

HERBERT HOLDINGS LIMITED

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the Thirty-Second Annual Report of the Company together with Audited Accounts for the year ended 31st March 2020.

FINANCIAL RESULTS

The Financial Results are as under:

(Rs. in lakh)		
Particulars	Year Ended on 31 st March 2020	Year Ended on 31 st March 2019
Total Revenue from Operations	18.41	15.07
Profit / (Loss) Before Tax	17.56	14.44
Less: Provision for Tax	5.03	14.84
Profit/ (Loss) After Tax	12.53	(0.40)
Retained Earnings	109.99	99.97

IMPACT OF COVID-19 PANDEMIC

In view of the lockdown across the country due to COVID-19 pandemic, the business operation of the company has not been affected. The Company is taking all the necessary steps and precautionary measures to ensure smooth functioning of its operations.

CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of the Company.

APPLICATION FOR FRESH REGISTRATION AS NBFC:

The Company originally had Certificate of Registration (COR) which was cancelled by The Reserve Bank of India on account of non availability of NOF of Rs. 200 lacs inspite of the intrinsic value of the Company being more than Rs. 756 lacs and Rs. 978 lacs as on 31.03.2017 and 31.03.2018 respectively. The Company subsequently achieved NOF of 200 lacs on 28th September 2018 by liquidating some of its investments. The Company filed an appeal before the appropriate authority which was rejected vide its Order dated 8th June, 2020. In view of the above the Company has liquidated its investments so as to comply with the RBI Press Release no. 1998-99/1269 dated 8th April, 1999 wherein the financial assets of the Company have now been reduced to less than 50% of the total assets. However, the Board of Directors have applied for a fresh registration with Reserve Bank of India as a NBFC so that the Company can carry on its investment activities.

DIVIDEND

Your Directors do not recommend any dividend for the year.

SHARE CAPITAL

There is no change in the Share Capital of the Company in the current Financial Year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of the Companies Act, 2013, Mr. V Matta, Director, retires by rotation under the Articles of Association of the Company and being eligible, offers himself for re-appointment.

Mr. A K Basu, Director of the Company resigned with effect from 18th May, 2019. The Board recorded its appreciation of the valuable support, guidance and contribution extended by Mr. A K Basu to the Company during his years as a valued member.

Mr. A V Lodha, Director of the Company resigned with effect from 2nd July, 2020. The Board recorded its appreciation of the valuable support, guidance and contribution extended by Mr. A V Lodha to the Company during his years as a valued member.

Mr. Indranil Choudhury (DIN: 00217838) has been appointed as an Additional Director with effect from 2nd July, 2020 to hold office upto the date of the forthcoming Annual General Meeting. The Company has received a notice from a Member, under section 160 of the Companies Act, 2013, signifying intention to propose his candidature as a Director. Your Directors recommend his appointment subject to approval of shareholders at the forthcoming Annual General Meeting.

RESERVES:

The Company has transferred Rs. 2.51 lakhs to Statutory Reserve Account.

MEETINGS

During the year five meetings of the Board of Directors were convened and held on 05.04.2019, 18.05.2019, 30.08.2019, 09.12.2019 and 11.02.2020.

STATUTORY AUDITORS AND AUDITORS REMARK

M/s. ALPS & Co., Chartered Accountants (Firm Registration No. FRN 313132E) existing Auditors of the Company, were appointed for a period of 5 (five) years by the Members of the Company in the 29th Annual General Meeting of the Company held on 17th July 2017. By virtue of the amendment made in the Companies (Amendment) Act, 2017, the Company is not required to place before the Annual General Meeting the matter pertaining to ratification of appointment of auditors.

The Auditors' Report for fiscal year 2020 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on 31st March 2020, the Company does not have any Subsidiary/Associate Company.

DEPOSITS

The Company has not invited/accepted any deposits from the Public during the year ended 31st March 2020 under Section 73 of the Companies Act, 2013.

ANNUAL RETURN

In pursuance to the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013 and amendments thereon from time to time, the documents as stated therein are being attached as "Annexure A."

AUDIT COMMITTEE, REMUNERATION & STAKEHOLDERS RELATIONSHIP COMMITTEE

The Provisions of Section 177 with respect to the Constitution of Audit Committee and provisions of Section 178 of the Companies Act, 2013 requiring setting up of a Nomination and Remuneration and Stakeholders Relationship Committee do not apply to our Company.

DETAILS OF SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPOERATION

The Company had received an order dated 29th October, 2018 from Reserve Bank of India enclosing an Order intimating about the cancellation of Certificate of Registration under the RBI Act, 1934 on the ground of not attaining the Net Owned Fund of Rs. 2 crores as prescribed by the RBI. The Company has filed an appeal against the above Order with the appropriate authorities intimating that the actual Net worth of the Company was much higher than the threshold limit of Rs. 2 crore as prescribed by RBI if market values of its investments were considered and to avoid any further ambiguity and comply. The Company had divested some investments in September 2018 and already attained the Net Owned Fund criteria of Rs. 2 crores before the said order was received. However, the Company has now received an Order dated 08.06.2020 from Appellate Authority under section 45-IA (7) of Reserve Bank of India Act, 1934 cancelling the certificate of Registration and rejected the Appeal filed by the Company.

RELATED PARTY TRANSACTIONS:

There has been no transaction with any related party as specified under clause (a) to (g) of sub-section (1) of Section 188 of the Companies Act, 2013.

BUSINESS RISK MANAGEMENT

The main identified risks at the Company are Commercial Risks and Financial Risks. Your Company has established a comprehensive Risk Management System to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk Management strategy as approved by the Board of Directors is implemented by the Company Management.

CORPORATE SOCIAL RESPONSIBILITY:

The profit of the Company in the immediately preceding financial year is less than the amount specified under section 135 of the Companies Act 2013 as amended by the Companies (Amendment) Act, 2017 and, thereby, provision of Corporate Social Responsibilities and obligations thereof are not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not taken or given any loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH

The requirement for disclosure of information under Section 134(3)(M) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 relating to Conservation of Energy and Technology absorption are not applicable as no manufacturing or trading activities were carried out during the year.

FOREIGN EXCHANGE EARNING & OUTGO

The Company has not used or earned any foreign exchange during the year.

DISCLOSURE UNDER SEXUAL HARASSMENT AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company is not required to set up an Internal Complaints Committee as per the provisions of the Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

DECLARATION BY INDEPENDENT DIRECTOR

The Company was not required to appoint Independent Directors under section 149(4) of the Companies Act, 2013 and Rules 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration is required.

DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated in Section 134(3) (C) of the Companies Act, 2013, your Directors subscribe to the "Directors' Responsibility Statement" and confirm as under:

- a) that in the preparation of the annual financial statements for the year ended 31st March 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Note 1 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2020 and of the profit of the Company for the year ended on that date
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that the director has devised proper system to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

On behalf of the Board

Kolkata
28th July, 2020



I Choudhury
Director
DIN: 00217838



V Matta
Director
DIN: 00338911

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2020
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	U67120WB1987PLC043328
ii	Registration Date	23RD NOVEMBER 1987
iii	Name of the Company	HERBERT HOLDINGS LIMITED
iv	Category/Sub-category of the Company	COMPANY HAVING SHARE CAPITAL
v	Address of the Registered office & contact details	13/3, STRAND ROAD, KOLKATA - 700001. TEL. NO. 033-22268619, 03322299124
vi	Whether listed company	NO
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	N. A.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	NON-BANKING FINANCIAL ACTIVITIES	B-05.06541	100%
2			
3			
4			

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	ALFRED HERBERT (INDIA) LIMITED	L74999WB1919PLC003516	HOLDING COMPANY	100	2(46)
2					
3					

[illegible]

iii) Non Resident Individual	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	2,20,000	2,20,000	100.0000	-	2,20,000	2,20,000	100.0000	-

