



SAVANI FINANCIALS LIMITED

35th Annual Report 2018-19

BOARD OF DIRECTORS

MRS. DEEPA TRACY - MANAGING DIRECTOR
MR. MANISH CHAUDHARI
MR. SAMIR MEHTA
MR. SURESH MHATRE

AUDITORS

NILESH LAKHANI & ASSOCIATES
Chartered Accountants

BANKERS

BANK OF INDIA

REGISTERED OFFICE

91, MANTRA HOUSE,
MAROL CO-OP INDUSTRIAL ESTATE,
M. V. ROAD, ANDHERI (EAST),
MUMBAI – 400 059.
MAHARASHTRA, INDIA
TEL: 67604100

**REGISTRAR AND SHARE
TRANSFER AGENT**

BIGSHARE SERVICES PRIVATE LIMITED
BHARAT TIN WORKS BUILDING, 1ST FLOOR,
MAKWANA ROAD, MAROL,
ANDHERI (E), MUMBAI – 400 059.
MAHARASHTRA, INDIA
TEL: 62638200

**CHIEF FINANCIAL OFFICER,
COMPANY SECRETARY &
COMPLIANCE OFFICER**

MR. PRAFUL SHETH

CIN NO.

L67120MH1983PLC031614

E-MAIL

info@savanifinancials.co.in

WEBSITE

www.savanifinancials.co.in

NOTICE

Notice is hereby given that the **Thirty-Fifth Annual General Meeting** of the members of **Savani Financials Limited** will be held on Thursday, **26th September, 2019** at 11.15 am at 21, Marol Co-op. Industrial Estate, M. V. Road, Andheri (East), Mumbai – 400059, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Manish Chaudhari (DIN:00516641), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider, and thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 149, 150 and 152 of the Companies Act 2013 ('Act') read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the Company be and is hereby accorded to re-appoint Mr. Samir Ramakant Mehta (DIN 00398813) as a Non-executive Independent Director, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of Director on the Board of Directors of the Company, for a second term of 5(five) years with effect from 1st April 2019.

RESOLVED FURTHER THAT THE Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this Resolution”.

4. To consider, and thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 149, 150 and 152 of the Companies Act 2013 ('Act') read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the Company be and is hereby accorded to re-appoint Mr. Suresh Madhav Mhatre (DIN 00002853) as a Non-executive Independent Director, in respect of whom the Company has received a notice under Section 160 of the Act from a member proposing his candidature for the office of Director on the Board of Directors of the Company, for a second term of 5(five) years with effect from 1st April 2019.

RESOLVED FURTHER THAT THE Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this Resolution”.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, read with Schedule V of the Act, the Company hereby (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the

re-appointment of Mrs. Deepa Kishor Tracy (DIN: 00516615) as Managing Director of the Company, for a period of 5 (five) years with effect from August 14, 2019 not liable to retire by rotation without remuneration;

RESOLVED FURTHER that Mrs. Deepa Kishor Tracy shall exercise her powers subject to the superintendence, control and direction of the Board of Directors and shall perform such duties and services as shall from time to time be entrusted to her by the Board.

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

By Order of the Board
For Savani Financials Limited

DEEPA TRACY
Managing Director

(DIN: 00516615)

Place: Mumbai

Date: 16th May, 2019

Registered Office:

91, Mantra House,
Marol Co-op. Industrial Estate,
M. V. Road, Andheri (East),
Mumbai – 400 059.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument(s) appointing the proxy, if any, shall be deposited at the Registered Office of the Company at 91, Mantra House, Marol Co-op. Industrial Estate, M.V. Road, Andheri (East), Mumbai - 400059, not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.

A person can act as a proxy on behalf of members not exceeding Fifty(50) and holding in the aggregate not more than Ten percent (10%) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than Ten percent (10%) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2019 to 26th September, 2019 (both days inclusive).
4. Members are requested to intimate the Registrar & Share Transfer Agent of the Company- Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra, immediately of any change in their address in respect of Equity Shares held in physical mode and to their Depository Participants (DPs) in respect of Equity Shares held in Dematerialized Form.

5. Members holding share certificates under different folio numbers but in the same order of names are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and Share Transfer Agent of the Company.
6. The Notice of Annual General Meeting along with the Annual Report for the financial year 2018-19 is being sent through electronic mode to all members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent through permitted mode. Members may also note that this Notice and the Annual Report will also be available for download on the Company's website www.savanifinancials.co.in
7. Members/proxies/authorised representatives are requested to bring the Attendance Slip duly filled in for attending the meeting.
8. Members, desirous of getting any information about the accounts and operations of the Company, are requested to write to the Company at an early date to enable the management to keep the information ready at the meeting.
9. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the Meeting.
10. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination Forms can be obtained from the Company's Registrars and Share Transfer Agents by the members holding shares in physical form. Members holding shares in electronic form may write to their Depository Participants (DPs) for the purpose.
11. All the documents referred to in the accompanying Notice are open for inspection at the Company's Registered Office at 91, Mantra House, Marol Co-op. Industrial Estate, M.V. Road, Andheri (East), Mumbai – 400059 on all working days of the Company between 9.30 a.m. to 11.30 a.m. upto the date of the Annual General Meeting.
12. The instructions and information for shareholders voting electronically are as under:
 - (a) In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting services arranged by National Securities Depository Limited ("NSDL"). The members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for e-voting are given herein below.
 - (b) The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
 - (c) The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - (d) The remote e-voting period commences on 23rd September, 2019 at 9.00 a.m. and ends on 25th September, 2019 at 5.00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (e) The instructions for members for voting electronically are attached with this Notice.
 - (f) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (g) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2019.
 - (h) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

- (i) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (j) 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 date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (k) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (l) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (m) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website:www.savanifinancials.co.in and on the website of NSDL immediately after the Result is declared by the Chairman or any person authorised by the Chairman and the same shall also be communicated to the Stock Exchanges, where the shares of the Company are listed.
- (n) The Resolutions proposed will be deemed to have been passed on the date of Annual General Meeting subject to the receipt of the requisite number of the votes in favour of the Resolutions.
- (o) Ms. Prabha Sharma, Practicing Company Secretary, (Membership Number – FCS 3695) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the Annual General Meeting in a fair and transparent manner.

Place: Mumbai

Date: 16th May, 2019

Registered Office:
91, Mantra House,
Marol Co-Op Industrial Estate,
M. V. Road, Andheri (East),
Mumbai – 400 059.

By Order of the Board

For Savani Financials Limited

DEEPA TRACY
Managing Director
(DIN: 00516615)

ANNEXURE TO NOTICE:

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The statement pursuant to Section 102(1) of the Companies Act, 2013 for Item Numbers 3, 4 & 5 of the accompanying Notice is as under:

Item Number 3 & 4

Mr. Samir Ramakant Mehta was appointed as a Non-Executive (independent) Director of the company with effect from 28th August 1991 under the provisions of the Companies Act, 1956 and the Listing Agreement.

Mr. Suresh Madhav Mhatre was appointed as a Non-Executive (independent) Director of the company with effect from 11th May 2012 under the provisions of the Companies Act, 1956 and the Listing Agreement.

Pursuant to the provisions of section 149 and 152 of the Companies Act, 2013 read with Rules made thereunder (Act) the Company is required to have at least one third of total directors as independent Directors, not liable to retire by rotation, and an independent director shall hold office for a term up to five consecutive years on the board of a Company, and shall be eligible for reappointment on passing of a special resolution by the Company. However, no independent director shall hold office for more than two consecutive terms under the provisions of the Act. Independent director's tenure governed by the Companies Act, 1956 shall not be counted for above terms under the Act.

Further, as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') where the chairperson of the board of Directors is an Executive director, at least half of the board of directors shall comprise of independent directors. As required under the aforesaid provisions of the Act, Mr. Samir Ramakant Mehta and Mr. Suresh Madhav Mhatre were appointed as Independent Directors to hold the office for a first term of 5 years effective from 1st April 2014 to 31st March 2019.

As required under listing Regulations and Secretarial standards on General Meeting (SS-2) as specified by the Institute of Company Secretaries of India, brief profile of Mr. Samir Ramakant Mehta and Mr. Suresh Madhav Mhatre is provided. The company has received a notice under Section 160 of the Act from members proposing their candidature for the office of Director on Board of Directors of the Company.

Mr. Samir Ramakant Mehta is a Chartered Accountant and has over 30 years' experience in the profession and in financial services.

Mr. Suresh Madhav Mhatre is a management consultant and has over 40 years' experience in the leading Consultancy firm.

On the recommendation of the Nomination and Remuneration Committee of the company and in the opinion of the Board, Mr. Samir Ramakant Mehta and Mr. Suresh Madhav Mhatre fulfill conditions specification in the Act and the rules made thereunder and the proposed directors are independent of the management.

Considering the above and based on the performance evaluation reports, and in compliance with the provisions of Section 149, 150 and 152 read with schedule IV and Companies (Appointment and Qualification of Directors) Rule, 2014 of the Act and Applicable provisions, of Listing Regulation, it is proposed to re-appoint Mr. Samir Ramakant Mehta and Mr. Suresh Madhav Mhatre as Non-executive Independent directors on the Board of Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years, effective from 01st April 2019.

The Board of Directors, therefore, recommends the respective resolutions for approval of the members, as Special Resolutions.

