VISAGAR
you dream. we create.

December 07, 2020
The Manager (Listing)
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 023
Fax No.2272 5092/3030

Ref : Scrip ID - **VISAGAR** Scrip Code - **531025**

Subject: Notice of the 27th Annual General Meeting and the Annual Report for the Financial Year 2019-2020

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Report for the Financial Year 2019-2020 along with the Notice of the 27th Annual General Meeting ("AGM") of the Company to be held on Tuesday, the 29th day of December, 2020 at 12.00 p.m. (IST) at 907-908, Dev Plaza, 9th floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai- 400058.

The said Notice which forms a part of the Annual Report for the financial year 2019-2020 has been sent electronically to the members whose e-mail IDs are registered with the Company/ Adroit Corporate Services Pvt. Ltd., Registrar and Share Transfer Agents of the Company and the Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited.

The Notice of the AGM and the Annual Report has also been uploaded on the website of the Company at www.vfsl.org.

Please take the same on your records and suitably disseminated at all concerned.

Thanking You,

Yours faithfully,

For Visagar Financial Services Limited.

VISAGAR FINANCIAL SERVICES LTD MUMBAI

(Tilokchand Kothari)
Director
00413627
Encl.: As Above

VISAGAR FINANCIAL SERVICES LIMITED

ANNUAL REPORT FY 2019-20

COMPANY INFORMATION

BOARD OF DIRECTORS

- Mr. Tilokchand Kothari -Director
- Mrs. Asha Kothari -Chairperson & Non-Executive Director
- Mr. Kailash Chhaparwal -Non-Executive Director
- Mr. Kuldeep Kumar -Non-Executive, Independent Director
- Ms. Madhu Bala Vaishnav -Non-Executive, Independent Director
- Mr. Sanjay Rajak -Non-Executive, Independent Director
- Mr. Kalpesh Khut -Chief Financial Officer
- Mr. Sagar Kothari -Chief Executive Officer (16.04.2019)
- Ms. Shalini Bose -Company Secretary and Compliance Officer (resigned w.e.f 06.05.2020)
- Ms. Kalpana Sajwan -Company Secretary (appointed w.e.f 03rd August, 2020)
- Mr. Pramod Goenka - Director

REGISTERED OFFICE

907-908, Dev Plaza, 9th Floor, Opp Andheri Fire Station, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai – 400058.

BANKER	AUDITORS	SECRETARIAL AUDITOR
HDFC Bank	S C MEHRA & ASSOCIATES LLP Chartered Accountants	VRG & Associates Practising Company Secretary

REGISTRAR AND SHARES TRANSFER AGENT

Adroit Corporate services (P)Ltd.
19/20, Jafferbhoy Industrial Estate, 1st Floor Makwana road, Marol Naka, Andheri (East), Mumbai-400059.

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VISAGAR FINANCIAL SERVICES LIMITED
CIN: L99999MH1994PLC076858
Registered Office: 907-908, Dev Plaza, 9th floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai- 400058.
Tel No.: 022-67424815 E-mail id: info@visagar.com Website: www.vfsl.org

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **M/s. VISAGAR FINANCIAL SERVICES LIMITED** will be held on Tuesday, December 29, 2020 at 12:00 p.m. at 907-908, Dev Plaza, 9th floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai- 400058, Maharashtra, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Kailash Ram Chhaparwal (DIN: 01211651), who retires by rotation and being eligible, offers herself for re-appointment.

Registered Office:
907-908, Dev Plaza, 9th Floor,
Opp. Andheri Fire Station, S.V. Road,
Andheri (W), Mumbai – 400058
Website: www.vfsl.org
Email: info@visagar.com

By Order of the Board of Directors
For Visagar Financial Services Limited

Sd/-
Tilokchand Kothari
Director
DIN: 00413627

Place: Mumbai
Date: 03.12.2020

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), which sets out details relating to Special Business at the meeting is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.

3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

4. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. The Company has notified closure of Register of Members and Share Transfer Books from December 23, 2020 to December 29, 2020 (both days inclusive) for the purpose of annual book closure.

7. Additional information pursuant to Regulations of SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.

8. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.

9. Members are requested to:

i) Bring their copy of Annual Report to the Meeting.
ii) Bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
iii) Quote their Registered Folio Nos. on all correspondence with the Company
iv) Register their e-mail address, if not already registered for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
v) Notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers, if shares are held by them in physical form. Those holding shares in dematerialized form should send the above information to the respective Depository Participants.
vi) Intimate the Registrar and Share Transfer Agents, M/s. Adroit Corporate Services (P) Ltd., for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
vii) Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services (P) Ltd., 19/20, Jafferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 2.00 p.m. prior to the date of the Meeting.

12. The Annual Report 2019-20 and Notice of the 27th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in electronic form to all the members whose email IDs are registered with the Company/Depository Participants(s). For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.

13. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website **www.vfsl.org** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: **info@visagar.com**.

14. The route map showing directions to reach the venue of the 27th Annual General Meeting is annexed herewith the Notice.

15. **Voting through electronics means:**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through poling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on **26th December 2020 (9.00 am)** and ends on **28th December, 2020 (05.00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd December, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for Remote e-voting through electronic means are as under:

a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

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

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

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vrp.cs.in@gmail.com**<Please mention the e-mail ID of Scrutinizer>** with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) **USER ID** **PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. a above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22nd December, 2020.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd December, 2020, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **info@adroitcorporate.com**.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com** or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poling paper.

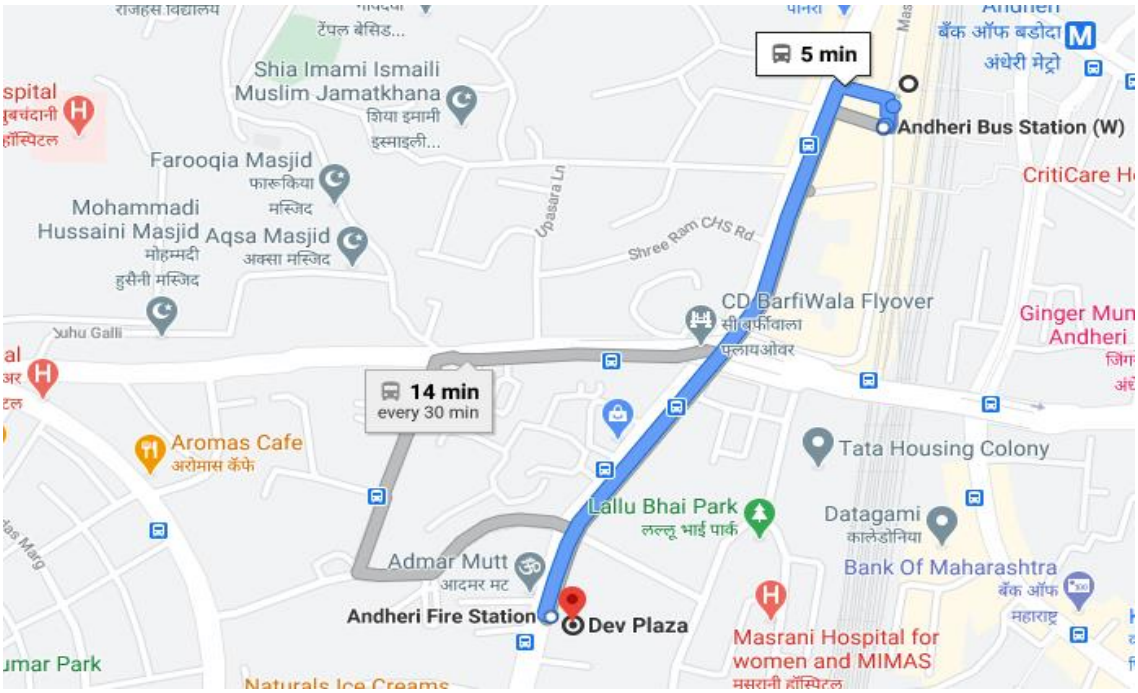
XIII. Ms. Nikita Kedia, Practising Company Secretary, Proprietor of N K M & Associates (Membership No. A54970) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz. www.vfsl.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING



Venue: 907-908, Dev Plaza, 9th floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai- 400058, Maharashtra.

DIRECTORS' REPORT

The Members,
VISAGAR FINANCIAL SERVICES LIMITED

Your Directors are pleased to present their **27th Annual Report** together with the Audited Financial Statements for the financial year ended March 31, 2020 and the Auditors Report thereon.

1. Business Performance

PARTICULARS	YEAR ENDED 31.03.2020	YEAR ENDED 31.03.2019
Revenue from operations	152,11,141	1,05,77,031
Other income	-	82,500
Gross Income	152,11,141	10,659,531
Total Expenses	180,55,952	1,00,51,023
Net Profit Before Tax	(28,44,811)	6,08,508
Provision for Tax	-	1,60,000
Net Profit After Tax	(28,44,811)	**4,48,508**

2. Operations and Future Plans

During the year under review the Company's Turnover has increased from Rs. 105.77 Lakhs in FY 18-19 to Rs. 152.11 Lakhs in FY 19-20 and the expenses during the year has also been increased from Rs. 100.51 Lakhs in FY 18-19 to Rs. 180.56 Lakhs in FY 19-20. However, there is net loss in the Company of Rs. 28.45 Lakhs compared to net profit of Rs. Rs. 4.49 Lakhs in the previous year.

Your Company is optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your Directors are hopeful that the results will be more encouraging.

Impact of Covid-19

During the last quarter of the year under review the incidence of Covid-19 developed into a global pandemic. The directors have assessed the impact of Covid-19 on the business at the balance sheet date and there are significant adverse impact in business revenue and changes as of the balance sheet date. The company continues to provide the services to its

customers, although some parts of the business have been disrupted due to the current lockdown conditions in most part of the country. Due to the worldwide uncertainty caused by Covid-19, and its potential to impact the company, the company has put in place mitigation plans to minimize the adverse impact on both revenue and profitability. The restrictions, lockdowns & growing concerns of the Covid-19 pandemic will materially affect the operations of the company.

3. Dividend

In order to plough back the profit, your Directors have not recommended any dividend for the year ended March 31, 2020.