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	ALFRED HERBERT (INDIA) LIMITED	2,19,988	99.9946	-	2,19,988	99.9946	-	-
2	ALFRED HERBERT (INDIA) LIMITED J/A A. K. BASU	2	0.0009	-	2	0.0009	-	-
3	ALFRED HERBERT (INDIA) LIMITED J/A V. MATTA	2	0.0009	-	2	0.0009	-	-
4	ALFRED HERBERT (INDIA) LIMITED J/A P. K. PAL	2	0.0009	-	2	0.0009	-	-
5	ALFRED HERBERT (INDIA) LIMITED J/A A. V. LODHA	2	0.0009	-	2	0.0009	-	-
6	ALFRED HERBERT (INDIA) LIMITED J/A PRAKASH MAJUMDAR	2	0.0009	-	2	0.0009	-	-
7	ALFRED HERBERT (INDIA) LIMITED J/A M. BANERJEE	2	0.0009	-	2	0.0009	-	-
							-	-
	Total	2,20,000	100.0000		2,20,000	100.0000	-	-

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
THERE IS NO CHANGE IN THE TOTAL SHAREHOLDING OF PROMOTERS BETWEEN 01.04.2019 & 31.03.2020					

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

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
NOT APPLICABLE					

(v) Shareholding of Directors & KMP

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Directors & KMP				
NOT APPLICABLE					

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtness at the beginning of the financial year					
i) Principal Amount	-	-	-	-	
ii) Interest due but not paid	-	-	-	-	
iii) Interest accrued but not due	-	-	-	-	
Total (i+ii+iii)	-	-	-	-	
Change in Indebtedness during the financial year					
Additions	-	-	-	-	
Reduction	-	-	-	-	
Net Change	-	-	-	-	
Indebtedness at the end of the financial year					
i) Principal Amount	-	-	-	-	
ii) Interest due but not paid	-	-	-	-	
iii) Interest accrued but not due	-	-	-	-	
Total (i+ii+iii)	-	-	-	-	

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

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

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount	
1	Independent Directors					
	(a) Fees for attending board committee meetings					-
	(b) Commission					-
	(c) Others, please specify					-
	Total (1)					-
2	Other Non Executive Directors					
	(a) Fee for attending board committee meetings					-
	(b) Commission					-
	(c) Others, please specify.					-
	Total (2)					-
	Total (B)=(1+2)					-
	Total Managerial Remuneration					
	Overall Ceiling as per the Act.					-

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

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

VII PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeall made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

INDEPENDENT AUDITOR'S REPORT

To The Members of HERBERT HOLDINGS LIMITED,

Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **HERBERT HOLDINGS LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 25 in the financial statements, which indicates that during the year under review, The Appellate Authority of Reserve Bank of India (RBI) has rejected the Company's appeal against RBI's order dated October 29, 2018 (Appellate Order) cancelling the Company's Certificate of Registration for the purpose of alleged failure to comply with the directions of RBI issued vide Circular No. RBI/2014-15/520 DNBF(PD) dated March 27, 2015 requiring all NBFCs to attend a Net Owned Fund (NOF) of Rs.200 lakhs by March 31, 2017. The Company has since made an application for registration as NBFC which is pending before RBI. Pending decision of the application, the financial statement is prepared as Going Concern Basis. As stated in Note 25, pending such decision, there is material uncertainty with subject to Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

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

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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 financial statements of our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to be 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

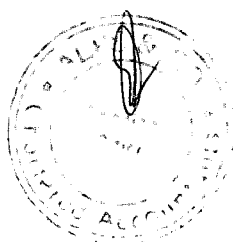
Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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.

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- 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the 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 Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 ("the Order"), issued by the Central Government of India in terms of Section 143) of the Act, we give in the Annexure "A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable to the Company.
2. As required by the "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 1998", we further state that we have submitted a Report to the Board of Directors of the Company containing a statement on the matters of supervisory concern to the Reserve Bank of India as specified in the said Directions, namely the following:-

- i) The Company, incorporated prior to January 9, 1997, has applied for registration as provided in section 45IA of the Reserve Bank of India Act, 1934 (2 of 1934). The Company has been granted certificate of registration as NBFC by the Reserve Bank of India & the Registration no. is 05.06541 dated 04th April 2005. During the year The Appellate Authority of Reserve Bank of India has rejected the Company's appeal made against Reserve Bank of India's order cancelling the registration. The Company has made a new application for registration to Reserve bank of India. (Refer Note No. 25)

- ii) The assets/income pattern of the Company as on 31st March, 2020 is as follows:

Investment Income to Total Income:
Total Investment to Total Assets:

1.41%
99.99%

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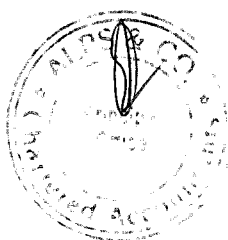
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In view of above ratios, the Company is entitled to hold Certificate of Registration issued by the Reserve bank of India as on 31.03.2019.

- iii) The Company has not been classified as Assets Finance Company as defined in Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 with reference to the business carried on by it during the financial year under reference.
- iv) The Company has not been classified as Micro Finance Institutions as defined in Non-Banking Financial Company – Micro Finance Institutions (Reserve Bank) Direction 2011 with reference to the business carried on by it during the financial year under reference.
- v) The Board of Directors of the Company has passed a resolution its meeting held on 09th December, 2019 for not accepting any public deposit.
- vi) The Company has not accepted any public deposits during the year under reference.
- vii) The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning of bad doubtful debts as specified in the directions issued by the Reserve Bank of India in terms of the Non Banking Financial (Non-deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

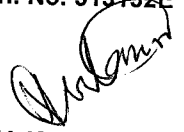
3. As required by section 143(3) of the Act, we report that:

- 3.1. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- 3.2. In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books.
- 3.3. The Balance Sheet, Statement of Profit and Loss, Statement of Change in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of the account.
- 3.4. In our opinion, the standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 3.5. On the basis of written representations received from the directors, as on 31st March, 2020 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2020 from being appointed as Director in terms of Section 164(2) of the Act.
- 3.6. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure "B".
- 3.7. 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 not any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For A L P S & CO.
Chartered Accountants
Firm's ICAI Regn. No. 313132E



(A.K. Khetawat)
Partner

M. No. 52751
UDIN No.20052751AAAABS3596



Kolkata
Dated: 28th day of July, 2020

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of the Report on Other Legal and Regulatory Requirements of the Independent Auditor's Report to the members of the Company of even date)

- 1) The Company does not have any fixed assets and therefore reporting on provisions of clause 3(i) (a), (b) and (c) are not applicable to the Company.
- 2) The Company is not having any inventory, and therefore reporting on provisions of clause 3(ii) is not applicable to the Company.
- 3) According to information and explanation given to us, the Company does not granted any loans, secured or unsecured, to the companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and therefore, provisions of clauses 3(iii) (a), (b) and (c) of the order are not applicable to the Company,
- 4) In our opinion and according to the information and explanations given to us, the Company has not given loans, made investments, given guarantees and provided securities covered by provisions of the provisions of section 185 and 186 of the Act.
- 5) In our opinion and according to information and explanation given to us, during the year, the Company has not accepted any deposits from the public as defined under sections 73 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- 6) The Company does not require for maintenance of cost records under sub section (1) of section 148 of the Act.
- 7) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax Cess and any other statutory dues applicable to it with the appropriate authorities. According to information and explanations given to us, there are no undisputed amounts payable in respect of aforesaid dues which were outstanding as at 31st March, 2020 for a period of more than six months from the date they became payable.
(b) According to the records of the Company and according to information and explanations given to us, the Company does not have any outstanding disputed statutory dues as on 31st March, 2020.
- 8) The Company has not borrowed any amount from any financial institutions or banks or government or by way of issue of debenture, therefore provisions of clause 3(viii) of the order are not applicable to the Company.
- 9) During the year, the Company has neither raised any money by way of initial public offer or further public offer nor taken any term loan therefore provisions on clause 3(ix) of the Order are not applicable to the Company.
- 10) In our opinion and according to information and explanations given to us, during the year, no material fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) During the year, the Company has not paid any managerial remuneration and therefore provisions of clause 3(xi) of the order are not applicable to the Company.
- 12) The Company is not a Nidhi Company and therefore provisions of clause 3(xii) of the order are not applicable to the Company.
- 13) According to the information and explanations given to us, there has been no transaction with the related parties during the year and therefore clause 3(xiii) of the orders are not applicable of the Company.