Draft Letters of Appointment for the above Independent Directors, setting out the terms and conditions, are available for inspection by the members at the Company's registered office between 11.00 a.m. to 1.00 p.m. on any working date from Monday to Friday up to the date of AGM. Mr. Samir Ramakant Mehta and Mr. Suresh Madhav Mhatre do not hold any shares in the Company.

Except Mr. Samir Ramakant Mehta and Mr. Suresh Madhav Mhatre, none of the directors, key managerial personnel or their relatives is interested in the resolutions.

Item Number 5

Mrs. Deepa Kishor Tracy is a Science graduate and is presently the Managing Director of Mantra Exports Private Limited and is not being paid any remuneration from this Company.

She has to her credit vast management expertise in the corporate field.

The Board of Directors of the Company at its Meeting held on 16th May, 2019 has proposed the re-appointment of Mrs. Deepa Kishor Tracy as the Managing Director of the Company for a period of 5(five) years with effect from 14th August, 2019 not liable to retire by rotation without any remuneration.

Mrs. Deepa Kishor Tracy has expressed her willingness to accept the offer of the said appointment without remuneration.

The resolution set out in the Notice is placed before you for approval.

Mrs. Deepa Kishor Tracy, Managing Director and Mr. Manish Chaudhari, Directors being relatives may be deemed to be concerned or interested in the resolution.

ANNEXURE TO THE AGM NOTICE

Details of the Director seeking re-appointment in the forthcoming Annual General Meeting

| | |
|---|---|
| Name | Mr. Manish Chaudhari |
| Age | 48 Years |
| Date of Appointment | 11th May, 2012 |
| Educational Qualification | MBA |
| Experience and Expertise in specific functional areas | He has wide entrepreneurial experience of varied industries particularly in garment, infrastructure and rich experience in general management |
| Remuneration last drawn | Nil |
| List of companies in which outside directorship is held | Mantra Exports Private Limited Adnyaa Foods and Beverages Private Limited |
| Membership/ Chairmanship of Committee of other Boards | Nomination and Remuneration Committee |
| No. of shares held in the Company as on 31.03.2019 | 10,99,625 Equity Shares |
| No. of Board Meetings attended | 5 |
| Relationship with other Directors & KMP of the Company | Relative of Mrs. Deepa Tracy, Managing Director. |

| | |
|---|--|
| Name | Mrs. Deepa Tracy |
| Age | 66 Years |
| Date of Appointment | 11th May, 2012 |
| Educational Qualification | B.Sc. |
| Experience and Expertise in specific functional areas | She has wide entrepreneurial experience of varied industries particularly in garment and rich experience in general management and has been associated as a Director of the Company since 2012. |
| Remuneration last drawn | Nil |
| List of companies in which outside directorship is held | Mantra Exports Private Limited Mantra Fashions Private Limited Mantra-Runaway Entertainment Private Limited Mantra Vision Private Limited Adnyaa Foods and Beverages Private Limited |
| Membership/ Chairmanship of Committee of other Boards | Audit Committee Share transfer cum Stakeholders Committee Sexual Harrassment Committee |
| No. of shares held in the Company as on 31.03.2019 | 11,06,603 Equity Shares |
| No. of Board Meetings attended | 5 |
| Relationship with other Directors & KMP of the Company | Relative of Mr. Manish Chaudhari, Director. |

| | |
|---|---|
| Name | Mr. Samir Ramakant Mehta |
| Age | 54 Years |
| Date of Appointment | 28th August, 1991 |
| Educational Qualification | B.Com, F.C.A. |
| Experience and Expertise in specific functional areas | He is a practicing Chartered Accountant having vast experience in the profession and in financial services. He is associated as Director of the Company since 1991. |
| Remuneration last drawn | Nil |
| List of companies in which outside directorship is held | Pancham-Nishad Creatives Private Limited V-Magnum Opus Strategic Solutions Private Limited Ace Publications & Promotions Private Limited |
| Membership/ Chairmanship of Committee of other Boards | Audit Committee Share transfer cum Stakeholders Committee Nomination and Remuneration Committee |
| No. of shares held in the Company as on 31.03.2019 | Nil |
| No. of Board Meetings attended | 5 |
| Relationship with other Directors & KMP of the Company | None |

| | |
|---|---|
| Name | Mr. Suresh Madhav Mhatre |
| Age | 65 Years |
| Date of Appointment | 11th May, 2012 |
| Educational Qualification | B.Tech. |
| Experience and Expertise in specific functional areas | He is a Management Consultant having vast experience in information technology in leading Consultancy firm. He is associated as Director of the Company since 2012. |
| Remuneration last drawn | Nil |
| List of companies in which outside directorship is held | Mantra-Runaway Entertainment Private Limited Mantra Fashions Private Limited Mantra Vision Private Limited VoxLaw Tax ASP Private Limited |
| Membership/ Chairmanship of Committee of other Boards | Audit Committee Share transfer cum Stakeholders Committee Nomination and Remuneration Committee |
| No. of shares held in the Company as on 31.03.2019 | Nil |
| No. of Board Meetings attended | 5 |
| Relationship with other Directors & KMP of the Company | None |

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

DETAILS ON STEP 1 IS MENTIONED BELOW:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

DETAILS ON STEP 2 IS GIVEN BELOW:

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to psa.evoting@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

DIRECTORS' REPORT

The Members

SAVANI FINANCIALS LIMITED

Your Directors have pleasure in presenting their Thirty-fifth Annual Report on the business and operations of the Company and the Audited Financial Statements for the financial year ended March 31, 2019.

1. Financial Results

(Rs. in lacs)

| | 2018-2019 | 2017-2018 |
|---|------------------------|------------------------|
| Revenue from Operations & Other Income | 12.51 | 14.97 |
| Profit before Depreciation, Finance Cost & Taxation | 0.30 | 5.47 |
| Less: Finance Cost | - | - |
| Less: Depreciation | - | - |
| Less: Income Tax | - | - |
| Profit after Tax | 0.30 | 5.47 |
| Balance brought forward from previous year | <u>(529.53)</u> | <u>(535.00)</u> |
| Available for appropriation | <u>(529.23)</u> | <u>(529.53)</u> |
| Appropriations | | |
| Transfer to General Reserve | <u>-</u> | <u>-</u> |
| Balance carried to Balance Sheet | <u><u>(529.23)</u></u> | <u><u>(529.53)</u></u> |

2. Dividend:

In view of accumulated losses, your Directors do not propose any dividend for the year ended 31st March, 2019.

3. Transfer to Reserves:

During the current financial year, there were no transfers made to reserves.

4. Brief description of the company's working during the Year/ State of company's affair:

During the year, the Company has earned operating income aggregating to Rs. 12.51 lacs (Previous Year Rs. 14.97 lacs). The Company has registered net profit after tax of Rs. 0.30 lacs (Previous Year Rs. 5.47 lacs). The management is looking for opportunities to identify niche segments in which the Company can look for better business possibilities. The management is also exploring possibility of identifying new business opportunities to augment its resources.

The Company is engaged only in the business of providing financial services and accordingly there are no separate reportable segments as per Accounting Standard-17 dealing with Segment Reporting.

5. Change in the nature of business, if any:

There has been no change in nature of business of the Company.

6. Material changes and commitments, if any, affecting the financial position of the company which has occurred between the end of financial year of the company to which the financial statements relate and date of the report:

There is no material change and commitment affecting the financial position of the Company which has occurred between end of the financial year under review and the date of this Report.

7. Details of significant and material orders passed by the regulators or courts or tribunals impacting going concern status and company's operations in future:

There are no significant and material orders passed by the regulators or courts or tribunals that will impact the going concern status and the Company's operations in future.

8. Details in respect of adequacy of internal financial controls with reference to the financial statements:

Your Company has in place adequate internal financial controls with reference to financial statements, commensurate with the size, scale and complexity of its operations, which also ensures that all assets are safeguarded and transactions are authorized, recorded and reported correctly.

No frauds have been reported by the Auditor.

9. Details of Subsidiary, Joint Venture or Associate Companies:

The Company does not have any Subsidiary, Joint Venture or an Associate Company.

10. Deposits:

The Company is a Non-deposit accepting company. The Company has not accepted any deposits from public.

11. Auditors:**Statutory Auditor:**

M/s. Nilesh Lakhani and Associates (ICAI Firm Registration No. 113817W) Chartered Accountants who were appointed at 33rd Annual General Meeting held on 27th September, 2017 as Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting continues to hold the office as Statutory Auditors.

Secretarial Auditor:

The Board of Directors appointed Ms. Prabha Sharma, Practicing Company Secretary, as Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year 2018-19. The Secretarial Audit Report in prescribed Form No. MR-3 is annexed to the Directors' Report.

Cost Auditor

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is presently not applicable to the Company and accordingly such accounts and records have not been made and maintained. Hence no Cost auditor has been appointed.

12. The explanations of the Board on every qualification / reservation / adverse remark / disclaimer made in the Audit Report and the Secretarial Audit Report.**Audit Report:**

There is no adverse remark, reservation or qualification in the Audit Report for the year under review.

Secretarial Audit Report:

- a) With regard to registering the Company with at least one Credit Information Company as required by Reserve Bank of India, the Company has been advised that since the Company is a non-deposit accepting Company and has neither lending portfolio nor does it intend to do so in the coming financial year, the provisions of circular DNBS.(PD).CC.No.200/03.10.001/2010-11 dated September 17, 2010 is currently not applicable to the Company and hence the Company has not registered itself with any Credit Information Company.
- b) Considering the current scale of operations of the Company it does not have a Chief Financial Officer and an Internal Auditor as required under the Companies Act, 2013 as on 31st March, 2019.