4. Share Capital

The Issued, Subscribed & Paid up Capital of the Company as on March 31, 2020 stands at Rs. 65,018,000/- divided into 32,509,000 Equity Shares of Rs. 2/- each. During the period under review, the Company has not issued shares with differential voting rights nor granted any stocks options or sweat equity.

5. Transfer to Reserve

The Board does not propose to make transfer to reserves for the year 2019-20 as company has incurred net loss of Rs. 28.45 Lakhs as on March 31, 2020.

6. Directors and Key Managerial Personnel

i) Retire by Rotation:

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Kailash Ram Chhaparwal (01211651) Director of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers herself for reappointment.

ii) Change in Directors and Key Managerial Personnel's:

During the year under review, **Mr. Arvind Desai** (DIN: 00353903) has resigned from the position of Whole-time Director of the Company w.e.f. April 16, 2019 due to his disqualification as per the list issued by Ministry of Corporate Affairs. The Board considered and approved his resignation from the post of Directorship. The Board place on record its gratitude for the services rendered by him during the tenure as director of the Company.

Mr. Suranjan Upadhyay (DIN: 05287812) has resigned from the position of Independent Director of the Company w.e.f. April 16, 2019 due to personal reasons. The Board considered and approved his resignation from the post of Directorship. The Board place on record its gratitude for the services rendered by him during the tenure as director of the Company.

Further, upon recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors on April 16, 2019, **Mr. Sanjay Rajak** (DIN: 08417877) was appointed as the "Additional (Non-Executive Independent) Director" on the Board of Directors of your Company for a term of 5 (Five) years starting from April 16, 2019, which is subject to approval of the Members at the ensuing Annual General Meeting.

Mr. Sagar Tilokchand Kothari has been appointed as Chief Executive Officer of the Company in the Board Meeting held on April 16, 2019.

Further, upon recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors on April 16, 2019, there has been change in designation of **Mr. Kailash Ram Gopal Chhaparwal** from Independent Director to Non-Executive Director of the Company.

iii) Composition of Board of Directors and Key Managerial Personnel's:

As on the date of this Board's Report, i.e., as on August 03, 2020, your Company's Board of Directors comprises of the following Directors:

Name of the Director	Director Identification Number (DIN)	Category
Mr. Tilokchand Manaklal Kothari	00413627	Executive Director
Mrs. Asha Tilokchand Kothari	01040247	Chairperson & Non-Executive Director
Mr. Kailash Ram Gopal Chhaparwal	01211651	Non-Executive Director
Mr. Kuldeep Kumar	08373716	Non-Executive Independent Director

Mr. Sanjay Rajak	08417877	Non-Executive Independent Director
Ms. Madhu Bala Vaishnav	08376551	Non-Executive Independent Director

As on the date of this Board's Report, i.e., as on August 03, 2020, your Company's Key Managerial Personnel are as follows:

Name of KMP	Designation
Mr. Kalpesh Kantilal Khut	Chief Financial Officer
Mr. Sagar Tilokchand Kothari	Chief Executive Officer
Ms. Shalini Bose*	Company Secretary and Compliance Officer

* Ms. Shalini Bose resigned from the position of Company Secretary w.e.f 06.05.2020.

7. Board Evaluation

Your Board has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.

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

The performance of the Committees was evaluated by the board after seeking inputs from the Committee Members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

8. Meetings of the Board

During the year ended March 31, 2020, Six (6) Board Meetings were held by the Company on 16th April, 2019, 29th May, 2019, 13th August, 2019, 29th August, 2019, 13th November, 2019 and 13th February, 2020.

9. Details of Committees of the Board

Currently, the Company has three (3) Committees namely Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee. The detailed composition of various Committees is elucidated below:

i) Audit Committee

The Audit Committee comprises of three Directors as on 31st March, 2020 namely Mr. Kailash Chhaparwal, Mr. Kuldeep Kumar and Ms. Madhu Bala Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Chairman of the Committee is Mr. Kailash Chhaparwal who is an Independent Non-Executive Director. The recommendations of the Audit Committee are always welcomed and accepted by the Board & all the steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee. During the period ended 31st March, 2020, Five (5) Meetings of Audit Committee were held on 29th May, 2018, 13th August, 2018, 14th November, 2018, 14th February, 2019 and 30th March, 2019.

As on the date of this report i.e. August 03, 2020 the composition of Audit Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak**	Chairman	Independent, Non-Executive Director
Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

**Mr. Sanjay Rajak has been inducted as the Chairman of Audit Committee in place of Mr. Kailash Ram Gopal Chhaparwal in the Board Meeting held on April 16, 2019.

ii) Nomination & Remuneration Committee

The Committee was constituted pursuant to provisions under Section 178 of the Companies Act, 2013. As on 31st March, 2020; the Committee consists of three (3) Members, namely Mr. Kailash Chhaparwal, Mr. Kuldeep Kumar and Ms. Madhu Bala

Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Chairman of the Committee is Mr. Kailash Chhaparwal who is an Independent Non-Executive Director. During the year ended 31st March, 2020, Two (2) Committee Meeting was held on August 13, 2018 and February 14, 2019.

Nomination and Remuneration Committee Policy

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is annexed as **"Annexure A"** to this report. The policy is also available in the website of the Company i.e. http://vfsl.visagar.com/vfslinvestors.html

As on the date of this report i.e. August 03, 2020 the composition of Nomination and Remuneration Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak**	Chairman	Independent, Non-Executive Director
Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

**Mr. Sanjay Rajak has been inducted as the Chairman of Nomination and Remuneration Committee in place of Mr. Kailash Ram Gopal Chhaparwal in the Board Meeting held on April 16, 2019.

iii) **Stakeholders' Relationship Committee**

The Committee oversees all the matters relating to Stakeholders' grievances/complaints. The role of the Committee is to consider & resolve securities holders' complaint. As on 31st March, 2020; the Committee consists of three members, namely Mr. Kailash Chhaparwal, Mr. Kuldeep Kumar and Ms. Madhu Bala Vaishnav. The aforesaid Members of the Committee operate in the capacity of Independent Directors respectively. The Committee is chaired by Mr. Kailash Chhaparwal as Non-Executive Independent Director. During the year ended March 31, 2020, Four (4) Committee Meetings were held on 29th May, 2018, 13th August, 2018, 11th November, 2018 and 14th February, 2019.

As on the date of this report i.e. August 03, 2020 the composition of Stakeholders' Relationship Committee are as follows:

Name of Member	Designation	Category
Mr. Sanjay Rajak**	Chairman	Independent, Non-Executive Director
Mr. Kuldeep Kumar	Member	Independent, Non-Executive Director
Ms. Madhu Bala Vaishnav	Member	Independent, Non-Executive Director

**Mr. Sanjay Rajak has been inducted as the Chairman of Stakeholders' Relationship Committee in place of Mr. Kailash Ram Gopal Chhaparwal in the Board Meeting held on April 16, 2019.

10. Declaration of Independence from Independent Directors

Your Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013 from all the Independent Directors confirming that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

11. Internal Control Systems and their Adequacy

The Management continuously reviews the internal control systems and procedures for the proficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems. Apart from the above, the Company in consultations with the external and independent consultants adopted a policy for development and implementation of risk management for the company including identification of elements of risk, if any, that may threaten the existence of the Company and a mechanism to mitigate the same.

12. Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm that:

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

13. Change in the Nature of Business

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the NBFC (Non- Banking Financial Company) Sector.

14. Extract of Annual Return

The extract of Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") forms an integral part of this Report as "**Annexure B**".

15. Prevention of Sexual Harassment Policy

In order to prevent sexual harassment at workplace, your Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.

16. Auditors & their Report

a) Statutory Auditor:

S.C. Mehra & Associates, Chartered Accountants (Firm Registration No**:** 106156W) is the Statutory Auditors of the Company appointed at the AGM in the year 2017 for the period of 5 years till the conclusion of the Annual General Meeting to be held in the year 2022.

There is no audit qualification, reservation or adverse remark for the Financial year under review.

b) Secretarial Auditor:

In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, the Board of Directors have appointed M/S VRG & Associates, Practising Company Secretary as Secretarial Auditors to undertake Secretarial Audit of the Company for the financial year ended March 31, 2020. The Secretarial Audit Report is attached herewith marked as "Annexure C" and forms an integral part of this report.

The Secretarial Auditor has made and mentioned the following observation in his report:

1. ***During the year company has maintain minutes of board meeting and other committee in electronic mode.***

2. ***Annual Report for the Financial Year 2018-2019 the attached MGT-9 is pertaining for the year 31st March, 2018.***

3. ***As per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Newspaper publication is not uploaded for Intimation of Board Meeting for the quarter ended 31st December, 2019, 30th September, 2019 and 31st March, 2020.***

5. ***As per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Newspaper publication is not uploaded for Intimation of Board Meeting for the quarter ended 31st December, 2019, 30th September, 2019 and 31st March, 2020.***

c) Internal Auditor:

M/s. Lakhpat M Trivedi & Co., Chartered Accountants, Mumbai (Membership No. 109047) was appointed as Internal Auditor of the Company for the FY 2019-20 and the Internal Audit Report prepared by them was placed before the Audit Committee.

17. Risk Management

Risk Management is the process of identification, assessment, and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The policy has been hosted on Company's website **www.vfsl.org.**

18. Public Deposits

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

19. Particulars of Contracts/ Arrangements with Related Party

During the year, there were no related party transactions made in the Company, therefore Form AOC-2 is not applicable to the Company. The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: **http://vfsl.visagar.com/attachments/policyrtp.pdf.**

20. Particulars of Loans, Guarantees or Investments by the Company under section 186

Details of Loan, Guarantees and Investments covered under the provisions of the Act, are disclosed in the notes to the Financial Statements.

21. Material Changes affecting the financial position of the Company

During the year ended March 31, 2020, there were no material changes and commitments affecting the financial position of the Company have occurred to which financial results relate and the date of the Report.

22. Corporate Social Responsibility Committee

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company; hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

23. Dematerialisation of Shares

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No **INE309H01020** has been allotted for the Company Shares. Therefore,

the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant.