- 14) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and therefore provisions of clause 3(xiv) of the order are not applicable to the Company.
- 15) According to information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year and therefore provisions of clause 3(xv) of the order are not applicable to the Company.
- 16) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. The Company has obtained the Registration vide Registration No. B.05.06541 dated 4th April 2005. During the year The Appellate Authority of Reserve Bank of India has rejected the Company's appeal made against Reserve Bank of India's order cancelling the registration. The Company has made a new application for registration to Reserve bank of India. (Refer Note No. 25)

Kolkata
Dated: 28th day of July, 2020



For ALPS & CO.
Chartered Accountants
Firm's ICAI Regn. No. 318132E
(A.K. Khetawat)
Partner
M. No. 52751
UDIN No.20052751AAAABS3596

ANNEXURE "B" TO THE AUDITORS' REPORT

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

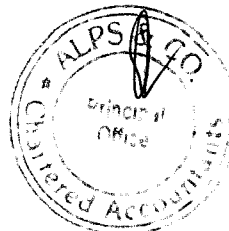
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on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

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

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

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 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Kolkata
Dated: 28th day of July, 2020



For A L P S & CO.
Chartered Accountants
Firm's ICAI Regn. No. 313132E

(A.K.Khetawat)
Partner
M. No. 52751

UDIN No.20052751AAAABS3596

HERBERT HOLDINGS LIMITED

Balance Sheet as at 31st March 2020

(Rs. in lakhs)

Sl. No.	Particulars	Refer Note No.	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
	ASSETS				
(I)	Financial Assets				
(a)	Cash and Cash Equivalents	5	2.61	1.31	3.45
(b)	Investments	6	778.25	893.51	854.67
	Total Financial Assets		780.86	894.82	858.12
(II)	Non Financial Assets				
(a)	Current Tax Assets (Net)	7	0.05	-	-
	Total Non Financial Assets		0.05	-	-
	Total Assets		780.92	894.82	858.12
	LIABILITIES AND EQUITY				
	LIABILITIES				
(I)	Financial Liabilities				
(a)	Payables				
	Trade Payables				
	(i) total outstanding dues of micro enterprises and small enterprises	8	-	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		0.12	0.12	0.12
	Total Financial Liabilities		0.12	0.12	0.12
(II)	Non Financial Liabilities				
(a)	Current tax liabilities (Net)	9	-	0.02	-
(b)	Deferred tax liabilities (Net)	10	142.24	165.93	154.97
	Total Non Financial Liabilities		142.24	165.95	154.97
	Total Liabilities		142.35	166.07	155.09
(III)	Equity				
(a)	Equity Share Capital	11	22.00	22.00	22.00
(b)	Other Equity	12	616.56	706.75	681.04
	Total Equity		638.56	728.75	703.04
	Total Liabilities and Equity		780.92	894.82	858.12

Accompanying notes on financial statements
These notes are an integral part of the financial statements

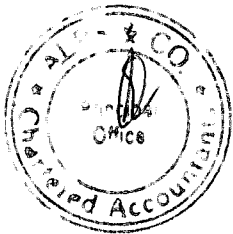
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As per our report of even date

For ALPS & Co.
Chartered Accountants
Firm Reg. No. 318132E


A K Khetawat
Partner
Membership No. : 052751

Place : Kolkata
Date : 28th July, 2020



For and on behalf of the Board


V. Matta
Director
DIN - 00338911


I Choudhury
Director
DIN - 00217838

HERBERT HOLDINGS LIMITED

Statement of Profit and Loss for the year ended 31st March 2020

(Rs. in lakhs)

Sl. No.	Particulars	Refer Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
	Revenue from Operations			
(i)	Dividend Income	13	0.26	0.84
(ii)	Net Gain on Fair value changes	14	18.15	14.23
(I)	Total Revenue from Operations		18.41	15.07
(II)	Total Income		18.41	15.07
	Expenses			
(i)	Other Expenses	15	0.85	0.63
(III)	Total Expenses		0.85	0.63
(IV)	Profit before tax (II - III)		17.56	14.44
(V)	Tax Expenses			
(i)	Current Tax		-	10.88
(ii)	Deferred Tax - charge/(credit)	16	4.99	3.96
(iii)	Income Tax for earlier years		0.05	-
	Total Tax Expenses (V)		5.03	14.84
(VI)	Profit / (Loss) for the period (IV - V)		12.53	(0.40)
(VII)	Other Comprehensive Income			
(i)	Items that will not be reclassified to profit or loss	17	(131.40)	33.12
(ii)	Income Tax relating to above	16.3	(28.69)	7.01
	Total Other Comprehensive Income (i - ii)		(102.72)	26.11
(VIII)	Total Comprehensive Income for the period (VI + VII)		(90.19)	25.71
(IX)	Earnings per equity share			
	- Basic (Rs.)	20	5.69	(0.18)
	- Diluted (Rs.)		5.69	(0.18)

Accompanying notes on financial statements

1 - 27

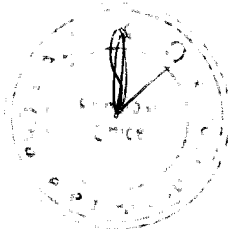
These notes are an integral part of the financial statements

As per our report of even date

For ALPS & Co.
Chartered Accountants
Firm Reg. No. 313132E



A K Khetawat
Partner
Membership No. : 052751

Place : Kolkata
Date : 28th July, 2020




V. Matta
Director
DIN - 00338911

For and on behalf of the Board


I Choudhury
Director
DIN - 00217838

HERBERT HOLDINGS LIMITED

Statement of Changes in Equity for the year ended 31st March 2020

(i) Equity Share Capital

Particulars	Rs. in lakhs
As at 1st April, 2018	22.00
Movement during the year	-
As at 31st March, 2019	22.00
Movement during the year	-
As at 31st March, 2020	22.00

(ii) Other Equity

As at 31st March, 2020

Particulars	Reserves and Surplus						Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Capital Revaluation Reserve	Statutory Reserve	General Reserve	Retained Earnings		
As at 31st March, 2019	0.50	48.00	0.01	22.68	20.00	99.97	515.59	706.75
Profit for the year	-	-	-	-	-	12.53	-	12.53
Other Comprehensive income for the year	-	-	-	-	-	-	(102.72)	(102.72)
Transferred from Retained earnings to Statutory Reserve	-	-	-	11.51	-	(11.51)	-	-
As at 31st March, 2020	0.50	48.00	0.01	34.19	20.00	100.99	412.88	616.56

As at 31st March, 2019

Particulars	Reserves and Surplus						Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Statutory Reserve	General Reserve	Retained Earnings		
As at 1st April, 2018	0.50	48.00	0.01	13.51	20.00	59.66	539.36	681.04
Loss for the year	-	-	-	-	-	(0.40)	-	(0.40)
Other comprehensive income for the year	-	-	-	-	-	-	26.11	26.11
Transferred to Retained earnings on Disposal of Equity Instruments	-	-	-	-	-	49.88	(49.88)	-
Transferred from Retained earnings to Statutory Reserve	-	-	-	9.18	-	(9.18)	-	-
As at 31st March, 2019	0.50	48.00	0.01	22.68	20.00	99.97	515.59	706.75

Refer Note No. 12 for nature and purpose of reserves.