The Company has since appointed a Chief Financial Officer on 10th April 2019.

13. Share capital :

The Paid up Equity Share Capital as on March 31, 2019 was Rs. 4,00,00,000/-. The Company has not issued shares with differential voting rights, nor sweat equity shares, nor offered any shares under Employee Stock Option Scheme. The Company has not bought back any of its securities during the year under review.

14. Listing Fees

The Company has paid necessary Listing Fees to BSE Ltd.

15. Extract of the Annual Return

The extract of the Annual Return in Form No. MGT – 9 is annexed to the Directors' Report.

16. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The provisions relating to the disclosure of particulars relating to conservation of energy and technology absorption do not apply to the Company since it is engaged in the business of financial services. The Company had no foreign exchange earnings and outgo during the year.

17. Corporate Social Responsibility:

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

18. Directors**A) Change in Directors and key managerial personnel**

Mrs. Deepa Tracy is the Managing Director of the Company, who was appointed for a period of five years with effect from 14th August, 2014. Her term as Managing Director ends on 13th August 2019. The Board of

Directors at its meeting held on 16th May, 2019 proposed Mrs. Deepa Tracy re-appointment as Managing Director for a further period of 5 years with effect from 14th August 2019 subject to approval of members.

Mr. Samir Ramakant Mehta was appointed as an Independent Director on 28th August 1991 under the provisions of erstwhile Companies Act, 1956 and under Clause 49 of the listing agreement. There after he was appointed as an Independent Director for a period of 5(five) years with effect from 1st April 2014 under the provisions of Companies Act 2013. He is now proposed to be re-appointed for a second term of 5(five) years with effect from 1st April 2019 subject to approval of the members at the ensuing Annual General Meeting.

Mr. Suresh Madhav Mhatre was appointed as an Independent Director on 11th May 2012 under the provisions of erstwhile Companies Act, 1956 and under Clause 49 of the listing agreement. There after he was appointed as an Independent Director for a period of 5(five) years with effect from 1st April 2014 under the provisions of Companies Act 2013. He is now proposed to be re-appointed for a second term of 5(five) years with effect from 1st April 2019 subject to approval of the members at the ensuing Annual General Meeting.

Mr. Samir Ramakant Mehta and Mr. Suresh Madhav Mhatre are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Mr. Manish Chaudhari, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

B) Declaration of independence by Independent Directors

The Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C) Formal Annual Evaluation

The Board of Directors of the Company has carried out annual performance evaluation of its own performance, its committees and individual directors. The results of the evaluation are satisfactory and adequate and meet the requirement of the Company.

19. Number of meetings of the Board of Directors and Committee meetings:

Board Meetings

Five Meetings of the Board of Directors of the Company were held during the year under consideration. The dates of the said Meetings are 02/04/2018, 29/05/2018, 08/08/2018, 13/11/2018 and 12/02/2019. The details of composition of the Board and attendance of Directors at the Board Meetings are given below:

| Name of the Directors | Number of meetings attended/number of meetings held during the tenure of 2018-19 |
|-----------------------|--|
| Mrs. Deepa Tracy | 5/5 |
| Mr. Manish Chaudhari | 5/5 |
| Mr. Suresh Mhatre | 5/5 |
| Mr. Samir Mehta | 5/5 |

Independent Directors met once during the year on 12/02/2019.

Audit Committee Meetings

Four Audit Committee Meetings were held during the year under consideration. The dates of the said Meetings are 29/05/2018, 08/08/2018, 13/11/2018 and 12/02/2019. The details of composition of the Audit Committee and attendance of the Directors at the Audit Committee Meetings are given below:

| Name of the Directors | Number of meetings attended/number of meetings held during the tenure of 2018-19 |
|-----------------------|--|
| Mr. Samir Mehta | 4/4 |
| Mrs. Deepa Tracy | 4/4 |
| Mr. Suresh Mhatre | 4/4 |

Nomination & Remuneration Committee Meetings

One Nomination & Remuneration Committee Meeting was held during the year under consideration on 12/02/2019. The details of composition of the Nomination & Remuneration Committee and attendance of the Directors at the Nomination & Remuneration Committee Meetings are given below:

| Name of the Directors | Number of meetings attended/number of meetings held during the tenure of 2018-19 |
|-----------------------|--|
| Mr. Manish Chaudhari | 1/1 |
| Mr. Samir Mehta | 1/1 |
| Mr. Suresh Mhatre | 1/1 |

Stakeholder Relation & Share Transfer Committee Meetings

Seven Stakeholder Relation & Share Transfer Committee Meetings were held during the year under review. The dates of the said Meetings are 01/06/2018, 29/06/2018, 21/09/2018, 19/10/2018, 30/11/2018, 28/12/2018 and 15/03/2019. The details of composition of the Stakeholder Relation & Share Transfer Committee and attendance of the Directors at the Stakeholder Relation & Share Transfer Committee Meetings are given below:

| Name of the Directors | Number of meetings attended/number of meetings held during the tenure of 2018-19 |
|-----------------------|--|
| Mr. Suresh Mhatre | 7/7 |
| Mrs. Deepa Tracy | 7/7 |
| Mr. Samir Mehta | 7/7 |

20. Details of establishment of vigil mechanism for Directors and employees

The Company has a vigil mechanism in place to report genuine concerns.

21. Nomination & Remuneration Policy

The Board has adopted, on the recommendation of the Nomination & Remuneration Committee, a policy for selection and appointment of Directors, Senior Management and their remuneration.

22. Particulars of loans, guarantees or investments under Section 186

During the year, there was no loan given, investment made, guarantee given or security provided by the Company covered under Section 186 of the Companies Act, 2013.

23. Particulars of contracts or arrangements with related parties:

There is no contract or arrangements made during the year with related parties which requires disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

24. Managerial Remuneration

No remuneration has been paid to the Directors during the year under review and accordingly, relevant disclosures are not applicable to the Company.

25. Particulars of Employees

None of employees, during the year under review or part of it, has drawn salary above the limits specified under the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

26. Management Discussion & Analysis

Management Discussion & Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Report.

27. Corporate Governance Report

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance Report are presently not applicable to the Company as Paid up Equity Share Capital of the Company does not exceed Rs. 10 Crores (Rs. 4.00 Crores as at 31/03/2019) and Net Worth of the Company

does not exceed Rs. 25 Crores (Rs. 2.09 Crores as at 31/03/2019) as on the last day of the previous financial year i.e. 31st March, 2019.

28. Annual secretarial compliance – regulation 24A

Vide circular LIST/COMP/10/2019-20 dated 9th May 2019 the provisions of Regulation 24A – Annual Secretarial Compliance does not apply to the company for the financial year ending 31st March 2019 since the paid up Equity Share Capital of the Company does not exceed Rs. 10 Crores (Rs. 4.00 Crores as at 31/03/2019) and Net Worth of the Company does not exceed Rs. 25 Crores (Rs. 2.09 Crores as at 31/03/2019) as on the last day of the previous financial year i.e. 31st March, 2019.

29. Risk Management Policy

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. In the Board's view, there are no material risks, which may threaten the existence of the Company.

30. Director's responsibility statement

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- (i) In preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards have been followed.
- (ii) The Directors 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 profit of the Company for the year.
- (iii) The Directors have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Directors have prepared the annual accounts on accrual basis under the historical cost convention.
- (v) The Directors have laid down internal financial controls, which were adequate and operating effectively.
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

31. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complainants Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy The following is a summary of sexual harassment complaints received and disposed off during the year.

No of complaints received: Nil

No of complaints disposed off: Nil

No cases were reported of any sexual harassment of women at workplace

32. Acknowledgment

Acknowledgment to all, with whose help, cooperation and hard work the Company is able to achieve its results.

For and on behalf of the Board of Directors
SAVANI FINANCIALS LIMITED

Deepa Tracy
Managing Director

Manish Chaudhari
Director

DIN 00516615

DIN 00516641

Place : Mumbai

Date : 6th May, 2019

Form No. MGT-9

EXTRACT OF ANNUAL RETURN**As on the financial year ended on March 31, 2019**

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

I REGISTRATION AND OTHER DETAILS:

| | |
|--|--|
| i) CIN | L67120MH1983PLC031614 |
| ii) Registration Date | 21 st December 1983 |
| iii) Name of the Company | SAVANI FINANCIALS LIMITED |
| iv) Category / Sub-Category of the Company | Company limited by shares/Indian Non Government Company |
| v) Address of the Registered office and contact details | 91, Mantra House, Marol Co-Op. Industrial Estate M V Road, Andheri (East), Mumbai - 400059. Tel.: 022-67604100 |
| vi) Whether listed company | Yes |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | Bigshare Services Private Limited Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400 059. Tel: 022-62638200 |

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 and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the Company |
|---------|--|----------------------------------|------------------------------------|
| 1 | Not Applicable | — | — |

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares Held | Applicable Section |
|---------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | Not Applicable | — | — | — | — |