As on March 31, 2020, 87.88% of the paid up Equity Share Capital stands in Demat mode and the remaining 12.12% Equity Shares were held in physical mode, the details of which are as follows:

Particulars	No. of Shares	% of Total Capital
Held in Demat form with CDSL	1,70,94,424	52.58
Held in Demat form with NSDL	1,14,73,507	35.29
Held in physical mode	39,41,069	12.12

24. Listing of Shares

The shares of your Company are listed at BSE Limited. The applicable Annual Listing fees have been pending for payment to the Stock Exchange for the financial year 2019-20.

25. Subsidiary Companies

The Company does not have any Subsidiary Company.

26. Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, every listed Company is required to have a Vigil Mechanism/ Whistle Blower Policy for the Directors and employees to report their concerns and grievances. The Company has a Whistle Blower Policy in place and the same is also available on the web-site at the web-link http://vfsl.visagar.com/attachments/whistleblowerpolicyVigilmechanism.pdf

The Audit Committee of Directors are entrusted with the responsibility to oversee the Vigil mechanism.

27. Corporate Governance

In terms of Regulation 15(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance as specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of schedule V shall not be applicable in respect of companies having paid up equity share capital not exceeding Rs.10 Crore and Net worth not exceeding Rs.25 Crore as on the last day of the previous financial year.

As on March 31, 2020, the Equity Share Capital is Rs. 6,50,18,000 and Net worth is Rs. 12,05,45,104/-. Hence, the company is not providing a separate report on corporate governance, and also a certificate from the Company's Auditors confirming the compliance of Corporate Governance. However, the Company continues to adhere to the best practices prevailing in Corporate Governance and follows the same in its true spirit.

28. Secretarial Standards of ICSI

Pursuant to the approval given on April 10, 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. The Company is in compliance with the same.

29. Significant and Material Orders Passed by the Regulators or Courts:

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

30. Management Discussion and Analysis

Management Discussion and Analysis Report is appended to this Annual Report.

31. Particulars of Employees

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2019 – 20.

32. **Conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo**

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is to be regarded as Nil.

The Company has not entered into any technology transfer agreement.

33. Acknowledgement

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

By Order of the Board of Directors
For Visagar Financial Services Limited

	Sd/-	Sd/-
Date: June 29, 2020	**Tilokchand Kothari**	**Asha Kothari**
Place: Mumbai	**Director**	**Director**
	DIN: 00413627	**01040247**

ANNEXURE - A
Nomination & Remuneration Policy of the Company
THE APPOINTMENT POLICY FOR INDEPENDENT DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EXECUTIVES WILL BE AS UNDER-

(A) Independent Directors:

Independent Directors will be appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made thereunder & Listing Agreements entered with Stock Exchanges.

(B) Key Managerial Personnel (KMP):

KMP will be appointed by the resolution of the Board of Directors of the Company, based on qualifications, experience and exposure in the prescribed field. Removal of the KMP will also be done by the resolution of Board of Directors of the Company. Appointment/ Removal will be in accordance with the provisions of the Companies Act, 2013, rules made thereunder and Listing Agreements entered with Stock Exchanges.

(C) Senior Executives:

Senior Executive will be appointed by the Chairman and the Managing Director and/or Executive Director of the Company based on their qualifications, experience and exposure. Removal of the Senior Executives will also be by Chairman, Managing Director and/or Executive Director. Further, appointment and removal will be noted by the Board as required under clause 8(3) of Companies (Meeting of Board and its Powers) Rules, 2014.

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES WILL BE AS UNDER

The following will be the guiding factors with respect to remuneration to Directors, Key Managerial Personnel and other employees

(A) The objective of policy is directed towards having a compensation philosophy and structure that will reward and retain talent;

(B) Remuneration to Key Managerial Personnel and other employees will have a balance between fixed and incentive pay reflecting both short- and long-term performance objectives appropriate to the working of the Company and its goals and objectives. Such remuneration will generally comprise of fixed pay, bonus, ex-gratia, perquisites and other work-related benefits;

(C) The Remuneration to the key managerial personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and also the market conditions in the employment market.

ANNEXURE - B

FORM NO. MGT-9

Extract of Annual Return as on the financial year ended 31st March 2020

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

1. REGISTRATION AND OTHER DETAILS:

i.	CIN	L99999MH1994PLC076858
ii.	Registration Date	01.03.1994
iii.	Name of the Company	**VISAGAR FINANCIAL SERVICES LIMITED**
iv.	Category/Sub - Category of the Company	
v.	Category	Company Limited by Shares
vi.	Sub - Category	Indian Non-Government Company
vii.	Address of the Registered Office	907-908, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai- 400058.
viii.	Contact Details	022- 6742 4815 Email id: info@visagar.com
ix.	Whether listed company	Yes (listed on BSE Limited)
x.	Name, Address and Contact details of Registrar and Transfer Agent, if any	
xi.	Name	Adroit Corporate Services Pvt. Ltd
xii.	Address	19, Jaferbhoy Industrial Estate, 1st Floor Makwana Rd, Marol Naka, Mumbai-400059.
xiii.	Contact	Tel: 022-42270400/2850/3748 Fax No.: 022 -28503748 Email id: info@adroitcorporate.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Non-Banking Finance Companies	64990	100%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
	None				

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual / HUF	0	0	0	0	0	0	0	0	-
b) Central Govt									
c) State Govt(s)	0	0	0	0	0	0	0	0	-
d) Bodies Corp	800000	0	800000	2.46	800000	0	800000	2.46	-
e) Banks / FI	0	0	0	0	0	0	0	0	-
f) Any Other	936000	0	936000	2.88	936000	0	936000	2.88	-
Subtotal(A)(1)	**1736000**	**0**	**1736000**	**5.34**	**1736000**	**0**	**1736000**	**5.34**	**-**
2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	-
b) Other-Individuals	0	0	0	0	0	0	0	0	-
c) Bodies Corp.	0	0	0	0	0	0	0	0	-
d) Banks / FI	0	0	0	0	0	0	0	0	-
e) Any	0	0	0	0	0	0	0	0	-

Other….									
Subtotal(A)(2	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**-**
Total Shareholding of Prom & Prom. Group (A)= (A)(1)+(A)(2)	**1736000**	**0**	**1736000**	**5.34**	**1736000**	**0**	**1736000**	**5.34**	**-**
B. Public Shareholding									
1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	-
b) Banks / FI	0	0	0	0	0	0	0	0	-
c) Central Govt	0	0	0	0	0	0	0	0	-
d) State Govt(s)	0	0	0	0	0	0	0	0	-
e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
f) Insurance Companies	0	0	0	0	0	0	0	0	-
g) FIIs	0	0	0	0	0	0	0	0	-
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	-
i) Others (specify)	0	0	0	0	0	0	0	0	-
Subtotal(B)(1)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**-**
2) Non Institutions									-
a) Bodies Corp.									
(i) Indian	14588362	2801770	17390132	53.49	14555053	870770	15425823	47.45	(6.04)
(ii) Overseas	0	0	0	0	0	0	0	0	0

b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5638849	1139299	6778148	20.85	5635264	211000	5846264	17.68	(2.87)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6581796	0	6581796	20.25	6619290	2859299	9478589	29.16	8.91
c) Others									
(i)Clearing Member	600	0	600	0	0	0	0	0.00	0.00
(ii)NRIs	22125	0	22125	0.07	22125	0	22125	0.07	0.00
(iii)Trust	199	0	199	0.00	199	0	199	0.00	0.00
Subtotal(B)(2)	**26831931**	**3941069**	**30773000**	**94.66**	**26831931**	**3941069**	**30773000**	**94.66**	**0.00**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**26831931**	**3941069**	**30773000**	**94.66**	**26831931**	**3941069**	**30773000**	**94.66**	**0.00**
Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**28567931**	**3941069**	**32509000**	**100**	**28567931**	**3941069**	**32509000**	**100.00**	**0.00**

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1.	Sib Sagar Trade and Agencies Pvt. Ltd.	8,00,000	2.46	0	8,00,000	2.46	0	-
2.	Tilokchand Kothari	9,36,000	2.88	0	9,36,000	2.88	0	-
	TOTAL	**17,36,000**	**5.34**	**0**	**17,36,000**	**5.34**	**0**	**- -**

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

S. No.	Name of the Shareholder	Shareholding at the beginning 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
1.	**Sib Sagar Trade and Agencies Pvt. Ltd.**				
	At the beginning of the year	8,00,000	2.46	8,00,000	2.46
	Increase/Decrease during the year	0	0	0	0
	At the End of the year	**8,00,000**	**2.46**	**8,00,000**	**2.46**

2.	**Tilokchand Kothari**				
	At the beginning of the year	9,36,000	2.88	9,36,000	2.88
	Increase/Decrease during the year	0	0	0	0
	At the End of the year	**9,36,000**	**2.88**	**9,36,000**	**2.88**

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

Sr. No	**Name of Shareholder**	**Shareholding at the beginning of the year**		**Change in Shareholding during the year**		**Shareholding at the end of the year**	
		No. of shares	**% of total Share Capital**	**Increase (No. of Shares)**	**Decrease (No. of Shares)**	**No. of shares**	**% of total Share Capital**
1.	Bhaavoshali Management Services Pvt. Ltd.	23,01,894	7.08	-	-	23,01,894	7.08
2.	Aryadeep Infrahomes Pvt. Ltd.	2182975	6.71	-	-	2182975	6.71
3.	Dulcet Advisory Private Ltd.	1162693	3.58	-	-	1162693	3.58
4.	Chandika Vinimay Private Ltd.	10,10,000	3.11	-	10,10,000	0	0
5.	Seabird Distributors Private Ltd	8,82,424	2.71	-	-	8,82,424	2.71
6.	Turbot Marketing Private Ltd.	8,47,395	2.61	-	-	8,47,395	2.61
7.	Rashel Agrotech Ltd.	806126	2.48	-	-	806126	2.48
8.	RRP Management Services Private Ltd.	7,36,258	2.26	-	-	7,36,258	2.26
9.	Seabird Retails Private Ltd.	6,15,968	1.89	-	-	6,15,968	1.89
10	Economy Suppliers Private Ltd.	5,53,287	1.70	-	2100	5,51,187	1.70
11	Pramodkumar Jain Securities Pvt Ltd	521494	1.60	-	-	521494	1.60