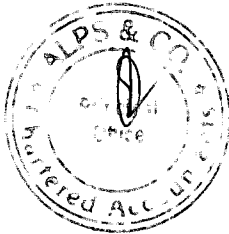
Accompanying notes on financial statements
These notes are an integral part of the financial statements

As per our report of even date

For ALPS & Co.
Chartered Accountants
Firm Reg. No. 313132

A K Khetawat
Partner
Membership No. : 052751

Place : Kolkata
Date : 28th July, 2020



For and on behalf of the Board

V. Matta
Director
DIN - 00338911

I Choudhury
Director
DIN - 00217838

HERBERT HOLDINGS LIMITED

Cash Flow Statement for the year ended 31st March, 2020

(Amount in Rs.)		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March ,2019
(A) Cash Flow from Operating Activities		
Profit before tax	17.56	14.44
Adjustments:		
Net Gain on Fair Valuation of Investments	(18.15)	(14.23)
Operating Profit before working capital changes	(0.59)	0.21
Movements in working capital :		
Increase/(Decrease) in Trade Payables	-	-
Cash generated from/(utilised in) operations	(0.59)	0.21
Direct taxes paid	(0.11)	(10.87)
Net Cash utilised in Operating Activities (A)	(0.70)	(10.65)
(B) Cash Flow from Investing Activities		
Proceeds from sale of Investment	2.00	8.51
Net Cash generated from Investing Activities (B)	2.00	8.51
(C)Cash Flow from Financing Activities		
Net Cash generated from/(utilised in) Financing Activities (C)	-	-
Net changes in Cash and Cash Equivalents (A+B+C)	1.30	(2.14)
Cash and cash equivalents as at the beginning of the year	1.31	3.45
Cash and cash equivalents as at the end of the year	2.61	1.31

Notes:-

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) "Statement of Cash Flows".
- Cash and Cash Equivalents as at the Balance Sheet date consists of:

(Amount in Rs.)		
Particulars	As at 31st March, 2020	As at 31st March, 2019
Balances with banks in current accounts	2.61	1.31
Total	2.61	1.31

Accompanying notes on financial statements
These notes are an integral part of the financial statements

1 - 27

As per our report of even date

For ALPS & Co.
Chartered Accountants
Firm Reg. No. 313132E

A K Khetawat
Partner
Membership No. : 052751

Place : Kolkata
Date : 28th July, 2020



For and on behalf of the Board

V. Matta

V. Matta
Director
DIN - 00338911

I Choudhury

I Choudhury
Director
DIN - 00217838

1 Corporate Information

Herbert Holdings Limited ("the Company") was registered as a Non-Banking Finance Company (NBFC). However, on 15th June, 2018 the Reserve Bank of India (RBI) cancelled the Certificate of Registration on account of non-availability of Net Owned Fund (NOF) of Rs.200 lakhs inspite of the intrinsic value of the Company being more than Rs.765 lakhs and Rs.978 lakhs as on 31st March, 2017 and 31st March, 2018 respectively. The Company subsequently achieved NOF of Rs. 200 lakhs on 28th September, 2018 by liquidating some of its investments. The Company filed an appeal before the appropriate authority which was rejected vide its order dated 8th June, 2020. In view of the above the Company has liquidated its investments so as to comply with the RBI press release no. 998/99/1269 dated 8th April, 1999 wherein the financial assets of the Company have now been reduced to less than 50% of the total assets. The Company has also filed a fresh application for registration as a NBFC with the RBI which is pending.

2 Statement of Compliance with Ind AS and Recent Pronouncements

2.1 The Company has adopted Indian Accounting Standards ("Ind AS") notified under section 133 of Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) Rules, 2016 from 1st April, 2019 and the effective date of such transition is 1st April, 2018. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and guidelines issued by Reserve Bank of India (collectively referred to as "the Previous GAAP").

These are the Company's first Ind AS Financial Statements and the date of transition to Ind AS as required has been considered to be 1st April, 2018.

The financial statements up to the year ended 31st March, 2019, were prepared under the historical cost convention on accrual basis in accordance with the Generally Accepted Accounting Principles and Accounting Standards as prescribed under the provisions of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 then applicable (Previous GAAP) to the Company. Previous period figures in the Financial Statements have been recasted/restated to make it comparable with current year's figure.

In accordance with Ind AS 101-“First Time adoption of Indian Accounting Standards” (Ind AS 101), the Company has presented in Note No. 21, a reconciliation of Shareholders’ equity as given earlier under Previous GAAP and those considered in these accounts as per Ind AS as at 31st March, 2019, and 1st April, 2018 and also the Net Profit as per Previous GAAP and that arrived including Other Comprehensive Income under Ind AS for the year ended 31st March, 2019.

2.2 Recent Accounting Pronouncements

On July 24, 2020, Ministry of Corporate Affairs (“MCA”) has issued Companies (Indian Accounting Standards) Amendment Rules, 2020 notifying amendment to existing Ind AS 1 ‘Presentation of Financial Statements’, Ind AS 8 ‘Accounting Policies, Changes in Estimates and Errors’, Ind AS 10 ‘Events after the Reporting Period’, Ind AS 34 ‘Interim Financial Reporting’, Ind AS 37 ‘Provisions, Contingent Liabilities and Contingent Assets’, Ind AS 103 ‘Business Combinations’, Ind AS 107 ‘Financial Instruments: Disclosures’, Ind AS 109 ‘Financial Instruments’. These amendments have been effective for the period beginning on or after April 01, 2020.

Ind AS 1 has been modified to redefine the term ‘Material’ and consequential amendments have been made in Ind AS 8, Ind AS 34 and Ind AS 37.

Ind AS 103 dealing with ‘Business Combination’ has defined the term ‘Business’ to determine whether a transaction or event is a business combination. Amendment to Ind AS 107 and 109 relate to exception relating to hedging relationship directly affected by Interest Rate Benchmark reforms.

Presently, the Company is evaluating the impact as these amendments are either not applicable or not likely to have any material impact on Financial Statements of the Company.

3 Significant Accounting Policies

3.1 Basis of Preparation

The Financial Statements have been prepared under the historical cost convention on accrual basis excepting certain financial instruments which are measured in terms of relevant Ind AS at fair value/ amortized costs at the end of each reporting period.

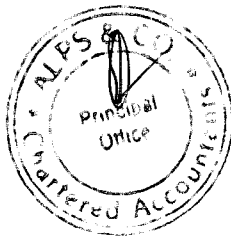
Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

The Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest lakhs upto two decimal places.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:



Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: Inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.
Level 3: Inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

3.2 Financial Assets and Financial Liabilities

Financial Assets and Financial Liabilities (financial instruments) are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial Liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets and Financial Liabilities measured at amortised cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

(iv) For the purpose of para (ii) and (iii) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

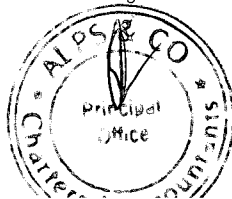
(v) Financial Assets or Liabilities at Fair value through profit or loss

Financial Instruments which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

(vi) Impairment of financial assets

A financial asset is assessed for impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased



significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company measures the loss allowance at an amount equal to lifetime expected credit losses.

(vii) Derecognition of financial instruments

The Company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

3.3 Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

3.4 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognised for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities are not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent assets are not recognised but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

3.5 Recognition of Dividend and Interest Income

Dividend Income is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably. This is generally when the shareholders or Board of Directors approve the dividend.

