PREM SOMANI FINANCIAL SERVICES LIMITED

Registered Office: 42, Jai Jawan Colony, Scheme No. 3 Durgapura, Jaipur-302018, Rajasthan
Contact No. 9829051268, Email Id: limitedpsfs@gmail.com
CIN: L67120RJ1991PLC006220
Website: www.psfs.co.in

Date: July 16, 2021

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001 (Maharashtra)

Ref: Prem Somani Financial Services Limited, Scrip Code: 530669

Sub.: Disclosure under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")-Submission of Notice of Annual General Meeting and Annual Report of the company for the Financial Year 2020-21.

Dear Sir / Ma'am,

Pursuant to Regulation 34 and all other the applicable provisions of the Listing Regulations, we wish to inform your good office that the 30th Annual General Meeting of the company will be held on Monday, August 09, 2021 at 11: 00 A.M. via Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

We are enclosing herewith the annual report for the financial year 2020-21. The same has been made available on the Company website www.psfs.co.in and on the website of CDSL at www.evotingindia.com

This is for your intimation and records.

Kindly take the same on record.
Thanking you,

Yours Faithfully,

FOR PREM SOMANI FINANCIAL SERVICES LIMITED

For Prem Somani Financial Services Ltd.

Company Secretary

PRIYA GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
M. NO. A34581

PREM SOMANI FINANCIAL SERVICES LIMITED

ANNUAL REPORT

2020-21



CORPORATE INFORMATION

✓ BOARD OF DIRECTORS	✓ KEY MANAGERIAL PERSONNEL
• **Mr. Lionel Anthony Velloz** **DIN: 02675063** **Additional Director designated as a Managing Director (W.e.f. 31.03.2021)** • **Mr. Dinesh Kumar Bohra** **DIN: 02352022** **Additional Director & CFO (W.e.f. 31.03.2021)** • **Ms. Sonali Gupta** **DIN: 08729522** **Additional Director, (Non-Executive)** **(W.e.f. 31.03.2021)** • **Mr. Nagendra Nagraj Nallu** **DIN: 07733329** **Additional Director (Independent)** **(W.e.f. 31.03.2021)** • **Mr. Hemant Bohra** **DIN: 03559879** **Additional Director (Independent)** **(W.e.f. 31.03.2021)** • **Mr. Nawal Kumar Somani** **DIN: 08094850** **Director, (Non-Executive)** **(W.e.f.-31.03.2021)** • **Mrs. Prem Lata Somani** **DIN: 00287433** **Director, (Non-Executive)** **(Up to 31.03.2021)** • **Mr. Om Prakash Bansal** **DIN: 00440540** **Director (Independent)** **(Up to 31.03.2021)**	• **Mr. Jitendra Khandelwal** **Chief Financial Officer** **(Up to 28.02.2021)** • **Ms. Aayushi Pareek** **Company Secretary** **(Up to 28.02.2021)** • **Mr. Dinesh Kumar Bohra** **Chief Financial Officer (W.e.f. 31.03.2021)** • **Ms. Priya Gupta** **Company Secretary (W.e.f. 01.04.2021)**

• **MR. VIMAL KUMAR GUPTA** **DIN: 08657469** **Director (Independent)** **(Up to 17.02.2021)**	
✓ **AUDITORS** • **M/s SAPRA & CO.,** Chartered Accountants, STATUTORY AUDITORS (Up to 05.08.2020) • **M/s RAJVANSHI & ASSOCIATES.,** Chartered Accountants**,** STATUTORY AUDITORS (w.e.f. 26.09.2020) • **M/s V.M & ASSOCIATES,** Company Secretaries**,** SECRETARIAL AUDITORS • **M/s GHYANSHYAM RATHI & CO.,** Chartered Accountants**,** INTERNAL AUDITORS (Up to 05.08.2020) • **M/s SHUBHAM KAUSHIK & CO.** Chartered Accountants**,** INTERNAL AUDITORS (w.e.f. 10.11.2020)	✓ **REGISTRAR AND TRANSFER AGENT** **ALANKIT ASSIGNMENTS LIMITED** 205-208 Anarkali Complex Jhandewalan Extension New Delhi-110055
✓ **REGISTERED OFFICE** 42, Jai Jawan Colony, Scheme No. 3 Durgapura, Jaipur-302018, Rajasthan E-mail: limitedpsfs@gmail.com Website: www.psfs.co.in	✓ **BANKERS** **HDFC BANK**