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning 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
1.	**Mr. Tilokchand Kothari**				
	At the beginning of the year	9,36,000	2.88	9,36,000	2.88
	Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	**9,36,000**	**2.88**	**9,36,000**	**2.88**

5. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the FY				
i) Principal Amount	--	3,68,25,000	---	3,68,25,000
ii) Interest due but not paid	--	---	---	---
iii) Interest accrued but not	--	---	---	---
Total(i+ii+iii)	**--**	**3,68,25,000**		**3,68,25,000**
Change in Indebtedness during the FY				
- Addition	--	--	--	--
- Reduction	--	2,31,34,500	--	2,31,34,500
Net Change	**--**	**(2,31,34,500)**	**--**	**(2,31,34,500)**
Indebtedness at the end of the FY				

i) Principal Amount	---	1,36,90,500	---	1,36,90,500
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
Total (i+ii+iii)	---	**1,36,90,500**		**1,36,90,500**

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **Remuneration to Managing Director, Whole-time Directors and/ or Manager**

Sl. No.	**Particulars of Remuneration**	**Name of MD/ WTD/ Manager**	**Total Amount**
1.	Gross salary (a) Salary as per provisions contained in section17(1) of the Income Tax Act, 1961 (b)Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c)Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify…		
5.	Others, please specify	-	-
6.	Total (A)	-	-

- **Remuneration to other directors**

Sl. No.	Particulars of Remuneration		Mr. Kailash Chhaparwal	Mrs. Asha Kothari	Total Amount
	Independent Directors • Fee for attending Board/Committee Meetings • Commission • Others, please specify	--	--	--	--
	Total (1)	**--**	**--**	**--**	**--**
	Other Non-Executive Directors • Fee for attending Board / committee meetings • Commission • Others, please specify	--			--
	Total (2)	**--**	**--**	**--**	**--**
	Total (B)=(1+2)	**--**	**--**	**--**	**--**

Sl. No.	Particulars of Remuneration	Mr. Sanjay Rajak	Mr. Kuldeep Kumar	Ms. Madhubala Vaishnav	Total Amount
	Independent Directors • Fee for attending Board/Committee Meetings • Commission • Others, please specify	--	--	--	--
	Total (1)	**--**	**--**	**--**	**--**
	Other Non-Executive Directors • Fee for attending Board / committee meetings • Commission • Others, please specify	--			--
	Total (2)	**--**	**--**	**--**	**--**
	Total (B)=(1+2)	**--**	**--**	**--**	**--**

- **Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO (Sagar Kothari)	**Shalini Bose (Company Secretary)**	**CFO (Kalpesh Khut)**	**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) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17 (3) of Income Tax Act, 1961	-- -- --	5,43,000 -- --	6,01,804 -- --	11,44,804 -- --
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission - as % of profit - others, specify…	--	--	--	--
5.	Others, please specify	--	--	--	--
	Total	**--**	5,43,000	6,01,804	11,44,804

7. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were No Penalties/ Punishment/Compounding of Offences for the year ending 31st March, 2018.

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By Order of the Board of Directors
For Visagar Financial Services Limited

Sd/- **Sd/-**

Date: December 03, 2020 **Tilokchand Kothari** **Asha Kothari**
Place: Mumbai **Director** **Director**
DIN: 00413627 **01040247**

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANICAL YEAR ENDED 31ST MARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
VISAGAR FINANCIAL SERVICES LIMITED
907-908, Dev Plaza, 9th Floor, Opp. Andheri Fire Station,
S.V. Road, Andheri (W), Mumbai-400058

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VISAGAR FINANCIAL SERVICES LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

On the basis of verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020**, complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b. The Securities and Exchange Board of India (Depositaries and Participants) Regulations, 2018;

c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(vi) Based on the representations made by the Company and its officers and my verification of the relevant records on test check basis, the Company has adequate system and process in place for compliance with the following laws applicable specifically to the Company:

a. The Reserve Bank of India Act, 1934, as applicable to Non- banking Financial Companies;

b. Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016;

c. Master Direction - Monitoring of frauds in NBFCs (Reserve Bank) Directions, 2016;

d. Master Direction – Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016;

e. Master Direction – Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;

f. Master Direction – Information Technology Framework for the NBFC Sector;

g. Master Direction - Know Your Customer (KYC) Direction, 2016;

h. Prevention of Money Laundering Act, 2002 and the Rules made thereunder; and;

i. Various Circulars, Notifications, Directions, Guidelines, Master Circulars issued by the Reserve Bank of India from time to time in respect of Non-Systemically Important Non-Deposit taking Non-Banking Financial Company;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (BSE).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Circulars, Notifications, Directions, Guidelines, Standards, etc. mentioned above subject to the following observation:

1. ***During the year company has maintain minutes of board meeting and other committee in electronic mode.***

2. ***Annual Report for the Financial Year 2018-2019 the attached MGT-9 is pertaining for the year 31st March, 2018.***

3. ***As per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Newspaper publication is not uploaded for Intimation of Board Meeting for the quarter ended 31st December, 2019, 30th September, 2019 and 31st March, 2020.***

4. ***As per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Newspaper publication is not uploaded for Intimation of Board Meeting for the quarter ended 31st December, 2019, 30th September, 2019 and 31st March, 2020.***

Other Statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:

(i) Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contract basis, as related to wages, gratuity, provident fund, ESIC, compensation etc;

(ii) Stamps Acts and Registration Acts of respective states;

(iii) Acts as prescribed under Direct Tax and Indirect Tax;

(iv) Land Revenue laws of respective states;

(v) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

(vi) Such other Local laws as applicable to the Company and its offices/ branches.

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in compliance with the provisions of the Act and Rules made thereunder and Secretarial Standards on Board Meetings, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the period under review, decisions were carried out with unanimous approval of the Board and no dissenting views were observed, while reviewing the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, circulars, notifications, directions and guidelines.

I further report that during the audit period the Company has undertaken following event/action having a major bearing on the Company's affairs in pursuance of the above

referred laws, acts, rules, regulations, circulars, notifications, directions, guidelines, standards:

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961, Service tax Act, Central excise Act and Rules including CENVAT Rules & Custom Act, I have relied on the reports given by the Statutory Auditors of the Company.

I further report that during the audit period, the Company has not undertaken event/action having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. referred to above.

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

For VRG & Associates
Practicing Company Secretaries

Sd/-
Vijay Ramesh Gupta
Proprietor
Membership No: 33236
C. P No: 22478
UDIN: A033236B000546628

Date: 03/08/2020
Place: Mumbai

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

Annexure-I

To,
The Members,
VISAGAR FINANCIAL SERVICES LIMITED
907-908, Dev Plaza, 9th Floor, Opp. Andheri Fire Station,
S.V. Road, Andheri (W), Mumbai-400058

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of the procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VRG & Associates
Practicing Company Secretaries

Sd/-
Vijay Ramesh Gupta
Proprietor
Membership No: 33236
C. P No: 22478
UDIN: A033236B000546628

Date: 03/08/2020
Place: Mumbai

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Part C (10) (i) of Schedule V of Security and Exchange Board of India
(Listing Obligation and Disclosure Requirements) Regulations, 2015)

To
The Members,
Visagar Financial Services Limited

We have examined the status of the directorship of the all the directors of the Company, in our opinion and to the best of our information, we certify that none of Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such other Statutory Authority.

For VRG & Associates
Practicing Company Secretaries

Sd/-
Vijay Ramesh Gupta
Proprietor
Membership No: 33236
C. P No: 22478
UDIN: A033236B001345690

Date: 29.11.2020
Place: Mumbai

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Part C (10) (i) of Schedule V of Security and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015)

To
The Members,
VISAGAR FINANCIAL SERVICES LIMITED

We have examined the status of the directorship of the all the directors of the Company, in our opinion and to the best of our information, we certify that none of Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such other Statutory Authority.

For VRG & Associates
Practicing Company Secretaries

Sd/-
Vijay Ramesh Gupta
Proprietor
Membership No: 33236
C. P No: 22478
UDIN: A033236B001345690

Date: 29.11.2020
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- **INDUSTRY OVERVIEW**

Non-Banking Financial Companies (NBFC) are an integral part of the Indian Financial system, augmenting competition and diversification in the financial sector and complementing the banking system. The Indian NBFC sector has been providing credit to customers in the underserved and unbanked areas. Their channelling the savings and investments of customers and the subsequent capital formation is necessary for India's economic growth and development. Their ability to innovate products in conformity with the needs of their clients is well established.

Classification of NBFCs based on activities undertaken

1. **Asset Finance Company (NBFC-AFC)** - Financing of physical assets supporting productive/economic activity, including automobiles, tractors and generators.
2. **Loan Company**- Providing finance by extending loans or otherwise for any activity other than its own but does not include an AFC.
3. **Investment Company**- Acquiring securities for the purposes of selling.
4. **Infrastructure Finance Company (NBFC-IFC**)- Providing infrastructure loans.
5. **Systemically Important Core Investment Company (CIC-ND-SI)** - Acquiring shares and securities for investment in mainly equity shares.
6. **Infrastructure Debt Fund (NBFC-IDF)-** For facilitating flow of long-term debt into infrastructure projects.
7. **Micro Finance Institution (NBFC-MFI)-** Extending credit to economically disadvantaged groups as well support Micro, Small and Medium Enterprises (MSMEs).
8. **Factor (NBFC-Factor)**- Undertaking the business of acquiring receivables of an assignor or extending loans against the security interest of the receivables at a discount.
9. **NBFC–Non-Operative Financial Holding Company (NOFHC)-** For permitting promoter groups to set up a new bank.
10. **Mortgage Guarantee Company (MGC)-** Undertaking mortgage activities.
11. **Account Aggregator (NBFC-AA)-** Collecting and providing the information of customers' financial assets in a consolidated, organised and retrievable manner to the customer or others as specified by the customer.
12. **Non-Banking Financial Company -** Peer to Peer Lending Platform (NBFC-P2P) providing an online platform to bring lenders and borrowers together to help mobilise unsecured finance.