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

i. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|----------|------------------|-------------------|---|----------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| a) Individual/HUF | 21,19,445 | 0 | 21,19,445 | 52.99 | 22,06,228 | 0 | 22,06,228 | 55.16 | 2.17 |
| b) Central Govt | | | | | | | | | |
| c) State Govt (s) | | | | | | | | | |
| d) Bodies Corp. | — | — | — | — | — | — | — | — | — |
| e) Banks / FI | | | | | | | | | |
| f) Any Other.... | | | | | | | | | |
| Sub-total (A) (1) | 21,19,445 | — | 21,19,445 | 52.99 | 22,06,228 | 0 | 22,06,228 | 55.16 | 2.17 |
| 2) Foreign | | | | | | | | | |
| a) NRIs – Individuals | | | | | | | | | |
| b) Other – Individuals | | | | | | | | | |
| c) Bodies Corp. | | | | | | | | | |
| d) Banks / FI | | | | | | | | | |
| e) Any Other.... | | | | | | | | | |
| Sub-total (A) (2) | — | — | — | — | — | — | — | — | — |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 21,19,445 | 0 | 21,19,445 | 52.99 | 22,06,228 | 0 | 22,06,228 | 55.16 | 2.17 |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | — | — | — | — | — | — | — | — | — |
| b) Banks / FI | — | — | — | — | — | — | — | — | — |
| c) Central Govt | — | — | — | — | — | — | — | — | — |
| d) State Govt(s) | — | — | — | — | — | — | — | — | — |
| e) Venture Capital Funds | — | — | — | — | — | — | — | — | — |
| f) Insurance Companies | — | — | — | — | — | — | — | — | — |
| g) FIs | — | — | — | — | — | — | — | — | — |
| h) Foreign Venture Capital Funds | — | — | — | — | — | — | — | — | — |
| i) Others (specify) | — | — | — | — | — | — | — | — | — |
| Sub-total (B)(1):- | | | | | | | | | |

| 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 | |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 12,900 | 8,100 | 21,000 | 0.53 | 10,620 | 8,100 | 18,720 | 0.47 | -0.06 |
| ii) Overseas | — | — | — | — | — | — | — | — | — |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 4,13,195 | 12,51,050 | 16,64,245 | 41.61 | 4,06,383 | 12,07,390 | 16,13,773 | 40.34 | -1.26 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 32,617 | 55,000 | 87,617 | 2.19 | 49,279 | 0 | 49,279 | 1.23 | -0.96 |
| c) Others (specify) | 2,993 | 1,04,700 | 1,07,693 | 2.69 | 8,300 | 1,03,700 | 1,12,000 | 2.80 | 0.11 |
| Sub-total (B)(2):- | | | | | | | | | |
| Total Public Shareholding (B)= (B)(1)+ (B)(2) | 4,61,705 | 14,18,850 | 18,80,555 | 47.01 | 4,74,582 | 1,31,91,90 | 17,93,772 | 44.84 | -2.17 |
| C) Shares held by Custodian for GDRs & ADRs | — | — | — | — | — | — | — | — | — |
| Grand Total (A+B+C) | 25,81,150 | 14,18,850 | 40,00,000 | 100.00 | 2,68,0810 | 13,19,190 | 40,00,000 | 100.00 | 0.00 |

ii. Shareholding of Promoters

| Sl. No. | Shareholders Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | % Change 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. | Deepa Kishor Tracy | 10,73,920 | 26.85 | 0% | 11,06,603 | 27.67 | 0% | 0.82 |
| 2. | Manish Jagdish Chaudhari | 10,45,525 | 26.14 | 0% | 10,99,625 | 27.49 | 0% | 1.35 |

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

| Name of the promoter | Shareholding at the beginning of the year 01.04.2018 | | Date wise Increase/Decrease in Shareholding during the year | | | | Cumulative Shareholding during the year | | Increase in the shareholding | |
|--------------------------|--|----------------------------------|---|---------------|----------------------------------|--------|---|----------------------------------|------------------------------|----------------------------------|
| | No. of shares | % of total shares of the Company | Date | No. of shares | % of total shares of the Company | Reason | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| Deepa Kishor Tracy | 10,73,920 | 26.85 | 3/4/18 | 5,400 | 0.14 | Buy | 10,79,320 | 26.98 | 32683 | 0.82 |
| | | | 19/5/18 | 11,100 | 0.28 | Buy | 10,90,420 | 27.26 | | |
| | | | 4/8/18 | 9,200 | 0.23 | Buy | 10,99,620 | 27.49 | | |
| | | | 21/2/19 | 5,000 | 0.13 | Buy | 11,04,620 | 27.62 | | |
| | | | 22/2/19 | 110 | 0.00 | Buy | 11,04,730 | 27.62 | | |
| | | | 28/2/19 | 225 | 0.01 | Buy | 11,04,955 | 27.62 | | |
| | | | 5/3/19 | 349 | 0.01 | Buy | 11,05,304 | 27.63 | | |
| | | | 27/3/19 | 49 | 0.00 | Buy | 11,05,353 | 27.63 | | |
| | | | 28/3/19 | 1,250 | 0.03 | Buy | 11,06,603 | 27.67 | | |
| Manish Jagdish Chaudhari | 10,45,525 | 26.14 | 19/5/18 | 44,900 | 1.12 | Buy | 10,90,425 | 27.26 | 54,100 | 1.35 |
| | | | 4/8/18 | 9,200 | 0.23 | Buy | 10,99,625 | 27.49 | | |

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

| For Each of the Top 10 Shareholders | Shareholding at the beginning of the year 01.04.2018 | | Date wise Increase/Decrease in Shareholding during the year | | | | Cumulative Shareholding during the year | | Shareholding at the end of the year 31.03.2019 | |
|-------------------------------------|--|----------------------------------|---|---------------|----------------------------------|--------|---|----------------------------------|--|----------------------------------|
| | No. of shares | % of total shares of the Company | Date | No. of shares | % of total shares of the Company | Reason | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1. Rahul Anantrai Mehta | 32,617 | 0.82 | 13/4/18 | 3,594 | 0.09 | Buy | 36,211 | 0.91 | 49,279 | 1.23 |
| | | | 27/4/18 | 500 | 0.01 | Buy | 36,711 | 0.92 | | |
| | | | 4/5/18 | 500 | 0.01 | Buy | 37,211 | 0.93 | | |
| | | | 11/5/18 | 2,350 | 0.06 | Buy | 39,561 | 0.99 | | |
| | | | 18/5/18 | 100 | 0.00 | Buy | 39,661 | 0.99 | | |
| | | | 22/6/18 | 100 | 0.00 | Buy | 39,761 | 0.99 | | |
| | | | 13/7/18 | 390 | 0.01 | Buy | 40,151 | 1.00 | | |
| | | | 27/7/18 | 1,500 | 0.04 | Buy | 41,651 | 1.04 | | |
| | | | 3/8/18 | 451 | 0.01 | Buy | 42,101 | 1.05 | | |
| | | | 31/8/18 | 3,400 | 0.09 | Buy | 45,502 | 1.14 | | |
| | | | 7/9/18 | 25 | 0.00 | Sell | 45,477 | 1.14 | | |
| | | | 21/9/18 | 25 | 0.00 | Sell | 45,452 | 1.14 | | |

| For Each of the Top 10 Shareholders | Shareholding at the beginning of the year 01.04.2018 | | Date wise Increase/Decrease in Shareholding during the year | | | | Cumulative Shareholding during the year | | Shareholding at the end of the year 31.03.2019 | |
|-------------------------------------|--|----------------------------------|---|---------------|----------------------------------|--------|---|----------------------------------|--|----------------------------------|
| | No. of shares | % of total shares of the Company | Date | No. of shares | % of total shares of the Company | Reason | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| | | | 28/9/18 | 50 | 0.00 | Sell | 45,402 | 1.14 | | |
| | | | 5/10/18 | 160 | 0.00 | Buy | 45,562 | 1.14 | | |
| | | | 7/12/18 | 30 | 0.00 | Buy | 45,592 | 1.14 | | |
| | | | 22/2/19 | 2,237 | 0.06 | Buy | 47,829 | 1.20 | | |
| | | | 8/3/19 | 1,475 | 0.04 | Buy | 49,304 | 1.23 | | |
| | | | 22/3/19 | 25 | 0.00 | Sell | 49,279 | 1.23 | | |
| 2. Pramodbhai B. Goradia | 20,000 | 0.50 | - | - | - | - | - | - | 20,000 | 0.50 |
| 3. Harshadbhai B. Goradia | 20,000 | 0.50 | - | - | - | - | - | - | 20,000 | 0.50 |
| 4. Nainaben P. Goradia | 17,500 | 0.44 | - | - | - | - | - | - | 17,500 | 0.44 |
| 5. Kiranbhai H. Goradia | 17,500 | 0.44 | - | - | - | - | - | - | 17,500 | 0.44 |
| 6. Nilesh Mohanbhai Pate | 12,500 | 0.31 | - | - | - | - | - | - | 12,500 | 0.31 |
| 7. Jitesh Shah | 12,500 | 0.31 | - | - | - | - | - | - | 12,500 | 0.31 |
| 8. H B Stockholdings Limited | 7,000 | 0.18 | - | - | - | - | - | - | 7,000 | 0.18 |
| 9. Pinkal Shailesh--kumar Jogani | 0 | 0 | 25/3/19 | 6,600 | 0.17 | Buy | 6,600 | 0.17 | 6,600 | 0.17 |
| 10. Ronak Shailesh--kumar Jogani | 0 | 0 | 25/3/19 | 6,600 | 0.17 | Buy | 6,600 | 0.17 | 6,600 | 0.17 |

v. Shareholding of Directors and Key Managerial Personnel :

| Sl. | For Each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Share holding of the year | |
|-----|--|---|----------------------------------|--------------------------------------|----------------------|
| | | No. of Shares | % of total Shares of the Company | No. of Shares | % of total Shares of |
| 1. | Deepa Kishor Tracy | | | | |
| | At the beginning of the year | 10,73,920 | 26.85 | | |
| | Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / Decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) | As per iii above | | | |
| | At the End of the year | | | 11,06,603 | 27.67 |
| 2. | Manish Jagdish Chaudhari | | | | |
| | At the beginning of the year | 10,45,525 | 26.14 | | |
| | Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / Decrease (e.g. allotment/transfer / bonus/ sweat equity etc.) | As per iii above | | | |
| | At the End of the year | | | 10,99,625 | 27.49 |
| 3. | Praful Sheth | | | | |
| | At the beginning of the year | 0 | 0 | | |
| | Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / Decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) | 7/9/18 | 100 Buy | 100 | 0.00 |
| | At the End of the year | | | 100 | 0.00 |

None of the other Directors and Key Managerial Personnel of the company were / are holding any shares in the company. Hence their names have not been included in the above table.