BOARD COMMITTEES

BOARD MEMBERS	AUDIT COMMITTEE	NOMINATION AND REMUNERATION COMMITTEE	STAKEHOLDERS RELATIONSHIP COMMITTEE	INDEPENDENT DIRECTOR COMMITTEE
Mr. Lionel Anthony Velloz (Additional Director designated as Managing Director) (W.e.f. 31.03.2021)	Mr. Hemant Bohra Additional Director (Independent) (W.e.f. 31.03.2021)	Ms. Sonali Gupta Additional Director, (Non-Executive) (W.e.f. 31.03.2021)	Ms. Sonali Gupta Additional Director, (Non-Executive) (W.e.f. 31.03.2021)	Mr. Nagendra Nagraj Nallu Additional Director (Independent) (W.e.f. 31.03.2021)
Mr. Dinesh Kumar Bohra (Additional Director and CFO) (W.e.f. 31.03.2021)	Mr. Nagendra Nagraj Nallu Additional Director (Independent) (W.e.f. 31.03.2021)	Mr. Hemant Bohra Additional Director (Independent) (W.e.f. 31.03.2021)	Mr. Hemant Bohra Additional Director (Independent) (W.e.f. 31.03.2021)	Mr. Hemant Bohra Additional Director (Independent) (W.e.f. 31.03.2021)
Ms. Sonali Gupta Additional Director, (Non-Executive) (W.e.f. 31.03.2021)	Mr. Dinesh Kumar Bohra (Additional Director and CFO) (W.e.f. 31.03.2021)	Mr. Nagendra Nagraj Nallu Additional Director (Independent) (W.e.f. 31.03.2021)	Mr. Nagendra Nagraj Nallu Additional Director (Independent) (W.e.f. 31.03.2021)	
Mr. Hemant Bohra Additional Director (Independent) (W.e.f. 31.03.2021)				

Mr. Nagendra Nagraj Nallu **Additional Director (Independent)** **(W.e.f. 31.03.2021)**				
Mr. Nawal Kumar Somani **Director** **(Non-Executive)** **(W.e.f. 31.03.2021)**				
Ms. Priya Gupta (w.e.f. 01.04. 2021) **(Company Secretary and Compliance Officer)**				

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NOTICE OF AGM

Notice is hereby given that the 30th Annual General Meeting ("AGM/Meeting") of the members of Prem Somani Financial Services Limited will be held on Monday, August 09, 2021 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements together with the reports of the Board of Directors and the Auditors thereon:**

   To adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.

2. **Appointment of director liable to retire by rotation:**

   To appoint a director in place of Mr. Nawal Kumar Somani (DIN: 08094850) who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS

3. **Appointment of Mr. Lionel Anthony Velloz (DIN: 02675063) as Managing Director of the Company**

   To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to provisions of Section 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Lionel Anthony Velloz (DIN: 02675063), who was appointed as an Additional Director designated as Managing Director of the Company by the Board of Directors in their meeting held on dated March 31, 2021 and who holds office until the date of the Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company liable to retire by rotation.

   RESOLVED FURTHER THAT pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association of the Company and all other applicable rules, laws and acts (if any), and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals as may be applicable, approval of the members of the company be and is hereby accorded for the appointment of **Mr. Lionel Anthony Velloz (DIN: 02675063)** as Managing Director of the Company for a period of 3 years w.e.f March 31, 2021 on the terms and conditions

including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution and as specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-:

1. He shall be appointed as the Managing Director for a term of three years with effect from March 31, 2021 to March 30, 2024.
2. He shall not be entitled for any remuneration during his tenure as Managing Director of the company.
3. He will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company.
4. No sitting fee shall be paid to Mr. Lionel Anthony Velloz, for attending the meetings of Board of Directors or any committee thereof.
5. He shall be liable to retire by rotation.
6. Where in any financial year, the Company has no profits or its profits are inadequate, the no remuneration shall be paid to Mr. Lionel Anthony Velloz, and subject to the applicable provisions of Schedule V to the said Act.

Other Terms & Conditions:

Mr. Lionel Anthony Velloz will perform the duties and exercise the powers, which may be assigned to or vested in him by the Board of Directors of the Company from time to time.