NBFCs operate at higher yields mainly because they cater to underserved markets. Their operating cost as well as bad debt expenditure is lower compared to banks due to:

- Better risk appreciation and management.
- Lower cost due to lean and focused business models.
- Better service through faster response and personalised approach.

According to CRISIL, NBFCs in India are expected to see 18% Compounded Annual Growth Rate (CAGR) for the next two-and-a-half years and raise their share in total credit to 19% by 2020. The home loans segment, the largest business segment for NBFCs, is expected to grow at a steady CAGR of 18% over the next three years as they focus on self-employed customers and lower ticket size.

The NBFCs' market share in the wholesale finance business is expected to increase from 12% in 2014 to 19% in 2020. Home loans, the largest business segment for non-banks, is expected to grow at a steady CAGR of about 18% over the next three fiscals, owing to sharper focus of HFCs on self-employed customer segment and lower ticket sizes. With regulatory guidelines and government policy driving developers to focus on the affordable housing market, there lies huge opportunity for growth by investing and financing these properties. Since the Pradhan Mantri Awas Yojana provides home buyers with a Credit Linked Subsidy Scheme, the effective rate of interest payment falls below rental yields. This, in turn, improves the conditions for buying affordable housing property, empowering Housing Finance Companies (HFCs) and NBFCs to invest more in this segment.

SHARE OF NBFCs IN TOTAL CREDIT BY 2020 19%

Growth Drivers

Improving macro-economic fundamentals

The cross-sectional distribution pattern of the industry is determined by the performance of the economy. The macro-economic vulnerabilities at the domestic front have declined because of improvement in growth outlook, fall in inflation and recovery in industrial production data. With rising investor sentiment and business confidence, industry growth is likely to be fuelled by lending in the future.

Strong regulatory initiatives

The RBI has been tightening regulations to manage the risk in the sector and has been proposing higher capital and provisioning requirements. It has also been stressing on higher disclosures to safeguard public money and prevent systemic shocks. In addition, the RBI has taken rapid preventive actions in addressing specific issues to manage systemic risk. It has issued an ombudsman scheme for NBFCs, offering a grievance redressal mechanism for their customers.

Outlook

NBFCs continue to be an integral part of the country's financial service ecosystem. The expected reforms and drive towards various core sectors will provide more opportunities to the NBFCs to create significant financial inclusion and employment opportunities across the country. In line with the government's vision to achieve inclusive growth, the next key step is to include the unbanked population in the formal financial system. This will empower them and result in a significant increase in the average per capita income. Government policies, combined with the financial services industry's efforts to look for growth, will augment financial inclusion.

- **BUSINESS & FINANCIAL PERFORMANCE**

The Company was originally incorporated on March 01, 1994 as Inca Finlease Private Limited. The Company was further converted from private to public on July 08, 1994 after its name was Inca Finlease Limited. The name of the Company was later changed to Visagar Financial services Limited (VFSL) on February 11, 2011. VFSL being a registered NBFC with RBI has been primarily engaged in the business of investing in securities of listed and unlisted companies. The investment portfolio of your Company is diversified across various sectors such as Financial Services, Education, Real Estate, among others.

The management uses estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit / loss for the year.

During the year under review the Company's Turnover has decreased from Rs. 532.65 Lakhs in FY 2017-18 to Rs. 105.77 Lakhs in FY 18-19 and the expenses during the year has also been decreased from Rs. 529.24 Lakhs in FY 2017-18 to Rs. 100.51Lakhs in FY 18-19. However, there is increase in net profit in the Company of Rs. 4.49 Lakhs compared to net profit of Rs. 2.81 Lakhs in the previous year.

Your Company is optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your Directors are hopeful that the results will be more encouraging.

RISK & CONCERNS

As a non-deposit taking NBFC, the Company is subject to regulations by Indian governmental authorities, including the Reserve Bank of India. Also, as the Company operates in various lines of businesses, it is governed by different Indian regulators across these businesses. Their laws and regulations impose numerous requirements on the Company, including asset classifications and prescribed levels of capital adequacy,

solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the laws and regulations that could adversely affect the Company's performance.

Any slowdown in economic growth in India could cause the business of the Company to suffer. Recently, the growth in industrial production has been variable. Any slowdown in the Indian economy, and in particular in the demand for housing and infrastructure, could adversely affect the Company's business. Similarly, any sustained volatility in global commodity prices, including a significant increase in the prices of oil and petroleum products, could once again spark off a new inflationary cycle, thereby curtailing the purchasing power of the consumers. VFSL manages these risks by maintaining a conservative financial profile and following prudent business and risk management practices.

Opportunities

- Low retail penetration of financial services / products in India
- Tremendous brand strength and extensive distribution reach
- Opening of the financial sector in India in near future
- Opportunity to cross sell services
- Increasing per-capita GDP
- Changing demographic profile of the country in favour of the young

Threats

- Inflationary pressures and slowdown in policy making
- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Attraction and retention of human capital

SEGMENT-WISE PERFORMANCE

The Company's main business is giving loans, investment securities of listed and unlisted companies, etc. All the activities of the Company are related to its main business. As such there are no separate reportable segments.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. An effective system of internal control allows the NBFCs to assume additional risks in a calculated manner while minimizing financial surprises and protecting itself from significant financial loss. Thus, internal control is an

integral component of risk management. The Internal control checks and internal audit programmes adopted by our Company plays an important role in the risk management feedback loop, in which the information generated in the internal control process is reported back to the Board and Management. The internal control systems are modified continuously to meet the dynamic change.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

Relations remained cordial with employees at all levels during the year. During the year under review, industrial relations have generally remained healthy, cordial and harmonious.

CAUTIONARY STATEMENT

The Statements in this Management's Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual Result might differ materially from those expressed or implied.

The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

CERTIFICATION FROM EXECUTIVE DIRECTOR/CFO/CEO

To,
The Board of Directors,
Visagar Financial Services Limited

We hereby certify the following as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2020 and that to the best of our knowledge and belief :

   a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.

3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4) We further certify that:

   a. there have been no significant changes in internal control over financial reporting during the period under review;

   b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and

c. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

	Sd/-	Sd/-	Sd/-
	Tilokchand Kothari	**Kalpesh Khut**	**Sagar Kothari**
Place: Mumbai	**Director**	**Chief Financial Officer**	**Chief Executive Officer**
Date: 03.08.2020	**DIN: 00413627**		

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Visagar Financial Services Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Visagar Financial Services 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 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 Financial Statements give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and total comprehensive income (including other comprehensive income), 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no matters to be key financial matter to be communicated in our report.

Responsibilities of Management for the Financial Statements

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

Going Concern

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exits 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 exits, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatement in the standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement 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 and significant deficiencies in internal control that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

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

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

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

(c) Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

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

(e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**.

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

i. The Company does not have 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.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 'B'** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For S C Mehra& Associates LLP
Chartered Accountants
FRN : 106156W/W100305

Sd/-
CA S C Mehra
Partner
Membership No. 039730

Place : Mumbai
Date: 29.06.2020

UDIN: 20039730AAAADW6158

Annexure "A" to the Auditors' Report

Referred to in Paragraph 1(g) under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of Visagar Financial Services Limited of even date

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 **Visagar Financial Services Limited** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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.

For S C Mehra& Associates LLP
Chartered Accountants
FRN : 106156W/W100305

Sd/-
CA S C Mehra
Partner
Membership No. 039730

Place : Mumbai
Date: 29.06.2020

ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 2 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of Visagar Financial Services Limited of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we report that: -

i. In respect of companies fixed assets:
   a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
   b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
   c) According to the information and explanations given to us, the Company does not own any immovable properties.

ii. a) As explained to us, There is no physical verification of inventory during the year & inventories are in demat form, Therefore, paragraph 3(ii) of the Order is not applicable.

iii. According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii) (a), (b) and (c) of the order are not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in

respect of grant of loans, making investment and providing guarantees and securities, as applicable.

v. In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, to the extent applicable, have been complied with. We are informed by the management that no order has been passed by the Company Law Board (CLB), National Company Law Tribunal (NCLT) or Reserve Bank of India (RBI) or any Court or any other Tribunal.

vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the companies Act, 2013 for the business activities carried out by the company, thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii.

a) According to information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess, Professional Tax and other material statutory dues applicable to it with the appropriate authorities.
b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess, Professional Tax and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

viii. Based on our audit procedures and on the basis of information and explanations given by the management, The Company has not taken any loans from banks, debenture holders, Government or any Financial Institution, Therefore, paragraph 3(viii) of the Order is not applicable.

ix. Based on audit procedure and on the basis of information and explanation given by the management, The Company did not raise any money by way of term loan, Initial Public offer or further public offer, Therefore, paragraph 3(ix) of the Order is not applicable.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the company has not paid / provided any managerial remuneration, Therefore, paragraph 3(xi) of the Order is not applicable.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.

xiv. During the Year, the company has not made any preferential allotment or private placement of shares fully or partly paid convertible debentures and hence, reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In Our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with

its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The company is required to be registered under Section 45 IA of Reserve Bank of India Act, 1934 and the registration has been obtained.