Under Ind AS 109, interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

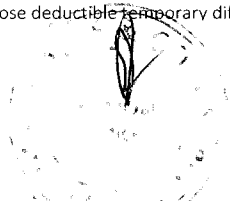
The EIR (and therefore the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR.

3.6 Taxes on Income

Income tax expense representing the sum of current tax expense and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.



Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) measured in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability and such benefit can be measured reliably and it is probable that the future economic benefit associated with same will be realized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

3.7 Earnings per share

Basic earnings per share are computed by dividing the net profit attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders of the company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares

4 Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

4.1 Current Tax and Deferred Tax

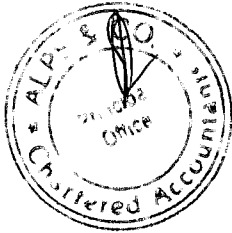
Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes. Deferred tax assets are recognised for unused losses (carry forward of prior years' losses) and unused tax credit to the extent that it is probable that taxable profit would be available against which the losses could be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

4.2 Provisions and Contingencies

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.



HERBERT HOLDINGS LIMITED
Notes to Financial Statements as at 31st March 2020

5 Cash and Cash Equivalents

(Rs. in lakhs)

Particulars	Refer Note No.	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Balances with banks : In current accounts		2.61	1.31	3.45
Total		2.61	1.31	3.45

6 Investments

(Rs. in lakhs)

Particulars	Refer Note No.	Face Value	As at 31st March, 2020		As at 31st March, 2019		As at 1st April, 2018	
			Number/ Units	Amount	Number/ Units	Amount	Number/ Units	Amount
Investment in Mutual Funds Measured at Fair Value through Profit and Loss Unquoted								
IDFC Banking Debt Fund - Growth		10	8,30,269.71	147.32	8,30,269.71	133.50	46,947.92	6.93
IDFC Super Saver Income Fund - Growth		10	-	-	-	-	16,893.78	6.97
IDFC Money Manager Fund - Monthly Div. Payout		10	-	-	-	-	40,536.70	4.18
IDFC Low Duration Growth		10	2,02,905.20	57.96	2,09,958.25	55.63	-	-
IDFC Ultra Short Term Fund - Weekly Div. Reinvestment		10	-	-	-	-	45,655.10	4.61
UTI Treasury Advantage Fund-Flexi Div. Plan-Payout		1000	-	-	-	-	2,433.02	26.58
UTI Treasury Advantage Fund-Weekly Dividend Reinvestment		1000	-	-	-	-	7,837.10	78.75
				205.28		189.13		128.02
Investment in Equity Instruments of Bodies Corporate Measured at Fair Value through Other Comprehensive Income - Quoted								
Reliance Industries Limited		10	4,000	44.50	4,000	54.52	4,000	35.31
Reliance Capital Limited		10	-	-	-	-	50	0.21
Reliance Power Limited		10	-	-	-	-	250	0.09
Reliance Communication Limited		5	-	-	-	-	1,000	0.22
Reliance Infrastructure Limited		10	-	-	-	-	75	0.32
Reliance Home Finance Limited		10	-	-	-	-	50	0.03
(share received as per scheme of Arrangement with Reliance Capital Limited - Ratio 1:1)								
- Unquoted								
Lodha Capital Markets Limited			2,43,000	528.48	2,43,000	649.85	2,64,000	690.47
				572.97		704.38		726.65
Total				778.25		893.51		854.67

6.1 Investments within India

778.25

893.51

854.67

7 Current Tax Assets (Net)

(Rs. in lakhs)				
Particulars	Refer Note No.	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Advance Income Tax (Net of Provision for Tax)	7.1	0.05	-	-
Total		0.05	-	-

7.1 Advance Income Tax is net of provision for tax of Rs.Nil (March 31, 2019 - Rs. Nil, April 1, 2018 - Rs. Nil)

8 Trade Payables

(Rs. in lakhs)				
Particulars	Refer Note No.	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
At Amortised Cost				
Total outstanding dues of micro enterprises and small enterprises		-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		0.12	0.12	0.12
Total		0.12	0.12	0.12

8.1 Disclosure of amounts due to Micro, Small and Medium Enterprises is based on information available with the Company regarding the status of the suppliers as define under "The Micro, Small and Medium Enterprises Development Act, 2006" (MSMED).

9 Current Tax Liabilities (Net)

(Rs. in lakhs)				
Particulars	Refer Note No.	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Provision for tax (net of advance tax)	9.1	-	0.02	-
Total		-	0.02	-

9.1 Provision for tax is net of advance tax of Rs. Nil (March 31, 2019 - Rs. Nil, April 1, 2018 - Rs. Nil)

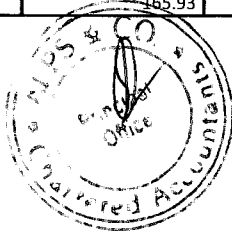
10 Deferred Tax Liabilities (Net)

(Rs. in lakhs)				
Particulars	Refer Note No.	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Deferred Tax Liabilities		142.24	165.93	154.97
Less : Deferred Tax Assets		-	-	-
Deferred Tax Liabilities / (Assets) (Net)		142.24	165.93	154.97

10.1 Components of deferred tax liabilities / (assets) are as follows :

As at 31st March 2020

(Rs. in lakhs)				
Particulars	As at 1st April 2019	Charge/(Credit) in Profit and Loss	Charge/(Credit) in Other Comprehensive Income	As at 31st March 2020
Deferred Tax Liabilities				
Difference in carrying value and tax base of investments	165.93	4.99	(28.69)	142.24
Total Deferred Tax Liabilities	165.93	4.99	(28.69)	142.24
Total Deferred Tax Assets	-	-	-	-
Deferred Tax Liabilities (Net)	165.93	4.99	(28.69)	142.24



As at 31st March 2019

(Rs. in lakhs)

Particulars	As at 1st April 2018	Charge/(Credit) in Profit and Loss	Charge/(Credit) in Other Comprehensive Income	As at 31st March 2019
Deferred Tax Liabilities				
Difference in carrying value and tax base of investments	154.97	3.96	7.01	165.93
Total Deferred Tax Liabilities	154.97	3.96	7.01	165.93
Total Deferred Tax Assets	-	-	-	-
Deferred Tax Liabilities (Net)	154.97	3.96	7.01	165.93

11 Equity Share Capital

(Rs. in lakhs)

Particulars	Refer Note No.	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Authorised				
Equity Shares of Rs. 10/- each 249,000 (31st March, 2019: 249,000 and 1st April, 2018: 249,000) equity shares		24.90	24.90	24.90
Redeemable Preference Shares of Rs. 100/- each 100 (31st March, 2019: 100 and 1st April, 2018: 100) preference shares		0.10	0.10	0.10
		25.00	25.00	25.00
Issued, Subscribed and Fully Paid Up				
Equity Shares of Rs. 10/- each 220,000 (31st March, 2019: 220,000 and 1st April, 2018: 220,000) equity shares		22.00	22.00	22.00
Total		22.00	22.00	22.00

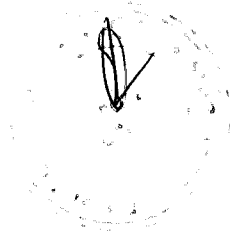
11.1 The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity is entitled to one vote per share. The Company may declare and pay dividends. The dividend, if any proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held by Equity Shareholders.