Either party i.e. the Company and Mr. Lionel Anthony Velloz, may terminate the agreement by giving the other party three-months prior notice in writing to that effect.

If, at any time, Mr. Lionel Anthony Velloz ceases to be Director of the Company for any reason whatsoever, he shall also cease to be the of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, things etc. And take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

4. Appointment of Mr. Dinesh Kumar Bohra (DIN: 02352022) as a Director (Non-executive) and Chief Financial Officer of the Company.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association, Mr. Dinesh Kumar Bohra (DIN: 02352022) who was appointed as an Additional Director designated as "Director and Chief Financial Officer (CFO)" of the Company by the Board of Directors in their meeting held on dated March 31, 2021 and who shall hold office up to the date of the this Annual General Meeting of the company and in respect of whom the Company has receive a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed

as Director (Non -Executive) of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

5. **Appointment of Ms. Sonali Gupta (DIN:08729522) as a Director (Non-executive) of the Company.**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association, Ms. Sonali Gupta (DIN:08729522) who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on dated March 31, 2021 and who shall hold office up to the date of the this Annual General Meeting of the company and in respect of whom the Company has receive a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Director (Non -Executive) of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

6. **Appointment of Mr. Nagendra Nagraj Nallu (DIN:07733329) as an Independent Director of the company.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as per relevant provisions of Articles of Association, Mr. Nagendra Nagraj Nallu (DIN:07733329) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in its meeting held on dated March 31, 2021 and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years up to March 30, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

7. Appointment of Mr. Hemant Bohra (DIN: 03559879) as an Independent Director of the company.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as per relevant provisions of Articles of Association, Mr. Hemant Bohra (DIN: 03559879) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in its meeting held on dated March 31, 2021 and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years up to March 30, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

8. Reduction of Equity Share Capital of the Company.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 read along with National Company Law Tribunal (Procedure for Reduction of Share Capital) Rules, 2016, including any amendment or reconstitution thereof ("hereinafter referred as the Act"),the relevant provisions of the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approvals of the shareholders of the Company and to the necessary consents, permissions and approvals of the Securities and Exchange Board of India (SEBI), Stock Exchange(s) where the securities of the Company are listed and any other statutory or regulatory authorities and subject to the sanction of the Hon'ble National Company Law Tribunal ("NCLT") of appropriate Jurisdiction and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the consent of the Board be and is hereby accorded to the Draft Scheme for Reduction of Share Capital ("the Application") of the Company..

RESOLVED FURTHER THAT Audit Committee, at its meeting held on June 28, 2021 have considered and has recommended the Draft Scheme under Section 66 of the Companies, Act, 2013 involving Reduction of Share Capital

RESOLVED FURTHER THAT in compliance with the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, for the purpose of approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and coordinating with SEBI, the Board of Directors of the Company be and are hereby designate "BSE Limited"("BSE") as the Designated Stock Exchange for the purpose of Reduction of Share Capital.

RESOLVED FURTHER THAT the Board approves the Auditor Certificate obtained for the non- applicability of Para 9 under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to bring into effect the resolution on such other terms and conditions as it may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate bodies/authorities while according their sanction or consent to the Capital Reduction or to suspend, withdraw or revive the proposal for Capital Reduction from time to time as may be specified by any statutory authority or as the Board may Suo-moto decide in its absolute discretion.

9. Alteration of Object clause of the Company.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4,5,13,14 and 15 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of the Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded, for effecting the alteration in the existing object clause (III) (A) of the Memorandum of Association ("the MOA") of the Company in the following manner:-.

Clause III (A) of the MOA is altered by substituting with the new Object clause hereunder:

III (A). THE OBJECTS TO BE PURSUED BY THE COMPANY ARE: -

1. To design, plan, develop, make, establish, install, operate, provide, manage, maintain, promote, execute, implement customer interaction management services, consultancy services, or otherwise deal in, operate and facilitate in any manner the entire range of IT enabled services, web enabled services, value added services, Infrastructure work, Drinking water related work, Exports, Trading of goods and services, Power Transmission including all services related to access, storage, distribution and transmission of Internet, web page hosting, web site designing, electronic commerce services in various forms including but not restricted to voice, e-mail, chat and collaborative browsing, data base and data processing services, computer hardware and software systems, and all kinds of communication as are in use or may be developed in future with an intention of moving upstream in the value chain.