For S C Mehra& Associates LLP
Chartered Accountants
FRN : 106156W/W100305

Sd/-
CA S C Mehra
Partner
Membership No. 039730

Place : Mumbai
Date: 29.06.2020

Balance Sheet as at March 31, 2020							
							(Amount in Rs)
PARTICULAR			Notes	As at 31.03.2020		As at 31.03.2019
ASSETS							
	Non - Current Assets						
		Property, Plant and Equipment	2	10,484		18,298
		Capital work in Progress					
		Investment Properties					
		Goodwill		-		-
		Other Intangible Assets		-		-
		Intangible assets under development		-		-
		Investments accounted for using the equity					
		Method					
		Financial Assets					
		i) Investments	3	526,91,578		52,779,342
		ii) Loans & Advances	4	625,69,798		83,373,249
		iii) Other Financial Assets	5	-		-
		Deferred Tax Assets		-		-
		Other non-current assets	6	23,15,065		2,315,065
		Total non-current assets		**117,586,925**		**138,485,954**
	Current Assets						
		Inventories	7	167,41,183		22,018,327
		Financial Assets					
		i) Investments					
		ii) Trade Receivables	8	5,301		7,795
		iii) Cash and Cash equivalents	9	7,47,668		511,579
		iv) Bank balance other than (iii) above					
		v) Loans		-		-
		vi) Other financial assets		-		-
		Current Tax Assets	10	284,629		99,255
		Other Current Assets	11	11,025		22,050
		Total current assets		**177,89,806**		**22,659,006**
	TOTAL ASSETS			**135,376,731**		**161,144,960**

	EQUITY AND LIABILITIES						
	EQUITY						
		Equity Share Capital		12	65,018,000		65,018,000
		Other Equity		13	55,527,104		58,371,916
	Total Equity				**120,545,104**		**123,389,916**
	LIABILITIES						
	Non-Current Liabilities						
		Financial liabilities					
		i) Borrowings			-		-
		ii)Other Financial Liabilities			-		-
		Provisions		14	225,000		225,000
		Employee benefit obligations			-		-
		Deferred Tax Liabilities		15	16,328		16,328
		Government grants			-		-
		Other non-current liabilities			-		-
	Total non-current liabilities				**241,328**		**241,328**
	Current Liabilities						
		Financial Liabilities					
		i) Borrowings		16	13,690,500		36,825,000
		ii) Trade Payables		17	-		-
		iii) Other Financial Liabilities			-		-
		Provisions			-		-
		Employee benefits obligations			-		-
		Government grants			-		-
		Current tax liabilities		18	61,320		220,000
		Other Current Liabilities		19	8,38,479		468,716
	Total current liabilities				**14,590,229**		**37,513,716**
	TOTAL LIABILITIES				**14831627**		**37755044**
	TOTAL EQUITY AND LIABILITIES				**135,376,731**		**161,144,960**

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No. 106156W/W100305

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Place : Mumbai
Date : 29.06.2020

For Visagar Financial Services Limited

Sd/-
(Tilokchand Kothari)
Director
DIN: 00413627

Sd/-
(Asha Kothari)
Director
DIN: 01040247

Sd/-
(Shalini Bose)
Company Secretary

Sd/-
(Kalpesh Khut)
Chief Financial Officer

Sd/-
(Sagar Kothari)
Chief Executive Officer

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

(Amount in Rs.)

	PARTICULARS	Notes	2019-20	2018-19
	Income			
	Revenue from Operations	20	15,211,141	10,577,031
	Other Income	21	-	82,500.00
	Total Income		**15,211,141**	**10,659,531**
	Expense			
	Purchases of Stock-In-Trade	22	78,40,691	8,872,638
	Change In Inventories of Stock In Trade	23	52,77,144	(1,050,849)
	Employees Benefit Expenses	24	21,18,045	1,017,705
	Finance Cost	25	4,558	1,260
	Depreciation and Amortisation Expense	2	7,814	16,495
	Other Expenses	26	28,07,700	1,193,774
	Total Expenses		**18,055,952**	**10,051,023**
	Profit / (Loss)Before Tax		**-2,844,811**	**608,508**
	Tax expense			

	Current Tax			-		160,000
	Deferred Tax			-		-
	Profit / (Loss) for the period			-2844,811		448,508
	Other Comprehensive Income			-		-
	Total Comprehensive Income / (Loss) for the period			**-2844,811**		**448,508**
	Earnings per equity share:		27			
	Basic and Diluted			(0.0875)		0.0138
	[Face Value Rs. 2 each]					
Summary of Significant Accounting Policies			1			
The accompanying notes are an integral part of Financial Statements						
As per our report of even date.						

For S C Mehra & Associates LLP **For Visagar Financial Services Limited**
Chartered Accountants
Firm Registration No. 106156W/W100305

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Sd/-
(Tilokchand Kothari)
Director
DIN: 00413627

Sd/-
(Asha Kothari)
Director
DIN: 01040247

Place : Mumbai
Date : 29.06.2020

Sd/-
(Shalini Bose)
Company Secretary

Sd/-
(Kalpesh Khut)
Chief Financial Officer

Sd/-
(Sagar Kothari)
Chief Executive Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2020:

		2019-20	2018-19
PROFIT BEFORE TAX		(28,44,811)	6,08,508
DEPR		7,814	16,495
OPERATING PROFIT BEFORE		**(28,36,997)**	**6,25,003**
CHANGE IN WORKING CAPITAL		-	-
OTHER NON-CURRENT INVESTMENTS		87,764	2,07,10,207
Non-current financial loan assets		2,08,08,451	(88,41,595)
inventories		52,77,144	(10,50,849)
trade receivable		(2,494)	1,21,323
current financial loan assets		-	-
other current assets		(73,593)	(53,388)
current tax assets		(100,756)	(44,932)
current financial borrowing		(2,31,34,500)	(1,35,00,680)
trade payables		53,906	(49,463)
other financial liabilities		(158,680)	1,60,000
other current liabilities		315,845	3,93,686
net change in working capital		**236,090**	**(15,30,688)**
Income tax payable		**-**	**(1,60,000)**
cash flow from operating activities	**a**	236,090	(16,90,688)
purchase of property plant and equipement		-	
cash flow from investing activities	**b**		
Cash flow from financing activites			
proceeds form issue of share capital	**c**	-	
	a+b+	236,090	

c		(16,90,688)
cash op.balance	511,579	22,02,267
cash cl. Balance	747,669	5,11,579
cash & cash at the end of year	236,090	(16,90,688)

For S C Mehra & Associates LLP
Services Limited
Chartered Accountants
Firm Registration No. 106156W/W100305

For Visagar Financial

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

Sd/-
(Tilokchand Kothari)
Director
DIN: 00413627

Sd/-
(Asha Kothari)
Director
DIN: 01040247

Place : Mumbai
Date : 29.06.2020

Sd/-
(Shalini Bose)
Company Secretary

Sd/-
(Kalpesh Khut)
Chief Financial Officer

Sd/-
(Sagar Kothari)
Chief Executive Officer

1Significant Accounting Policies

1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules,2015 and other relevant provisions of the Act.

These financial statements for the year ended 31st March, 2020 are the second financials with comparatives, prepared under Ind AS and the financial statements for the year ended 31st March, 2020 are the first financials with comparatives, prepared under Ind AS. For all previous periods, the Company had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rule, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2018.

The financial statements have been prepared on a historical cost basis, except for the following:

a) Certain financial assets and liabilities that are measured at fair value;
b) Assets held for sale-measured at lower of carrying amount or fair value less cost to sell;
c) Defined benefit plans – plan assets measured at fair value;

1.2 Summary of Significant Accounting Policies

a) Current vs Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.
A liability is current when:

- Expected to be settled in normal operating cycle.
- Held primarily for the purpose of trading
- Due to be settled within twelve months after reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalent. The Company has identified twelve months as its operating cycle.

b) Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.
The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

c) Property, Plant & Equipment

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Property, plant & equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. In case of assets acquired in exchange for a non-monetary asset, the cost of such an item of property, plant and equipment is measured at fair value unless (a) the exchange transaction lacks commercial substance or (b) the fair value of neither the asset received nor the asset given up is reliably measurable. All other repair and maintenance costs are recognised in profit or loss as incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d) Depreciation on Property, Plant & Equipment

Depreciation on Property, Plant & Equipment is calculated on a written down value (WDV) basis using the rates arrived at based on the useful lives estimated by the management which is as per the rates specified in Schedule II to the Companies Act, 2013.

e) Inventories

Inventories are valued at the lower of cost or net realizable value.

f) Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

g) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Employee Benefits

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

i) Taxation

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against

which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses, are recognised in the statement of profit and loss.

k) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to any provision is presented in the statement of profit or loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as part of finance costs.

l) Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

m) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.
For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

n) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

(1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and

(2) Those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.
Debt Instruments:
Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments into following categories:
Amortised Cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised

cost. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit and loss: Assets that do not meet the criteria for amortised cost are measured at fair value through Profit and Loss. Interest income from these financial assets is included in other income.

Equity instruments:

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

o) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company

- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per shares

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

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Notes to Financial Statements as at and for the year ended March 31, 2020

Note 2. Property, Plant and Equipment **(Amount in Rs.)**

	Computer	Electric Equipment	Furniture & Fixture	Total
Gross Carrying amount				
Deemed Cost as at 1st April, 2018	4,04,584	35,888	41,320	4,81,792
Additions	-	-	-	-
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2019	4,04,584	35,888	41,320	4,81,792
Additions	-	-	-	-
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2020	**4,04,584**	**35,888**	**41,320**	**4,81,792**
Accumulated Depreciation				
Balance as at 1st April, 2018	3,85,771	28,663	34,817	4,49,351
Additions	10,688	1,871	1,684	16,495
Disposals	-			-
Reclassification as held for sale	-			-
Balance as at 31st March, 2019	**3,96,459**	**30,534**	**36,501**	**4,65,746**
Additions	5,180	1,386	1,248	7,814
Disposals	-	-	-	-
Reclassification as held for sale	-	-	-	-
Balance as at 31st March, 2020	**4,01,639**	**31,920**	**37,749**	**4,73,460**
Net carrying amount				
Balance as at 1st April, 2018	**18,813**	**7,225**	**6,503**	**32,540**
Balance as at 31st March, 2019	**8,125**	**5,354**	**4,819**	**18,297**
Balance as at 31st March, 2020	**2,945**	**3,968**	**3,571**	**10,484**