11.2 Reconciliation of the number of equity shares outstanding :

Particulars	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Number of shares as at the beginning of the year	2,20,000	2,20,000	2,20,000
Movement during the year	-	-	-
Number of shares as at the end of the year	2,20,000	2,20,000	2,20,000

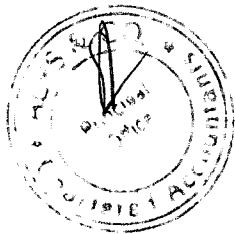
11.3 Details in respect of shares in the company held up by each shareholder holding more than 5% shares:

Name of the Shareholders	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Alfred Herbert (India) Limited (Holding Company)			
- Number of shares held	2,20,000	2,20,000	2,20,000
- Percentage of shares held	100%	100%	100%



(Rs. in lakh)				
Particulars	Ref Note No	As at 31st March, 2020	As at 31st March, 2019	As at 1st April, 2018
Capital Reserve	12.2	0.50	0.50	0.5
Securities Premium	12.3	48.00	48.00	48.0
Capital Redemption Reserve	12.4	0.01	0.01	0.0
Statutory Reserve (in terms of Section 45IC of Reserve Bank of India Act, 1934)	12.5	22.68	22.68	13.5
General Reserve	12.6	20.00	20.00	20.0
Retained Earnings	12.7	62.62	50.09	59.6
Other Comprehensive Income (OCI)		-	-	-
- Equity Instruments through OCI	12.8	462.75	565.47	539.3
Total		616.56	706.75	681.0

- 12.1 Refer Statement of Changes in Equity for movement in balances of reserves
- Nature and purpose of reserves:
- 12.2 Capital Reserve
- Capital Reserve is a reserve which is not free for distribution. This reserve was created in the year 1992-93 against consideration received on transfer of hire purchase business.
- 12.3 Securities Premium
- Securities Premium represents the amount received in excess of par value of securities and is available for utilisation as specified under Section 52 of Companies Act, 2013.
- 12.4 Capital Redemption Reserve
- This reserve has been created on redemption of Preference Shares.
- 12.5 Statutory Reserve (in terms of Section 45IC of Reserve Bank of India Act, 1934)
- Statutory Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act") and related regulations applicable to those companies. Under the RBI Act, a Non Banking Financial Company is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. The Company after cancellation of certificate of registration by RBI ceased to be a NBFC. However, considering the fact that the Company has already achieved NOF Rs.200 lakhs and has also made an application for registration as a NBFC, it has decided to continue the practice of transferring 20% of its net profit to Statutory Reserve before declaring any dividend.
- 12.6 General Reserve
- The general reserve is created from time to time by appropriating profits from Retained Earnings. The general reserve is created by a transfer from one component of equity to another. Accordingly, it is not reclassified to the Statement of Profit and Loss.
- 12.7 Retained Earnings
- Retained earnings generally represents the undistributed profit/ amount of accumulated earnings of the company.
- 12.8 Equity instruments through Other Comprehensive Income
- The company has elected to recognise changes in the fair value of certain investments in equity securities in Other Comprehensive Income (OCI). These changes are accumulated within OCI in equity. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.



13 Dividend Income

(Rs. in lakhs)			
Particulars	Refer Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Dividend income on investments measured at Fair Value through Other Comprehensive Income		0.26	0.84
Total		0.26	0.84

14 Net gain on fair value changes

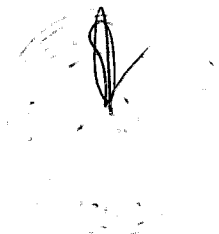
(Rs. in lakhs)			
Particulars	Refer Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Net gain on investments measured at Fair Value through Profit and Loss		18.15	14.23
Total		18.15	14.23

14.1 Details of net gain on investments measured at fair value through Profit and Loss

(Rs. in lakhs)		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Realised	0.22	6.66
Unrealised	0.00	0.00
Total	0.22	6.66

15 Other Expenses

(Rs. in lakhs)			
Particulars	Refer Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Rates and Taxes		0.05	0.05
Auditors' Remuneration			
Statutory Audit Fees		0.10	0.10
Other Services		-	0.02
Legal and Professional Fees		0.58	0.25
Miscellaneous Expenditure		0.12	0.21
Total		0.85	0.63



16 Tax Expenses- Current Tax

(Rs. in lakhs)		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Provision for Current Tax	-	0.00
Total	-	0.00

16.1 Components of Tax Expense:

(Rs. in lakhs)		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Current tax		
In respect of the current year	-	0.00
Total Current tax expense recognised in the current year	-	0.00
Income Tax for earlier years		
In respect of earlier years	0.00	-
Total tax expense recognised in the current year in respect of earlier years	0.00	-
Deferred tax		
In respect of the current year	0.00	0.00
Total Deferred tax expense recognised in the current year	0.00	0.00
Total Tax expense recognised in the current year	0.00	0.00

16.2 Reconciliation of Income tax expense for the year with accounting profit is as follows:

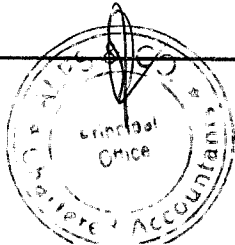
Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Details in this respect are as follows:

(Rs. in lakhs)		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Profit before tax	0.00	0.00
Tax Rate	26.00%	26.00%
Income tax expense calculated at rate applicable	0.00	0.00
Less : Effect of income Exempt from taxation/ deductible for computing taxable profit		
Tax exempt income	-0.07	-0.22
Effect of fair valuation of investments	0.33	0.26
Income tax at different rate	-	11.04
Effect of other adjustments	0.21	-
Income tax expense recognised in profit and loss	0.47	11.08

The tax rate used for reconciliations above is 26% (Previous Year: 26%) as applicable for corporate entities on taxable profits under the Indian tax laws.

16.3 Income tax recognised in other comprehensive income

(Rs. in lakhs)		
Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Deferred tax		
Arising on income and expenses recognised in other comprehensive income:		
Net gain on fair valuation of investments in equity shares measured at Fair Value Through Other Comprehensive Income	(28.69)	7.01
Total income tax recognised in other comprehensive income	(28.69)	7.01
Bifurcation of the income tax recognised in other comprehensive income into :		
Items that will not be reclassified to profit or loss	(28.69)	7.01
Items that may be reclassified to profit or loss		-



17 Components of Other Comprehensive Income

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
Items that will not be reclassified to Profit or Loss		
Net gain on fair valuation of investments in equity shares measured at Fair Value Through Other Comprehensive Income	(131.40)	33.12
Total	(131.40)	33.12

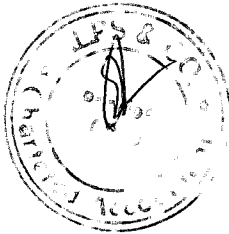
18 Related Party Disclosures

Related parties have been identified in terms of Ind AS 24 "Related Party Disclosures" as listed below :

List of Related Parties where control exists

A	Name of the Related Parties	Relationship
	Alfred Herbert (India) Limited	Holding Company
B	Transactions with related parties are as follows:	
	There is no transaction with related parties during the year.	

Note : The above related party information is as identified by the management and relied upon by the auditor.



19 Financial Instruments

The accounting classification of each category of financial instrument, their carrying amount and fair value are as follows:-

(Rs. in lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019		As at 1st April, 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets						
Financial Assets measured at Amortised Cost						
Cash and Cash Equivalents	2.61	2.61	1.31	1.31	3.45	3.45
Financial Assets measured at Fair Value Through Profit and Loss						
Investment in Mutual Funds	205.28	205.28	189.13	189.13	128.02	128.02
Financial Assets measured at Fair Value Through Other Comprehensive Income						
Investment in Equity Instruments of Bodies Corporate	572.97	572.97	704.38	704.38	726.65	726.65
Financial Liabilities						
Financial Liabilities measured at Amortised Cost						
Trade Payables	0.12	0.12	0.12	0.12	0.12	0.12

Fair Valuation Techniques

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

The fair value of cash and cash equivalents and trade payables approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the financial statements approximate their fair values.

Investments traded in active market are determined by reference to the quotes from the Stock exchanges as at the reporting date. Investment in unquoted equity shares have been valued based on the latest audited financial statements. Investments in mutual funds have been valued based on their respective net asset value as on the reporting date.