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

The Company has no amounts outstanding / accrued in respect of Principal / Interest during the year under review.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company has not paid any remuneration to its Managing Director, Whole-Time Directors and/or Manager, Other Directors and key managerial personnel other than MD/Manager/WTD.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

There have been no penalties/punishments/compounding of offences under Companies Act, 2013.

For and on behalf of the Board of Directors

Place: Mumbai

Date: 16th May, 2019

Deepa Tracy
Managing Director

DIN: 00516615

Manish Chaudhari
Director

DIN: 00516641

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

1. INDIAN ECONOMY AND OUR BUSINESS OPERATIONS:

India has an extended financial sector undergoing rapid expansion comprising of entities such as commercial banks, co-operatives, mutual funds, non-banking finance companies etc.

Our Company is a medium size Non-Banking Financial Services Company engaged in the sole business segment of financials services. Many in the financial services industry will agree that the regulatory compliances have become more stringent today and relentlessly moved up in the list of priorities.

The regulatory changes for NBFCs by the Reserve Bank of India and the decline in interest rates will be an important trigger for the markets.

With apt strategies and their operative execution during the year, the Company has earned interest and other income on its investments aggregating to Rs. 12.51 lacs. The Company is looking for various opportunities and avenues to consolidate its business plan and making its best efforts to explore new opportunities and avenues.

2. BUSINESS SEGMENTS:

The Company is engaged only in business of financial services and accordingly there are no separate reportable segments.

3. THREATS, RISKS AND CONCERNS:

In financial services business, effective risk management has become very crucial. As an NBFC, your Company is exposed to various risks. Globalization, increased competition, market volatility and an increasingly stringent regulatory framework have exposed the companies to newer threats and risks. The Company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analysed and reviewed by the management through an effective information system.

4. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACIES:

The Company has in place adequate internal control systems and procedures commensurate with its size and nature of business. The systems are designed to ensure that the financial and other records are reliable for preparing financial statements. The internal control systems are supplemented by periodical reviews. The review includes adherence to the management policies, safeguarding the assets of the Company and ensuring preparation of timely and accurate financial information.

5. COMPANY FINANCIAL PERFORMANCE AND ANALYSIS:

(Rupees in lacs)

| Particulars | 2018-19 | 2017-18 |
|---|----------|----------|
| Revenue from Operations & Other Income | 12.51 | 14.97 |
| Profit before Depreciation, Finance Cost & Taxation | 0.30 | 5.47 |
| Less: Finance Cost | - | - |
| Less: Depreciation | - | - |
| Less: Income Tax | - | - |
| Profit after Tax | 0.30 | 5.47 |
| Balance brought forward from previous year | (529.53) | (535.00) |
| Available for appropriation | (529.23) | (529.53) |
| Appropriations | | |
| Transfer to General Reserve | - | - |
| Balance carried to Balance Sheet | (529.23) | (529.53) |

6. CAUTIONARY STATEMENTS:

In this report on management discussion and analysis describing the Company positions and expectations may be “forward looking statements” within the meaning of applicable laws or regulation. These statements are based on certain assumptions and expectations of future events. Actual results could defer materially from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent development, information or events.

For and on behalf of the Board of Directors
SAVANI FINANCIALS LIMITED

Deepa Tracy
Managing Director
DIN: 00516615

Manish Chaudhari
Director
DIN: 00516641

Place: Mumbai
Date: 16th May, 2019

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE COMPANY'S FINANCIAL YEAR FROM 1ST APRIL 2018 TO 31ST MARCH 2019

[Pursuant to Section 204(1) of the Companies Act 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel)]

To

The Members
Savani Financials Limited
CIN: L67120MH1983PLC031614
91, Mantra House,
Marol Co-Op Industrial Estate,
M. V. Road, Andheri (East),
Mumbai – 400 059.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Savani Financials Limited (here in after called as the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts /statutory compliance and expressing my opinion thereon.

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

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

- (i) The Companies Act 2013 (the act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye – laws framed there under;
- (iv) Foreign Exchange Management Act 1999 and the rules and Regulations made there under to the extent applicable for Foreign Direct Investment;
- (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act 1992 (SEBI Act) to the extend applicable:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) 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;
 - (d) The Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the companies act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and
- (vi) Rules, Regulations, Guidelines and directions issued by the Reserve Bank of India as are applicable to Non deposit taking NBFC, which are specifically applicable to the Company.

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

- (1) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (2) I have also examined compliance with the applicable clauses of the listing agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards etc. mentioned above to the extent applicable except:

- a. The company is yet to register with at least one Credit Information Company as mandated in circular DNBS(PD).CC. No 200 /03.10.001/2010-11 dated September 17, 2010 read with circulars DNBS (PD).CC. No 407/03.10.01/2014-15 dated August 20, 2014 and DNBR(PD).CC.No 019/03.10.01/2014-15 dated February 06, 2015.
- b. The Company does not have a Chief Financial Officer as mandated under Section 203 of the Companies Act 2013 as on 31st March 2019.
The Company has since appointed a Chief Financial Officer on 10th April 2019.
- c. The Company does not have an Internal Auditor as mandated under Section 138 of the Companies Act 2013.

I further report that the Board of directors of the Company is duly constituted with the proper balance of Executive Director, Non-Executive Director and Independent directors. The composition of the Board of Directors is in compliance with the provisions of the act.

Adequate notice is given to all directors to schedule the Board meetings, including committees thereof, along with the agenda at least seven day in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors.

I further report that during the audit period there was no other events/actions having major bearing on the Company's affairs.

Prabha Sharma
Practising Company Secretary

606, Eureka
Hiranandani Estate,
Thane (West) 400607
FCS No. 3695
COP No. 2603

Thane, 16th May, 2019

Note:

This report is to be read with Annexure - A and forms an integral part of this report.

ANNEXURE - A

To

The Members
Savani Financials Limited
CIN: L67120MH1983PLC031614
91, Mantra House,
Marol Co-Op Industrial Estate,
M. V. Road, Andheri (East),
Mumbai – 400 059.

Our report is to be read along with this Annexure:

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of Laws, Rules and Regulations and happening of event etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulation, Standards, is the responsibility of the management. Our 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 or the efficacy or effectiveness with which the management has conducted the affairs of the company.

Prabha Sharma
Practising Company Secretary

606, Eureka
Hiranandani Estate,
Thane (West) 400607
FCS No. 3695
COP No. 2603

Thane, 16th May, 2019

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
SAVANI FINANCIALS LIMITED

Opinion

We have audited the accompanying standalone financial statements of **SAVANI FINANCIALS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, notes to the financial statements including summary of the 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing 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 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 standalone financial statements under the provisions of the Companies Act, 2013 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 opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report

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

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

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting

records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act we give in the "Annexure A" - a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 no pending litigations as at 31st March, 2019;
 - 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 NILESH LAKHANI & ASSOCIATES
Chartered Accountants
(Firm Regn. No. 113817W)

(Nilesh T. Lakhani)

Proprietor

Mem. No. 047459

Place : Mumbai
Date : 16th May, 2019

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SAVANI FINANCIALS LIMITED

- i) The company has no Fixed Assets during the year hence the requirements of clause 3(i)(a) to (c) are not applicable to the company.
- ii) In respect of its inventories:

The company has not carried any inventory during the year. Accordingly clauses 3(ii) of the Order are not applicable.
- iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly the clauses 3(iii) (a) to (c) of the Order are not applicable;
- iv) According to the information and explanations given to us, the Company has no loans, investments and guarantees covered by the provisions of section 185 and 186 of the Companies Act 2013. Accordingly the clause 3(iv) is not applicable to the company.
- v) The Company has not accepted any deposit from public. We are informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- vi) We are informed that the Central Government has not prescribed the maintenance of Cost records pursuant to the rules made under section 148 (1) of the Act, 2013.
- vii) a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Sales-Tax, Wealth Tax, Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.
b) According to the records of the company, there are no dues outstanding in respect of income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any dispute.
- viii) The company does not have any borrowings from Financial Institutions or bank or by way of debentures.
- ix) The Company has neither raised money by way of initial public offer nor the Company has obtained any term loans. Accordingly, the clauses 3(ix) of the Order is not applicable.
- x) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
- xi) On the basis of our examination and according to the information and explanations given to us, the company has not paid managerial remuneration, accordingly the provisions of section 197 read with Schedule V of the Companies Act, 2013 are not applicable.
- xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the company.
- xiii) According to the information and explanations given to us, the Company has not dealt in any transactions with the related parties, therefore provisions of Section 188 and 177 of the Companies Act 2013 are not applicable to the Company.