Note 3. Investments				
	As at 31.03.2020		As at 31.03.2019	
PARTICULARS	No. of Shares/ Units	Amount (Rs.)	No. of Shares/ Units	Amount (Rs.)
Investment in quoted Shares				
Maharashtra Corporation Ltd	434430	27,27,771	434430	2,727,771
Shalimar Production Ltd	1000113	24,60,278	1000113	2,460,278
Visagar Polytex Ltd (warrant)	-	46,20,000	4620000	4620000
Osiajee Texfeb Ltd	40000	4,00,000	40000	400000
Total (a)		**10,208,049**		**10,208,049**
Investment in Unquoted Shares				
Trisha Media Ltd	2241850	22418500	2241850	22418500
Visagar Textiles Pvt. Ltd.	50000	500,000	50000	500,000
Sagar Portfolio Pvt. Ltd.	21400	5,350,000	21400	5,350,000
Mystic Electronics Limited	171860	85,92,986	173615	8680750
Mukta Agriculture limited	280401	56,22,043	280401	56,22,043
Total (b)		**42,483,529**		**42,571,293**
Other Investment				
UTI Investment Fund		0		0
Total (c)		**-**		**-**
Total (a+b+c)		**52,691,578**		**52,779,342**

	As at 31.03.2020	As at 31.03.2019
Note 4. Loans		
(Unsecured, considered good)		
Loans & Advances	62,569,798	83,373,249
	62,569,798	**83,373,249**
Note 5. Othet Financial Assets		
Advance given against shares	0	0
	0	**0**
Note 6. Other Non Current Assets		
Advance Payment of Tax	2,315,065.00	2,315,065.00
	2,315,065.00	**2,315,065.00**
Note 8. Trade Receivables		
(Unsecured considered good)		
Outstanding for a period exceeding Six Month		
Other	5,301	7,795
	5,301	**7,795**
Note 9. Cash and Cash Equivalents		
Balances with Scheduled Bank	275875	444,601
Cash on Hand	471,793	66,978
	747,668	**511,579**
Note 10. Current Tax Assets		
Balance with Government Authorities	284,629	99,255
	284,629	**99,255**
Note 11. Other Current Assets		
Share Issue expenses	11,025	22,050
	11,025	**22,050**
Note 14. Provisions		
Provision for tax	130,000	130,000
Provision for Sub-Assets	95,000	95,000
	225,000	**225,000**
Note 15. Deferred Tax Liabilities		
Deferred Tax Liability		
- On account of Depreciation difference	16,328	16,328
	16,328	**16,328**
Note 16. Borrowings		
Short Term Borrowings	13,690,500	36,825,000
	13,690,500	**36,825,000**
Note 17. Trade Payables		

Creditors against shares not received	-	-
Due to Others	-	-
	-	**-**
Note 18. Current Tax Liabilities		
Provisions for tax	61,320	220,000
Statutory due Payable	-	-
	61,320	**220,000**
Note 19. Other Current Liabilities		
Outstanding expenses	768,479	418,716
Other Liabilities	70,000	50,000
	838,479	**468,716**

			(Amount in Rs)
	As at 31.03.2020		**As at 31.03.2019**
Note 12. Equity Share Capital			
Authorised			
35,000,000 [31st March 2020: 35,000,000 and 1st April 2017: 35,000,000] Equity Shares of Rs. 2 each	70,000,000		70,000,000
Issued, Subscribed and Fully Paid up			
32,509,000 [31st March 2020: 32,509,000 and 1st April 2017: 32,509,000] Equity Shares of Rs.2 each	65,018,000		65,018,000
	65,018,000		**65,018,000**

A. Reconciliation of the number of shares				
Equity Shares	As at 31st March 2020		As at 31st March 2019	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the year	32,509,000	65,018,000	32,509,000	65,018,000
Balance as at the end of the year	32,509,000	65,018,000	32,509,000	65,018,000
B. Details of equity Shares held by shareholders holding more than 5% of the aggregate				

shares in the Company				
Name of Shareholder	As at 31st March 2020		As at 31st March 2019	
	Nos.	% of Holding	Nos.	% of Holding
Bhavoshali Management Services Pvt. Ltd.	2,301,894	7.08	2301894	7.08
Aryradeep Infrahomes Pvt. Ltd.	2,182,975	6.71	1709775	5.26
Total	**4,484,869**	**13.79**	**4,011,669**	**12.34**

C. Terms/ Rights Attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of Rs. 1 per share. Each holder of Equity shares is entitled to one vote per share.

Note 13. OTHER EQUITY				
Reserve & Surplus				
	Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance as at 1st April, 2018	**59991000**	**24791**	**-20,92,381**	**57,923,410**
Profit for the year	0	0	448,508	**448,508**
Other comprehensive income for the year	0	0	-	**-**
Total comprehensive income for the year	0	0	448,508	**448,508**
Balance as at 31st March, 2019	**59991000**	**24791**	**-1,643,873**	**58,371,918**
Balance as at 1st April, 2019	**59991000**	**24791**	**-1,643,873**	**58,371,918**
Profit for the year	0	0	-28,44,812	**-28,44,812**
Other comprehensive income for the year	0	0	-	**-**
Total comprehensive income for the year	0	0	-28,44,812	**-28,44,812**
Balance as at 31st March, 2020	**59991000**	**24791**	**-44,88,685**	**5,55,27,104**

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

A. EQUITY SHARE CAPITAL	Notes	(Amount in Rs)
As at 1st April, 2018		**65,018,000.00**
Changes in equity share capital		-
As at 31st March, 2019		**65,018,000.00**
Changes in equity share capital		-
As at 31st March, 2020		**65,018,000.00**

B. OTHER EQUITY

(Amount in Rs)

	Reserve & Surplus		
	Securities Premium Reserve	**Retained Earnings**	**Total**
Balance as at 1st April, 2018	**59991000**	**-20,92,381**	**57,923,410**
Profit for the year	0	448,508	**448,508**
Other comprehensive income for the year	0	-	**-**
Total comprehensive income for the year	0	448,508	**448,508**
Balance as at 31st March, 2019	**59991000**	**-1,619,082**	**58,371,918**
Balance as at 1st April, 2019	**59991000**	**-1,619,082**	**58,371,918**
Profit for the year	0	-28,44,812	**-28,44,812**
Other comprehensive income for the year	0	-	**-**
Total comprehensive income for the year	0	-28,44,812	**-28,44,812**
Balance as at 31st March, 2020	**59991000**	**-44,63,893**	**5,55,27,104**

Note 7. Inventory

(Amount in Rs.)

	As at 31.03.2020		As at 31.03.2019	
	No. of Shares/ Units	**Amount (Rs.)**	**No. of Shares/ Units**	**Amount (Rs.)**
BCL Enterprises ltd	46936	724,024	1875	15068
Brijlaxmi Leasing Finance Limited	300	75	300	75
Chhatisgarh Industries Limited	-	-	18036	141007
Dhenu Buildcon Ltd.	93282	264832	93282	264832
Everlon Synthetics Limited	-	-	20020	45972
Filmcity Media Limited	4130850	3750000	4130850	3,749,986
Finaventure Capital Limited	870	53827	870	4915
Garnet International Ltd	240	17400	240	17400
Gratex India Limited	-	-	12000	248564
IND Renewable Energy Limited	-	-	28740	1
Monnet Ispat & Energy Limited	-	-	17	378
Mangalam Industries Finance Ltd	1000	360		
Mukta Agriculture Limited	122608	966,616	241333	47,514
Mystic Electronics Limited	590850	4604530	19713	996503
Nouveau Global Venture Ltd	60222	968335	-	-
Osiajee	5559	185609	410	3977
Pearl Electronics Limited	-	-	17037	1
Pincon Life	-	-	23683	3552505
Rashel Agrotech Limited	129769	163509	129769	163509
Sagar Productions	207	2936	448	6355
Satra Choice	-	-	29215	79396
Satra Properties Limited	-	-	33874	232235
Sintex Industries Limited	-	-	500	59459
SMZ Chemicals Ltd	142	1420	-	-
Speciality Papers Limited	11500	96600	11500	96600

Stratmont Industries Ltd	18036	325549	-	-
Triupp Intetnational Fin India limited	5000	42150	5000	42150
Usha Mart Limited	-	-	-	-
Vantage Coporate Services Limited	43877	332759	43877	332759
Zenith Birla Limited	23503	211997	23503	211997
Zodiac ventures limited	2829	126320	119119	5331039
Powerhouse Gym	-	-	84000	2520000
Asian Tea	1100	20480	1100	20480
Radford Global	560500	3110775	560500	3110775
Rander Corporation	61520	722860	61520	722860
		167,41,183		**22,018,327**

Notes to Financial Statements as at and for the year ended March 31, 2020

(Amount in Rs.)

		As at 31.03.2020		**As at 31.03.2019**
Note 20. Revenue from Operations				
Sale of Shares		132,91,720		5,373,969
Interest on non-current investments		18,12,890		4,346,692
Dividend		271		28
Profit/Loss on sale of shares		1,06,260		856,342
		15,211,141		**10,577,031**
Note 21. Other Income				
Misc. Income		-		82,500.00
		-		**82,500.00**
Note 22. Purchase of Stock In Trade				
Purchases		7,840,691		8,872,638
		7,840,691		**8,872,638**
Note 23. Change in Inventories of Stock-In-Trade				
Inventory at the Beginning		220,18,327		20,967,478
Inventory at the End		167,41,183		22,018,327
		5,277,144		**(1,050,849)**
Note 24. Employees Benefit Expenses				
Salaries and Bonus		2,118,045		1,017,705
		2,118,045		**1,017,705**
Note 25. Finance cost				
Bank Charges		4,558		632

Interest		-		628
		4,558		**1,260**
Note 26. Other Expenses				
Advertisement & Sales Promotion Expenses		56,416		11,330
Commission Expenees		-		450,000
General Expenses		22,39,235		255,666
Legal & Professional Charges		38,000		112,900
Printing, Stationery & Communication		97,549		41,378
Director Sitting Fees		4,000		0
Listing Fees		3,22,500		272,500
Auditor's Remuneration				
Audit Fees		50,000		50,000
		2,807,700		**1,193,774**

Note 27. Earning Per Share				
Basis for calculation of Basic and Diluted Earnings per share				
is as under:				
Profit after tax (Rs.)		-2,844,811		448,508
Weighted Average Number of Equity Shares (Nos)		32,509,000		32,509,000
Face Value of each Equity Share (Rs.)		2		2
Basic and Diluted Earning Per Equity Share (Rs.)		-0.0875		0.0138

Note 28. Fair Value

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments

(Amount in Rs.) Carrying Value

	As at	**As at**
	31.03.2020	**31.03.2019**
Financial Assets		
Investments	52691578	52779342
Loans- Loans & Advances to others		
- Loans & Advances to others	62569798	83373249
Other Financial Assets - Deposits	0	0
Trade Receivables	5301	7795

Cash & Cash equivalents	747668	511579
Total	**116,014,345**	**136,671,965**
Financial Liabilities		
Borrowings	13,690,500	36,825,000
Trade Payables		
- Trade Payables to others	0	0
Other Financial Liabilities		
- Other Payables	838,479	468,716
Total	**14,528,979**	**37,293,716**
The management assessed that Carrying Values approximate their fair value largely due to the short-term maturities of these instruments, hence the same has not been disclosed.		