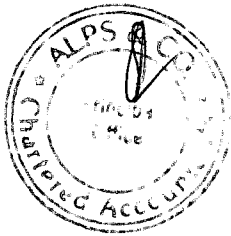
Fair value hierarchy

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at balance sheet date:

(Rs. in lakhs)

Particulars	As at March 31	Fair value measurements at reporting date using		
		Level 1	Level 2	Level 3
Financial Assets				
Investment in Mutual Funds	205.28 (189.13) [128.02]	- - -	205.28 (189.13) [128.02]	- - -
Investment in Equity Instruments	572.97 (704.38) [726.65]	44.50 (54.52) [36.18]	- - -	528.48 (649.85) [690.47]

(*) Figures in round brackets () indicate figures as at March 31, 2019 and in brackets [] indicate figures as at April 1, 2018



During the year ended March 31, 2020 and March 31, 2019, there were no transfers between Level 1, Level 2 and Level 3.

The Inputs used in fair valuation measurement are as follows:

Fair valuation of Financial assets and liabilities not within the operating cycle of the company is amortised based on the Effective Interest Rate.

Financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the marketplace. In respect of unquoted equity shares, the inputs used was the audited balance sheet for the year then available.

Financial Risk Factors

The Company's activities are exposed to variety of financial risks. The key financial risks includes market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors reviews and approves policies for managing these risks. The risks are governed by appropriate policies and procedures and accordingly financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Market Risk

Market risk is the risk or uncertainty arising from possible market fluctuations resulting in variation in the fair value of future cash flows of a financial instrument. The major components of Market risks are currency risk, interest rate risk and other price risk. Financial instruments affected by market risk includes investments and trade payables.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company doesn't have exposure to the risk of changes in foreign exchange rates and hence is not subjected to such risk.

Interest rate risk

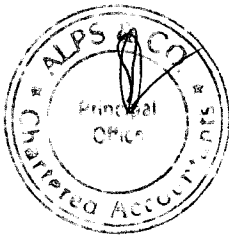
The company doesn't have exposure in market risk relating to change in interest rate as it doesn't have any borrowed funds whether in fixed rate or floating rate.

Other price risk

The Company is exposed to price risk arising from investments in Equity Shares held by the Company and is classified in the balance sheet as Fair Value through Other Comprehensive Income. The Company is also exposed to price risk arising from investments in Mutual Funds held by the Company and is classified in the balance sheet as Fair value through Profit and Loss. To manage its price risk arising from investments, the Company diversifies its portfolio.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is currently not exposed to credit risk from its operating activities. The management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.



Financial assets that are neither past due nor impaired

Cash and cash equivalents and investments are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's objective is to maintain optimum level of liquidity to meet it's cash and collateral requirements at all times.

Maturity Analysis of Financial Liabilities

As at 31st March, 2020

(Rs. in lakhs)						
Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Trade Payables	0.12	-	0.12	-	-	0.12

As at 31st March, 2019

(Rs. in lakhs)						
Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Trade Payables	0.12	-	0.12	-	-	0.12

As at 1st April, 2018

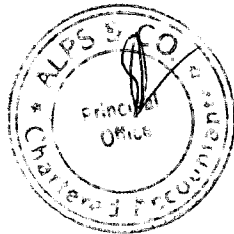
(Rs. in lakhs)						
Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Trade Payables	0.12	-	0.12	-	-	0.12

The company has financial assets which will be realised in ordinary course of business. The Company ensures that it has sufficient cash on demand to meet expected operational expenses. The company relies on operating cash flows to meet its need for funds.

CAPITAL MANAGEMENT

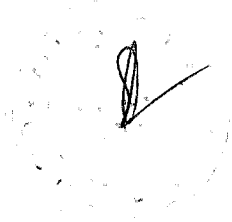
The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without where the risk profile of the Company.

Since at present there is no borrowings obtained by the company so Capital Gearing Ratio is not disclosed hereunder.



20 Earnings Per Share

Particulars	(Rs. in lakhs)	
	Year ended 31st March, 2020	Year ended 31st March , 2019
Net Profit after tax as per Statement of Profit and Loss (A)	12.53	(0.40)
Weighted average number of equity shares for calculating basic EPS (B)	2,20,000	2,20,000
Weighted average number of equity shares for calculating diluted EPS (C)	2,20,000	2,20,000
Basic earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (B)	5.69	(0.18)
Diluted earnings per equity share (in Rupees) (face value of Rs. 10/- per share) (A) / (C)	5.69	(0.18)

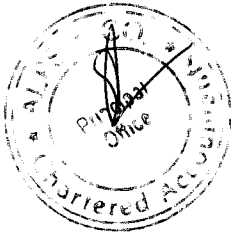


- 21
- FIRST TIME ADOPTION OF Ind AS- Disclosures, Reconciliation etc.
- a)
- Reconciliation in terms of Ind AS 101 "First time adoption of Indian Accounting Standards"
- i)
- Reconciliation of Equity as at 31st March, 2019 and 1st April, 2018

Particulars	Ref Note No. (Under 21 (c))	As at 31st March, 2019 (End of last period presented under Previous GAAP)			As at 1st April, 2018 (Date of transition)		
		As per Previous GAAP	Effect of transition to Ind AS	As per Ind AS	As per Previous GAAP	Effect of transition to Ind AS	As per Ind AS
ASSETS							
(I) Financial Assets							
(a) Cash and Cash Equivalents		1.31	(0.00)	0.00	3.45	(0.00)	0.00
(b) Investments	(i) & (ii)	205.28	(0.00)	0.01	157.26	(0.00)	0.01
Total Financial Assets		206.59	(0.00)	0.01	160.71	(0.00)	0.01
Total Assets		206.59	(0.00)	0.01	160.71	(0.00)	0.01
LIABILITIES AND EQUITY							
LIABILITIES							
(I) Financial Liabilities							
(a) Payables							
Trade Payables							
(i) Total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		0.12	-	0.00	0.12	-	0.00
Total Financial Liabilities		0.12	-	0.00	0.12	-	0.00
(II) Non Financial Liabilities							
(a) Current Tax Liabilities (Net)		0.02	-	0.02	-	-	-
(b) Deferred Tax Liabilities (Net)	(iii)	-	0.00	165.93	-	0.00	154.97
Total Non Financial Liabilities		0.02	0.00	165.95	-	0.00	154.97
Total Liabilities		0.13	0.00	165.95	0.12	0.00	154.97
(III) Equity							
(a) Equity Share Capital		0.00	-	0.00	22.00	(0.00)	0.00
(b) Other Equity	(i), (ii) & (iii)	183.96	(0.00)	0.01	138.59	(0.00)	0.01
Total Equity		183.96	(0.00)	0.01	160.59	(0.00)	0.01
Total Liabilities and Equity		184.09	(1.00)	164.96	160.71	(0.00)	154.98

- ii)
- Reconciliation of Total Equity as given above :

Particulars	Ref Note No.(Under 21 (c))	As at 31st March, 2019 (End of last period presented under Previous GAAP)	As at 1st April, 2018 (Date of transition)
Total equity (shareholders' funds) under Previous GAAP		183.96	160.59
Effect of fair valuation of Investments measured at Fair Value through Profit and Loss	(i)	11.85	4.27
Effect of fair valuation of Investments measured at Fair Value through Other Comprehensive Income	(ii)	676.38	693.14
Impact of Deferred Tax on above	(iii)	(0.00)	(0.00)
Total adjustments to Equity		688.22	697.41
Total Equity under Ind AS		872.18	858.00



iii) Reconciliation of Statement of Profit and Loss for the year ended March 31, 2019

