla (W),  
Mumbai - 400 070.  
Tel. No.: 022-6188 7600