29. Related Party Transactions

Name of related parties in Transactions with company and description of relationship

Key Managerial Personnel (KMP):

Mr. Sagar Kothari	- Chief Executive Officer
Ms. Shalini Bose	- Company Secretary
Mr. Kalpesh Khut	- Chief Financial Officer

30. Transaction with Related Parties during the Year

Remuneration to Key Managerial Personnel (KMP)

(Amount in Rs.)

Name of Related Party	Nature of Transaction	Year ending March 31, 2020	Year ending March 31, 2019
Mr. Sagar Kothari	Remuneration	NA	NA
Ms. Shalini Bose	Remuneration	5,43,000	364,876
Mr. Kalpesh Khut	Remuneration	6,01,804	393,478

**Mr. Sagar Kothari appointed w.e.f 16.04.2019.*
***Mr. Kalpesh Khut appointed w.e.f. 13.08.2018.*
****Mr. Arvind Desai whole time director has been resigned w.e.f. 16.04.2019 and during the year no remuneration has been drawn by him.*

In accordance with Accounting Standard Ind AS 108 'Operating Segment' the Company has only one reportable business segment and have only one reportable geographic segment in India.

31. Capital Risk Management:

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

32. **Contingent Liabilities:** Nil (Previous Year – Nil)

33. Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: 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.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk.

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 exposed to credit risk from its operating activities (primarily trade receivables and deposits to landlords) and from its financing activities. The Company generally doesn't have collateral.

Trade Receivables and Security Deposits

Customer credit risk is managed by business through the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of each customer is assessed and credit limits are defined in

accordance with this assessment. Outstanding customer receivables and security deposits are regularly monitored.

Liquidity Risk

The company's principal source of liquidity is cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived

34. First time adoption of Ind AS

The Company has adopted Ind As for the first time in the year ended on 31st March, 2018. This is the second-year company have prepared Financials according to Indian Accounting Standard.

Exemption Applied

Ind AS 101 allows first-time adopters certain mandatory and voluntary exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the exemption with respect to Property, Plant & Equipment.

As permitted by IND AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant & equipment.

Estimates

The estimates at 1st April 2018 and at 31st March 2019 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to

reflect any differences in accounting policies) apart from impairment of financial assets based on expected credit loss model where application of Indian GAAP did not require estimation.

35. The following reconciliations provides a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

    a) Reconciliation of Balance Sheet as at April 1, 2018

    b) Reconciliation of Balance Sheet as at March 31, 2019

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

Reconciliation of Balance Sheet as at April 1, 2018

(Amount in Rs.)

Assets	**Regrouped Previous GAAP**	**Ind AS Adjustment**	**Ind AS**
1) Non-Current Assets			
a) Property, Plant & Equipment	34,793	-	34,793
b) Financial Assets			
i) Investments	734,89,549	-	734,89,549
ii) Loans	745,31,654	-	745,31,654
iii) Other Financial Assets	-		-
c) Deferred Tax Assets	-	-	-
d) Other non-current	22,50,622		22,50,622

assets			
2) Current Assets			
a) Inventories	2,09,67,478	-	2,09,67,478
b) Financial Assets			
i) Trade Receivables	1,29,118	-	1,29,118
ii) Cash and Cash Equivalents	22,02,267	-	22,02,267
iii)Loans	-	-	-
c) Current tax Assets	54,323	-	54,323
d) Other Current Assets	33,075	-	33,075
Total	**17,36,92,879**	**-**	**17,36,92,879**
Equity and Liabilities			
1) Equity			
a) Equity Share Capital	6,50,18,000	-	6,50,18,000
b) Other Equity	5,79,23,408	-	5,79,23,408
2) Non-Current Liabilities			
a) Deferred Tax Liabilities	16,328	-	16,328
b) Provisions	2,25,000		2,25,000
3) Current Liabilities			

a) Financial Liabilities			
i) Borrowings	5,03,25,680	-	5,03,25,680
ii) Trade Payables	49,463	-	49,463
iii)Other Financial Liabilities	-	-	-
b) Current tax liabilities	60,000		60,000
c)Other Current Liabilities	75,000	-	75,000
Total	**17,36,92,879**	**-**	**17,36,92,879**

Reconciliation of Balance Sheet as at March 31, 2019

(Amount in Rs.)

Assets	**Regrouped Previous GAAP**	**Ind AS Adjustment**	**Ind AS**
1) Non-Current Assets			
a) Property, Plant & Equipment	18,298	-	18,298
b) Financial Assets			
i) Investments	5,27,79,342	-	5,27,79,342
ii) Loans	8,33,73,249	-	8,33,73,249
iii)Other Financial Assets	-		-

c) Deferred Tax Assets	-	-	-
d) Other non-current assets	23,15,065		23,15,065
2) Current Assets			
a) Inventories	2,20,18,327	-	2,20,18,327
b) Financial Assets			
i) Trade Receivables	7,795	-	7,795
ii) Cash and Cash Equivalents	5,11,579	-	5,11,579
iii) Loans	-	-	-
c) Current tax Assets	99,255	-	99,255
d) Other Current Assets	22,050	-	22,050
Total	**16,11,44,960**	**-**	**16,11,44,960**
Equity and Liabilities			
1) Equity			
a) Equity Share Capital	6,50,18,000	-	6,50,18,000
b) Other Equity	5,83,71,916	-	5,83,71,916

2) Non-Current Liabilities			
a) Deferred Tax Liabilities	16,328	-	16,328
b) Provisions	2,25,000		2,25,000
3) Current Liabilities			
a) Financial Liabilities			
i) Borrowings	3,68,25,000	-	3,68,25,000
ii) Trade Payables	-	-	-
iii)Other Financial Liabilities	-	-	-
b) Current tax liabilities	2,20,000		2,20,000
c)Other Current Liabilities	4,68,716	-	4,68,716
Total	**16,11,44,960**	**-**	**16,11,44,960**

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

(Amount in Rs.)

	Regrouped Previous GAAP	**Ind AS Adjustment**	**Ind AS**
Revenue from Operations	1,05,77,031	-	1,05,77,031
Other Income	82,500	-	82,500
Total Income	**1,06,59,531**	**-**	**1,06,59,531**
Expenses			
Purchases of Stock-In-Trade	88,72,638	-	88,72,638
Changes in Inventories of Stock-In-Trade	(10,50,849)	-	(10,50,849)
Employee Benefit Expenses	10,17,705	-	10,17,705
Finance Cost	1,260	-	1,260
Depreciation and Amortisation Expense	16,495	-	16,495
Other Expenses	11,93,774	-	11,93,774
Total Expenses	**1,00,51,023**	**-**	**1,00,51,023**
Profit Before Tax	**6,08,508**	**-**	**6,08,508**
Tax Expense			
Current Tax	1,60,000	-	1,60,000

Deferred Tax	-	-	-
Profit for the period	4,48,508	**-**	4,48,508
Other Comprehensive Income	**-**	**-**	**-**
Total Comprehensive Income for the period	**4,48,508**	**-**	**4,48,508**

36. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.

37. There was no expenditure/earning in Foreign Currency during the year.

For S C Mehra & Associates LLP
Chartered Accountants
Firm Registration No. 106156W/W100305

Sd/-
(CA S C Mehra)
Partner
M. No: 039730

For Visagar Financial Services Limited

Sd/-
(Tilokchand Kothari)
Director
DIN: 00413627

Sd/-
(Asha Kothari)
Director
DIN: 01040247

Place : Mumbai
Date : 29.06.2020

Sd/-
(Shalini Bose)
Company Secretary

Sd/-
(Kalpesh Khut)
Chief Financial Officer

Sd/-
(Sagar Kothari)
Chief Executive Officer

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VISAGAR FINANCIAL SERVICES LIMITED
L99999MH1994PLC076858
Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400 058.
Tel.: +91-22-67424815, Website: www.visagarpolytex.in E-mail Id: contact@visagar.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXYHOLDER:
_____

I hereby record my presence at the 27th Annual General Meeting of the Company held on Tuesday, December 29, 2020 at 12.00 P.m. at 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400058.

_____
Signature of Shareholder/Proxyholder

Note:

Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

..... (Tear Here).....

VISAGAR FINANCIAL SERVICES LIMITED
L99999MH1994PLC076858
Regd Office: 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400 058.
Tel.: +91-22-67424815, Website: www.visagarpolytex.in E-mail Id: contact@visagar.com

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

Name of the Member(s) : _____
Registered Address : _____
Email ID : _____
Folio No./Client ID/DP ID : _____

I/We, being the member(s) of _____shares of the above named Company, hereby appoint:

Name:_____ Address : _____
_____
Email ID: _____ Signature: _____or failing him
Name:_____ Address : _____
_____
Email ID: _____ Signature: _____or failing him
Name:_____ Address : _____
_____
Email ID:_____ Signature: _____

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **27th Annual General Meeting of the Company held on Tuesday, December 29, 2020 at 12.00 p.m. at 907-908, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400058** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Adoption of financial statements for the year ended as at March 31, 2020 and Reports of Directors' and Auditors' thereon. 2. Re-appointment of Mr. Kailash Ram Chhaparwal, who retires by rotation.	Nil

Signed this _____ day of_____ 2020.

_____ _____

Signature of Shareholder (holders) Signature of the proxy

Notes:

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

907-908, Dev Plaza,
Opp. Andheri Fire Station,
S. V. Road, Andheri – West,
Mumbai – 400 058.