(Rs. in lakhs)				
Particulars	Ref Note No.(Under 21 (c))	For the year ended 31st March, 2019 (as per Previous GAAP)	Ind AS Adjustments	For the year ended 31st March, 2019 (as per Ind AS)
I. Revenue from Operations				
(i) Dividend Income		0.84	-	0.00
(ii) Net Gain on Fair value changes	(i) & (ii)	56.53	(42.30)	14.23
Total Revenue from Operations (I)		57.37	(42.30)	14.23
III. Total Income		57.37	(42.30)	14.23
IV. Expenses				
(i) Other Expenses		0.63	(0.00)	0.00
Total Expenses (IV)		0.63	(0.00)	0.00
V. Profit before tax (III - IV)		56.74	(42.30)	14.23
Tax Expenses				
(i) Current Tax		10.88	-	10.88
(ii) Deferred Tax - charge/(credit)	(iii)	-	0.00	3.96
Total Tax Expenses (VI)		10.88	0.00	14.84
VII. Profit / (Loss) for the period (V - VI)		45.86	(42.30)	(0.61)
Other Comprehensive Income				
(i) Items that will not be reclassified to profit or loss	(ii)	-	0.00	33.12
(ii) Income Tax relating to above	(iii)	-	0.00	7.01
VIII. Total Other Comprehensive Income (i - ii)		-	0.00	26.11
Total Comprehensive Income for the period (VII + VIII)		45.86	(42.30)	25.50

iv) iv) Reconciliation of Total Comprehensive Income for the year ended March 31, 2019:

(Rs. in lakhs)			
Particulars	Ref Note No.(Under 21 (c))		For the Year ended 31st March, 2019
Net profit for the period under previous GAAP			46
Fair valuation of Investments in mutual funds measured at fair value through profit and loss	(i)		0
Gain on sale of equity instruments transferred to Other Comprehensive Income	(ii)		(50)
Effect of Taxes on above	(iii)		(0)
Net Profit/(Loss) for the period under Ind AS			(4)
Other Comprehensive Income (net of taxes)	(ii) & (iii)		26
Total Comprehensive Income for the period under Ind AS			22

v) Effect of Ind AS adoption on the statement of cash flows for the year ended 31st March, 2019

There is no impact on the Statement of Cash Flows for the year ended 31st March, 2019 due to adoption of Ind AS.

b) FIRST-TIME ADOPTION – Mandatory Exceptions and optional Exemptions

These financial statements are covered by Ind AS 101, “First Time Adoption of Indian Accounting Standards”, as they are the Company’s first Ind AS financial statements for the year ended 31st March, 2020.

i) Overall principle:

- a) The Company has prepared the opening balance sheet as per Ind AS as at 1st April, 2018 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying certain items from Previous GAAP to Ind AS as required under the Ind AS, and applying Ind AS in the measurement of recognized assets and liabilities. The accounting policies that the Company used in its opening Ind-AS Balance Sheet may have differed from those that it used for its previous GAAP. The resulting adjustments arising from events and transactions occurring before the date of transition to Ind-AS has been recognized directly in retained earnings at the date of transition.
- b) However, this principle is subject to certain optional exemptions availed by the Company as detailed below :

ii) Derecognition of financial assets and financial liabilities

The Company has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after 1st April, 2018 (the transition date).

iii) Impairment of financial assets

Ind AS 109 “Financial Instruments” requires the impairment to be carried out retrospectively, however, as permitted by Ind AS 101, the Company, has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

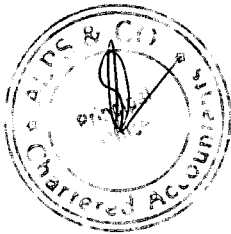
- c) Explanatory Notes to reconciliation between Previous GAAP and Ind AS
- i) Fair valuation of Investments in mutual funds
Under previous GAAP, investments in mutual funds were measured at lower of cost or market price.
Under Ind AS, these investments in mutual funds are measured at fair value through profit and loss and accordingly, difference between the fair value and carrying value is recognised in Statement of profit and loss.
On transition, the Company has recognised a gain of Rs. 11,84,684 and Rs. 4,27,395 as at 31st March, 2019 and 1st April, 2018 in respect of Mutual Funds with corresponding increase in total equity.
- ii) Investment in Equity Instruments
Under previous GAAP, investments in equity instruments were stated at cost less provision, if any, for diminution in value other than temporary.
Under Ind AS, the Company has made an irrevocable decision to consider equity instruments not held for trading to be recognised at Fair Value through Other Comprehensive Income.
On transition, the Company has recognised a gain of Rs. 6,76,37,963 and Rs. 6,93,13,728 as at 31st March, 2019 and 1st April, 2018 respectively in Other Comprehensive Income with corresponding increase in the carrying value of such investments
- iii) Taxation
Deferred tax has been recognized in respect of on accounting differences between previous GAAP and Ind AS. These adjustments have resulted increase in deferred tax liabilities and adjustment in equity by Rs. 1,65,93,483 and Rs. 1,54,96,838 as at 31st March, 2019 and 1st April, 2018 respectively.
- iv) Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with financial statements prepared under Ind AS.
- 22 The Company does not have any employee of its own, hence provisions of The Employees' Provident Funds Act, 1952, Employees State Insurance Act, 1948, The Payment of Bonus Act, 1965, The Payment of Gratuity Act, 1972 are not applicable to the Company.
- 23 The Directors have waived their respective sitting fees payable to them.
- 24 Segment Reporting
The Company operates mainly in one business segment i.e., investment activities and all other activities revolve around the main activity and as such there are no other reportable segment as identified by the Chief Operating Decision Maker of the company as required under Ind AS 108
- 25 The Appellate Authority of Reserve Bank of India (RBI) has rejected the Company's appeal against RBI's order dated 29th October, 2018 (Appellate Order) cancelling the Company's Certificate of Registration for the purpose of alleged failure to comply with the directions of RBI issued vide Circular No. RBI/2014-15/520 DNBF(PD) dated 27th March, 2015 requiring all NBFCs to attend a Net Owned Fund (NOF) of Rs. 200 lakhs by 31st March, 2017. The above appellate order was passed irrespective of the fact that the Company had an intrinsic Net Worth of Rs.751 lakhs as on 31st March, 2017 and Rs. 977 lakhs as on 31st March, 2018 and it has achieved NOF of Rs. 200 lakhs on 20th September, 2018 as required in terms of said circular. Without prejudice to the Company's contention against the above Appellate Order, in order to comply the same, the Company has since liquidated its investments whereby the Financial Assets has become less than 50% of the Total Assets of the Company required in terms of the Press Release 1998-99/1269 dated 8th April, 1999. The Company has since made an application for registration as NBFC which is pending before RBI and thereby, the accounts of the Company have been prepared on going concern basis.
- 26 Consequent to outbreak of COVID - 19 which has been declared a pandemic by the World Health Organisation (WHO), Government of India and State Governments have declared lockdown which have impacted business in general, earnings prospects causing erosion in value of companies. The resultant impact on the fair valuation of investment have been reflected in Profit or Loss and the Other Comprehensive Income statement of the Company. The stock exchanges were permitted to function uninterruptedly during the lockdown and as such investment and related operations of the Company were not affected substantially. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of financial and non-financial assets held by the Company. The eventual impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements. The Company will continue to monitor any material changes to the future economic conditions and the same will be considered on crystallisation.
- 27 These financial statements have been approved by the Board of Directors of the Company on 28th July, 2020 for issue to the shareholders for their adoption.

As per our report of even date



For ALPS & Co.,
Chartered Accountants
Firm Reg. No. 313332E

A K Khatawat
Partner
Membership No. : 052751

Place : Kolkata
Date : 28th July, 2020



For and on behalf of the Board

 
V. Matta I Choudhury
Director Director
DIN - 00338911 DIN - 00217838