- xiv) According to the information and explanations given to us, the Company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the requirements of Section 42 of the Companies Act, 2013 are not applicable.
- xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, provisions of Section 192 of the Companies Act 2013 are not applicable.
- xvi) The Company being a Non-Banking Financial Company (NBFC), is registered with Reserve Bank of India (RBI), as per the requirements of Section 45-IA of the Reserve Bank of India Act, 1934.

**For NILESH LAKHANI & ASSOCIATES
Chartered Accountants
(Firm Regn. No. 113817W)**

(Nilesh T. Lakhani)
Proprietor
Mem. No. 047459

Place : Mumbai
Date : 16th May, 2019

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE
STANDALONE FINANCIAL STATEMENTS OF SAVANI FINANCIALS LIMITED**

**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 **SAVANI FINANCIALS LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 Institute of Chartered accountants of India 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 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For NILESH LAKHANI & ASSOCIATES
Chartered Accountants
(Firm Regn. No. 113817W)**

(Nilesh T. Lakhani)

Proprietor

Mem. No. 047459

Place : Mumbai
Date : 16th May, 2019

BALANCE SHEET AS AT 31ST MARCH, 2019

Rupees

| | Note No. | March 31, 2019 | March 31, 2018 |
|---|----------|-------------------|-------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| Share Capital | 2 | 40,000,000 | 40,000,000 |
| Reserves & Surplus | 3 | (19,064,590) | (19,095,027) |
| | | <u>20,935,410</u> | <u>20,904,973</u> |
| Current Liabilities | | | |
| Other Current Liabilities | 4 | 141,545 | 169,574 |
| Total | | <u>21,076,955</u> | <u>21,074,547</u> |
| ASSETS | | | |
| Non -Current Assets | | | |
| Long Term Loans and Advances | 5 | 266,915 | 141,797 |
| | | <u>266,915</u> | <u>141,797</u> |
| Current Assets | | | |
| Cash and Bank Balances | 6 | 14,762,365 | 19,625,383 |
| Current Investments | 7 | 5,000,000 | — |
| Other Current Assets | 8 | 1,047,675 | 1,307,367 |
| | | <u>20,810,040</u> | <u>20,932,750</u> |
| Total | | <u>21,076,955</u> | <u>21,074,547</u> |
| The Other Additional Notes and Informations are an integral part of this financial statements | 12 | | |

This is the Balance Sheet referred to in our report of even date

For Nilesh Lakhani and AssociatesChartered Accountants
(Firm Regn. No. 113817W)(NILESH LAKHANI)
Proprietor
Mem. No.: 047459
Mumbai, Dated 16th May, 2019Praful Sheth
CFO & Co. Secretary
Mumbai, Dated 16th May, 2019Deepa Tracy
Managing DirectorManish Chaudhari
Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

| | | Rupees | |
|---|----------|------------------|------------------|
| | Note No. | 2018-2019 | 2017-2018 |
| INCOME | | | |
| Revenue from Operations | 9 | 1,251,168 | 1,486,967 |
| Other Income | 10 | – | 9,505 |
| Total Revenue | | 1,251,168 | 1,496,472 |
| EXPENSES | | | |
| Other Expenses | 11 | 1,220,731 | 950,170 |
| Total Expenses | | 1,220,731 | 950,170 |
| PROFIT BEFORE TAXATION | | 30,437 | 546,302 |
| Tax Expense: | | | |
| Current Tax | | – | – |
| PROFIT FOR THE YEAR | | 30,437 | 546,302 |
| Earnings Per Equity Share in Rupees | | | |
| Basic and Diluted | 12-C | 0.01 | 0.14 |
| The Other Additional Notes and Informations are an integral part of this financial statements | | 12 | |

This is the Statement of Profit and Loss referred to in our report of even date

For Nilesh Lakhani and Associates

Chartered Accountants
(Firm Regn.No. 113817W)

(NILESH LAKHANI)

Proprietor
Mem. No.: 047459

Mumbai, Dated 16th May, 2019

Praful Sheth

CFO & Co. Secretary

Mumbai, Dated 16th May, 2019

Deepa Tracy

Managing Director

Manish Chaudhari

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

| | Rupees | |
|---|------------------|--------------------|
| | March 31, 2019 | March 31, 2018 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| NET PROFIT BEFORE TAX | 30,437 | 546,302 |
| Adjustments for : | | |
| Trade and Other Receivables | 259,692 | (970,193) |
| Trade and Other Payables | (28,029) | (156,553) |
| | <u>231,663</u> | <u>(1,126,746)</u> |
| | 262,100 | (580,444) |
| Less: Direct Taxes paid | (125,118) | (18,922) |
| CASH GENERATED FROM OPERATIONS | <u>136,982</u> | <u>(599,366)</u> |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Investment in Fixed deposits with NBFCs | (5,000,000) | - |
| Proceeds from fixed deposits held with bank | 4,772,218 | - |
| | <u>(227,782)</u> | <u>-</u> |
| C. CASH FLOW FROM FINANCIAL ACTIVITIES | - | - |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | <u>(90,800)</u> | <u>(599,366)</u> |
| CASH AND CASH EQUIVALENTS AT THE CLOSE OF THE YEAR | 534,583 | 625,383 |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | <u>625,383</u> | <u>1,224,749</u> |
| | <u>(90,800)</u> | <u>(599,366)</u> |
| The Other Additional Notes and Informations are an integral part of this financial statements | 12 | |

This is the Cash Flow statement referred to in our report of even date

For Nilesh Lakhani and Associates

Chartered Accountants
(Firm Regn.No. 113817W)

(NILESH LAKHANI)

Proprietor
Mem. No.: 047459

Mumbai, Dated 16th May, 2019

Praful Sheth

CFO & Co. Secretary

Mumbai, Dated 16th May, 2019

Deepa Tracy

Managing Director

Manish Chaudhari

Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**NOTE 1: SIGNIFICANT ACCOUNTING POLICIES****Basis of Accounting**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on accrual basis under the historical cost convention.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

Use of Estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known / materialised.

Revenue Recognition

- a) Lease Rentals and Lease Management Fees arising out of Lease Agreements and Hire Charges and Documentation Fees arising out of the Hire Purchase Agreements are recognized as income in accordance with the terms of the agreements entered into with the lessees / hirers or as rescheduled from time to time.

Lease rental income on Lease Agreements executed on or after 1st April, 1995 is recognized on the basis of the implicit rate of return, the difference between the capital recovery and the depreciation being accounted as Lease Adjustment Account.

However, income on non-performing assets identified in accordance with the guidelines issued by the Reserve Bank of India is recognized on realization in cash or in kind.

- b) Delayed payment charges are recognised on realisation.
- c) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- d) All other incomes and expenditures are accounted on accrual basis.

Fixed Assets

Tangible Fixed Assets are stated at cost or revalued amounts, as the case may be, less accumulated depreciation, lease adjustment account and provision for impairment, if any. The cost includes expenditure incurred in the acquisition and construction / installation and other related expenses in bringing the asset to working condition for its intended use. In respect of qualifying assets, related pre operational expenses including borrowing costs are also capitalised. In case of revaluation of fixed assets, the original cost as written up by the valuer, is considered in the account and the differential amount is transferred to revaluation reserve.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**Depreciation**

Depreciation on Tangible Fixed Assets has been provided on Straight Line Method based on the revised useful life of the asset at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 on prorata basis from the date of additions and/or disposal.

Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost or fair value. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

Provision for Doubtful Debts

All receivables, loans and advances including assets under lease/hire purchase agreements are classified and provision for doubtful debts is made in accordance with the guidelines issued by the Reserve Bank of India.

Income Taxes

Tax expense comprises both current and deferred taxes. Current Tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods are recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. If the company has carry forward unabsorbed depreciation and tax losses, deferred Tax assets are recognised only to the extent there is a virtual certainty supported by convincing evidence that sufficient taxable income will be available against which such deferred tax assets can be realised.

Minimum Alternative Tax 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.

Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognised nor disclosed in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

| | Rupees | |
|---|---------------------------|---------------------------|
| | March 31, 2019 | March 31, 2018 |
| NOTE 2: SHARE CAPITAL | | |
| Authorised | | |
| 1,00,00,000 Equity Shares of Rs.10 each | 100,000,000 | 100,000,000 |
| 25,00,000 Redeemable Preference Shares of Rs.10 each | 25,000,000 | 25,000,000 |
| | <u>125,000,000</u> | <u>125,000,000</u> |
| Issued, Subscribed and Fully Paid-up | | |
| 40,00,000 Equity Shares of Rs.10 each, fully paid up | 40,000,000 | 40,000,000 |
| | <u>40,000,000</u> | <u>40,000,000</u> |
| Reconciliation of Equity shares outstanding as at the end of the year; | No. of shares | No. of shares |
| As at the beginning of the year | 4,000,000 | 4,000,000 |
| As at the end of the year | 4,000,000 | 4,000,000 |
| Terms/ Rights attached to the Share Capital; | | |
| The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. | | |
| Details of Shareholders holding more than 5 percent of the shares; | | |
| In respect of Equity Shares; | March 31, 2019 | March 31, 2018 |
| Name of the Shareholder | No. of Shares held | No. of Shares held |
| Mrs. Deepa Tracy | 1,106,603 | 1,073,920 |
| Mr. Manish Chaudhari | 1,099,625 | 1,045,525 |
| NOTE 3: RESERVES AND SURPLUS | | |
| Share Premium Account | | |
| As per last Account | 33,208,100 | 33,208,100 |
| Special Reserve (under Section 45 - IC of the Reserve Bank of India Act, 1934) | | |
| As per last Account | 650,000 | 650,000 |
| Surplus / (Deficit) in the Statement of Profit & Loss | | |
| As per last Account | (52,953,127) | (53,499,429) |
| Profit/(Loss) for the year | 30,437 | 546,302 |
| Net surplus/(deficit) in the Statement of Profit & Loss | <u>(52,922,690)</u> | <u>(52,953,127)</u> |
| | <u>(19,064,590)</u> | <u>(19,095,027)</u> |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

| | Rupees | |
|--|-------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| NOTE 4: OTHER CURRENT LIABILITIES | | |
| Other Payables: | | |
| Sundry Creditors For Expenses | 136,495 | 157,595 |
| Withholding taxes | 5,050 | 11,979 |
| (There are no amounts due and payable to the Investor Education and Protection Fund) | <u>141,545</u> | <u>169,574</u> |
| NOTE 5: LONG TERM LOANS AND ADVANCES | | |
| Income-tax (Net of Provision) | 266,915 | 141,797 |
| | <u>266,915</u> | <u>141,797</u> |
| NOTE 6: CASH AND BANK BALANCES | | |
| Cash and Cash Equivalents | | |
| Cash on hand | 50,322 | 51,169 |
| Balances with Bank | | |
| In Current Accounts | 484,261 | 574,214 |
| | 534,583 | 625,383 |
| Other Bank Balances: | | |
| In Deposit Accounts | 14,227,782 | 19,000,000 |
| | <u>14,762,365</u> | <u>19,625,383</u> |
| NOTE 7 : CURRENT INVESTMENTS | | |
| Fixed Deposits held with NBFCs | 5,000,000 | - |
| | <u>5,000,000</u> | <u>-</u> |
| NOTE 8 : OTHER CURRENT ASSETS | | |
| (Unsecured - Considered Good) | | |
| Prepaid Expenses | 15,929 | 940 |
| Accrued Interest on Fixed Deposits with Banks and Others | 1,031,746 | 1,306,427 |
| | <u>1,047,675</u> | <u>1,307,367</u> |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

| | Rupees | |
|--|------------------|------------------|
| | 2018-2019 | 2017-2018 |
| NOTE 9: REVENUE FROM OPERATIONS | | |
| Interest on Bank Deposits and Others | 1,251,168 | 1,417,967 |
| Sundry Balance Written Back | – | 69,000 |
| | <u>1,251,168</u> | <u>1,486,967</u> |
| NOTE 10: OTHER INCOME | | |
| Interest on Income Tax Refund | – | 9,505 |
| | <u>–</u> | <u>9,505</u> |
| NOTE 11: OTHER EXPENSES | | |
| Rates and Taxes | 2,500 | 3,052 |
| Printing and stationery | 112,330 | 109,136 |
| Travelling and conveyance | 21,987 | 13,734 |
| Advertisement | 40,406 | 28,156 |
| Communication expenses | 271,173 | 93,278 |
| Listing and Registration Fees | 369,723 | 374,941 |
| Demat charges | 4,264 | 584 |
| Membership and Subscription | 33,040 | 20,700 |
| Legal & Professional Charges | 255,098 | 209,360 |
| Filing fees | 3,600 | 13,200 |
| Auditors' Remuneration: | | |
| Audit fee | 29,500 | 30,100 |
| Other Services (certification fees) | 8,850 | 9,000 |
| | <u>38,350</u> | <u>39,100</u> |
| Miscellaneous Expenses | 68,260 | 44,929 |
| | <u>1,220,731</u> | <u>950,170</u> |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019**NOTE 12: OTHER ADDITIONAL NOTES / INFORMATION**

A The Company has unabsorbed depreciation and carried forward losses under tax laws. In absence of virtual certainty of sufficient future taxable income, net deferred tax asset has not been recognized by way of prudence in accordance with Accounting Standard (AS – 22) “Accounting for Taxes on Income” issued by Institute of Chartered Accountants of India.

B Micro, Small and Medium Enterprise Development Act, 2006; (MSMED)

Under the Micro, Small and Medium Enterprises Development Act, 2006, which came into force from 2nd October, 2006, certain disclosures are required to be made relating to such enterprises. The Company has no suppliers covered under the MSMED Act. The same has been determined to the extent such parties have been identified on the basis of information available with the company. Other information/disclosures relating to payments made beyond the appointed date, interest accrued and paid and cumulative interest are not applicable being NIL.

| | | Rupees | |
|---|-------|------------------|------------------|
| | | March 31, 2019 | March 31, 2018 |
| C Earnings Per Share: | | | |
| Profit after taxation, refund of income tax and before Exceptional Item | (Rs.) | 30,437 | 546,302 |
| Profit after taxation, refund of income tax and Exceptional Item | (Rs.) | 30,437 | 546,302 |
| Number of Equity Shares (Face Value Rs.10/-) | | 4,000,000 | 4,000,000 |
| Earning Per Share in Rupees - Basic and Diluted | | | |
| Before Exceptional Item | | 0.01 | 0.14 |
| After Exceptional Item | | 0.01 | 0.14 |

D The Company does not have any foreign currency exposures

E In the opinion of the management the company is engaged only in the business of providing financials services and accordingly there are no separate reportable segments as per Accounting Standard-17 dealing with segment reporting.

F The Company does not have any transactions with related parties as per Accounting Standard-18 ‘Related Party Disclosures’.

G. Previous years figures have been regrouped/reclassified wherever necessary to conform the current years’ presentation.

Signatures to the Notes to the Financial Statements which form an integral part of the Financial Statements.

As per our attached Report of even date

For Nilesh Lakhani and Associates

Chartered Accountants
(Firm Regn. No. 113817W)

(NILESH LAKHANI)

Proprietor

Mem. No.: 047459

Mumbai, Dated 16th May, 2019

Praful Sheth

CFO & Co. Secretary

Mumbai, Dated 16th May, 2019

Deepa Tracy

Managing Director

Manish Chaudhari

Director

Schedule to the Balance Sheet of a Non-Banking Financial Company
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies
Prudential Norms (Reserve Bank) Directions, 1998)

Rs. in Lacs

| Particulars | Amount Outstanding | Amount Overdue |
|---|--------------------|----------------|
| LIABILITIES SIDE: | | |
| 1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid : | | |
| (a) Debentures : Secured | - | - |
| : Unsecured (Other than falling within the meaning of public deposits*) | - | - |
| (b) Deferred Credits | - | - |
| (c) Term Loans <i>from Banks</i> # | - | - |
| (d) Inter-corporate loans and borrowing | - | - |
| (e) Commercial Paper | - | - |
| (f) Public Deposits* | - | - |
| (g) Other Loans (specify nature) | | |
| Security Deposits Against Lease/Hire Purchase Agreements | - | - |
| * please see Note 1 below | | |
| 2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid): | | |
| (a) In the form of Unsecured debentures | - | - |
| (b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security. | - | - |
| (c) Other public deposits | - | - |
| * please see Note 1 below | | |

ASSETS SIDE :

| | Amount Outstanding |
|--|--------------------|
| 3) Break-up of Loans and Advances including bill receivables (other than those included in (4) below): | |
| (a) Secured | - |
| (b) UnSecured | - |

Schedule to the Balance Sheet of a Non-Banking Financial Company
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies
Prudential Norms (Reserve Bank) Directions, 1998)

| | Amount Outstanding |
|--|--------------------|
| 4) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities | |
| (i) Lease assets including lease rentals under sundry debtors: | |
| (a) Financial lease | — |
| (b) Operating lease | — |
| (ii) Stock on hire including hire charges under sundry debtors: | |
| (a) Assets on hire | — |
| (b) Repossessed Assets | — |
| (iii) Hypothecation loans counting towards EL/HP activities : | |
| (a) Loans where assets have been repossessed | — |
| (b) Loans other than (a) above | — |
| 5) Break-up of Investments : | |
| <i>Current Investments :</i> | |
| (i) Quoted : | |
| (i) Shares : (a) Equity | — |
| (b) Preference | — |
| (ii) Debentures and Bonds | — |
| (iii) Units of mutual funds | — |
| (iv) Government securities | — |
| (v) Others (please specify) | — |
| (ii) Unquoted : | |
| (i) Shares : (a) Equity | — |
| (b) Preference | — |
| (ii) Debentures and Bonds | — |
| (iii) Units of mutual funds | — |
| (iv) Government securities | — |
| (v) Others (please specify) | — |

Schedule to the Balance Sheet of a Non-Banking Financial Company
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies
Prudential Norms (Reserve Bank) Directions, 1998)

| | Amount Outstanding |
|--------------------------------|--------------------|
| <i>Long Term Investments :</i> | |
| (i) Quoted : | |
| (i) Shares : (a) Equity | — |
| (b) Preference | — |
| (ii) Debentures and Bonds | — |
| (iii) Units of mutual funds | — |
| (iv) Government securities | — |
| (v) Others (please specify) | — |
| (ii) Unquoted : | |
| (i) Shares : (a) Equity | — |
| (b) Preference | — |
| (ii) Debentures and Bonds | — |
| (iii) Units of mutual funds | — |
| (iv) Government securities | — |
| (v) Others (please specify) | — |

6) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :
Please see Note 2 below

| Category | Amount net of provisions | | |
|---------------------------------|--------------------------|-----------|-------|
| | Secured | Unsecured | Total |
| 1. Related Parties ** | | | |
| (a) Subsidiaries | — | — | — |
| (b) Companies in the same group | — | — | — |
| (c) other related parties | — | — | — |
| 2. Other than Related Parties | — | — | — |
| Total | — | — | — |

Schedule to the Balance Sheet of a Non-Banking Financial Company
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies
Prudential Norms (Reserve Bank) Directions, 1998)

7) Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted):

Please see Note 3 below

| Category | Market value/Break-up or fair value or NAV | Book Value (Net of Provisions) |
|---------------------------------|--|--------------------------------|
| 1. Related Parties ** | | |
| (a) Subsidiaries | – | – |
| (b) Companies in the same group | – | – |
| (c) other related parties | – | – |
| 2. Other than Related Parties | – | – |
| Total | – | – |

8) Other information

| Particulars | Amount |
|--|--------|
| (i) Gross Non-Performing Assets | – |
| (a) Related Parties | – |
| (b) Other than related Parties | – |
| (ii) Net Non-Performing Assets | – |
| (a) Related Parties | – |
| (b) Other than related Parties | – |
| (iii) Asset acquired in satisfaction of debt | – |

Notes:

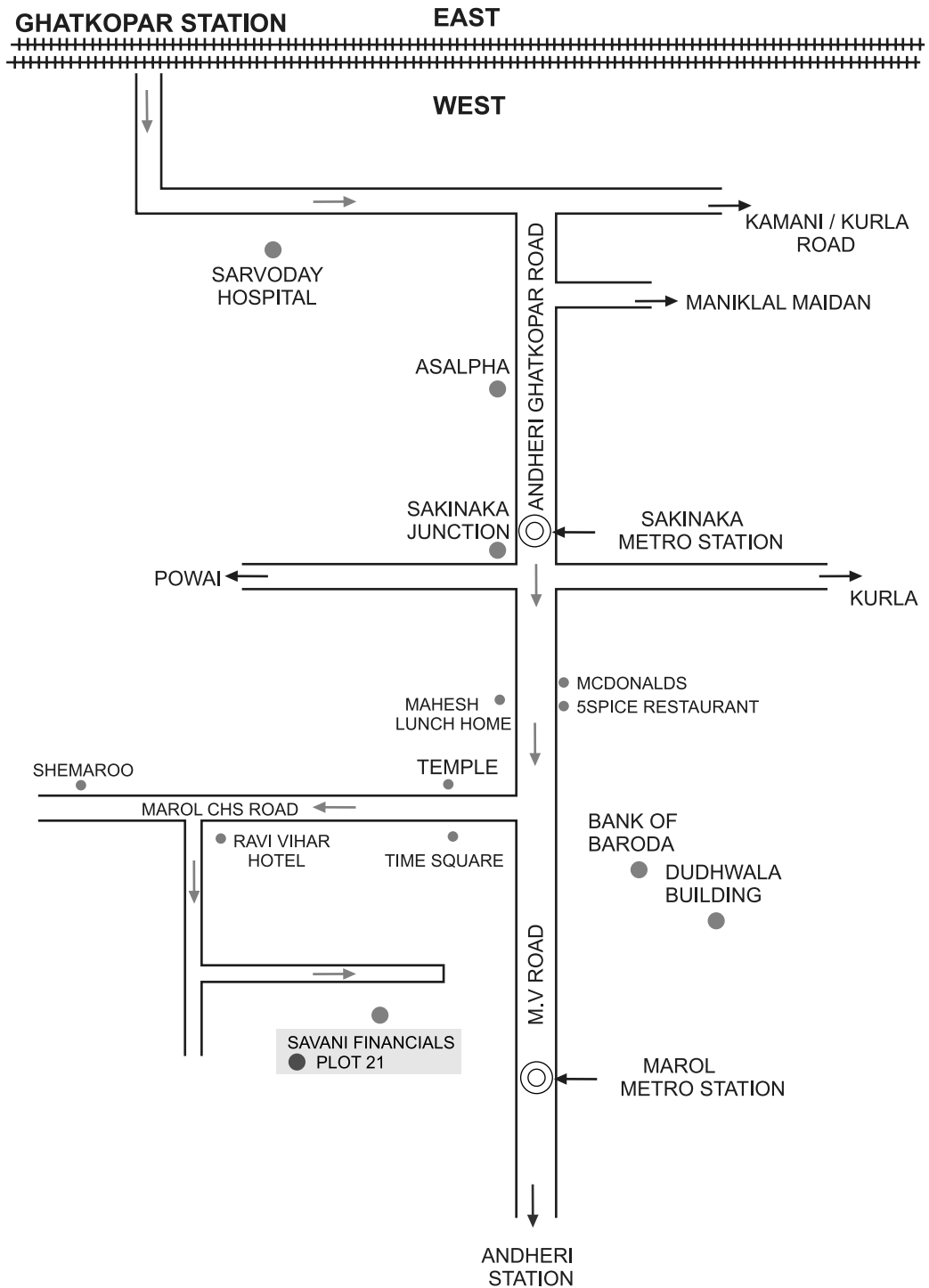
- As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

For and on behalf of the Board of Directors

| | | |
|-------------------------------------|----------------------------------|------------------------------|
| Praful Sheth CFO & Co. Secretary | Deepa Tracy Managing Director | Manish Chaudhari Director |
|-------------------------------------|----------------------------------|------------------------------|

Mumbai, Dated 16th May, 2019

ROAD MAP TO REACH THE VENUE OF 35TH AGM





SAVANI FINANCIALS LIMITED

Corporate Identification No. (CIN) - L67120MH1983PLC031614

Registered Office: 91, Mantra House, Marol Co-Op. Industrial Estate M.V. Road, Andheri (E), Mumbai-400 059.
Tel: 67604100 • Fax: 28561540 • Email: info@savanifinancials.co.in • Website:www.savanifinancials.co.in

ATTENDANCE SLIP

Regd. Folio No. _____

**D.P. I.D. _____

**Client I.D. _____

THIRTY-FIFTH ANNUAL GENERAL MEETING - 26TH SEPTEMBER, 2019

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Thirty-Fifth Annual General Meeting of the Company held on Thursday, 26th September, 2019 at 11.15 a.m. at 21, Marol Co-Op. Industrial Estate, M.V. Road, Andheri (East), Mumbai – 400059.

*Member's/Proxy's Name in Block Letter

Member's/Proxy's Signature

Note:

- 1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
- 2. The Copy of the Notice may please be brought to the Meeting Hall.

* **Strike out whichever is not applicable.**

** **Applicable only in case of investors holding shares in Electronic form.**



SAVANI FINANCIALS LIMITED

Corporate Identification No. (CIN) - L67120MH1983PLC031614

Registered Office: 91, Mantra House, Marol Co-Op. Industrial Estate M.V. Road, Andheri (E), Mumbai-400 059.
Tel: 67604100 • Fax: 28561540 • Email: info@savanifinancials.co.in • Website:www.savanifinancials.co.in

PROXY FORM

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

Name of the Member(s) : _____

Registered address : _____

Email ID : _____ Folio No. /Client ID no. : _____ D.P. ID No. _____

I/We being a member(s) of _____ (no. of shares) shares of Savani Financials Limited, hereby appoint:

1. Name : _____ Email Id : _____

Address: _____

Signature: _____

Or failing him

2. Name : _____ Email Id : _____

Address: _____

Signature: _____

Or failing him

3. Name : _____ Email Id : _____

Address: _____

Signature: _____

As my/our Proxy to attend and vote (on a poll) for me/us as on my/our behalf at the **Thirty-Fifth Annual General Meeting** of the Company to be held on Thursday, 26th September 2019, at 11.15 a.m. at 21, Marol Co-operative Industrial Estate, M.V. Road, Andheri (East), Mumbai 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No | Resolution | For | Against |
|--------------------------|--|-----|---------|
| Ordinary Business | | | |
| 1. | Adoption of Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2019, and the Reports of the Board of Directors and the Auditors thereon. | | |
| 2. | To appoint a director in place of Mr. Manish Jagdish Chaudhari (DIN 00516641), who retires by rotation and being eligible, offers himself for re-appointment. | | |
| Special Business | | | |
| 3. | To re-appoint Mr. Samir Ramakant Mehta (DIN 00398813) as a Non-executive Independent Director for a period of 5(five) years with effect from 1 st April 2019 | | |
| 4. | To re-appoint Mr. Suresh Madhav Mhatre (DIN 00002853) as a Non-executive Independent Director for a period of 5(five) years with effect from 1 st April 2019 | | |
| 5. | To re-appoint Mrs. Deepa Kishor Tracy (DIN: 00516615) as Managing Director of the Company, for a period of 5 (five) years with effect from August 14, 2019 | | |

Signed this _____ day of _____ 2019

Note:

1. Appointing Proxy does not prevent a member from attending in person if he so wishes.
2. Proxy form, complete in all respects, should reach the Company's Registered Office at 91, Mantra House, Marol Co-op Industrial Estate M.V. Road, Andheri (E), Mumbai – 400059, not less than 48 hours before the scheduled time of the meeting.
3. This is only optional. Please put '✓' in the appropriate column against the resolutions indicated in the box. If you leave the For or Against column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Signature of
Shareholder

** Applicable only in case of investors holding shares in Electronic form.