2. To provide information, undertake marketing of various services either directly or through Internet and related media. To gather information, act as a trader, importer, indentor, agent, distributor and to do E-commerce. To perform every act and provide all services relating to advertisement and marketing of various services throughout the world through web sites, on-line shops and other communication media.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

10. Approve to sell, lease or otherwise dispose off the assets of the company under section 180(1) (a) of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the Members of the Company be and is hereby accorded to sell, liquidate, dispose off or to create mortgage and/or charge on all or any of the movable and/or immovable, tangible and/or intangible properties, or such other assets of the Company, wherever situated, both present and future and lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not for an aggregate amount not exceeding a sum of Rs. 10 Crores (Rupees Ten Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

11. Approve to increase borrowing powers of the board under section 180(1)(c) of the Companies Act, 2013.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other

requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter called 'the Board', which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 10 Crores (Rupees Ten Crores only) for the Company taken together, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves and Securities Premium of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

12. Approval for Related Party Transactions with Mr. Nawal Kumar Somani:-

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)and pursuant to the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Mr. Nawal Kumar Somani a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of Shares, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 15, 00,000/- (Rupees Fifteen Lakh Only) for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

13. Approval for Related Party Transactions with Mr. Nivesh Somani:-

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)and pursuant to the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Mr. Nivesh Somani a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale of actionable claims, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 10, 00,000/- (Rupees Ten Lakh Only) for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

14. Approval for Related Party Transactions with M/s Somani Retails:-

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)and pursuant to the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Somani Retails a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for payment of Rent (expenses), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 10, 00,000/- (Rupees Ten Lakh Only) for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

15. Approval for Related Party Transactions with M/s Nivisha Creations:-

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)and pursuant to the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s Nivisha Creations a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for availing and rendering of Professional and IT consultancy Services, on such terms and conditions as the Board of Directors

may deem fit, up to a maximum aggregate value of 30, 00,000/- (Rupees Thirty Lakh Only) for the financial year 2021-22.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Date: 28.06.2021
Place: Jaipur

By Order Of the Board of Director
For Prem Somani Financial Services Limited
SD/-
Lionel Anthony Loyola Velloz
Additional director as a Managing Director
DIN: 02675063

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), which sets out details relating to Special Business at the meeting, is annexed hereto.

2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No.02/2021 dated January 13, 2021 (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI Circulars), permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and the relevant provisions of the Companies Act, 2013, ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Circulars issued by SEBI, the 30thAGM of the Company is being held through VC/OAVM.

3. In compliance with the MCA Circulars the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed hereto**.**

4. The physical attendance of members has been dispensed with and members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

5. Corporate members/HUFs intending their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution or Power of Authority authorising their representative to attend and vote on their behalf at the Meeting.

6. 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.

7. The Register of Member & Share Transfer Book of the company will remain closed from Tuesday, August 03, 2021 to Monday, August 09, 2021 (both days inclusive) for the purpose of AGM.

8. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection without any fee by members from the date of circulation of the notice till the date of AGM i.e. August 09, 2021. Members seeking to inspect such documents can send an email to limitedpsfs@gmail.com.

9. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members are therefore requested to kindly update their email addresses with the Company/Depository/RTA.

   In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.psfs.co.in. The Notice can also be accessed from the website of the Stock Exchange

i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

11. Members seeking further information or clarifications on the Annual report or accounts are requested to send in their written queries to the company at least 7 days before the date of the meeting to enable the company to compile the information and provide replies at the meeting.

12. Members are requested to inform the Company about the changes, if any, to the RTA in their registered address along with the Pin Code, quoting their Folio Number.

13. As per Regulation 40 of the ('SEBI Listing Regulations') as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact either the Company or the Company's RTA for any assistance in this regard.

14. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of ('SEBI Listing Regulations') (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and circular no. 02/2021 datedJanuary,13,2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

15. The Members can join the 30thAGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis

16. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **August 02, 2021**.

17. The facility for voting through online mode shall also be made available at the AGM and the members who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.

18. 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.

19. The instructions for shareholders for remote e-voting are as under:

(i) The remote e-voting period will commence on Thursday, August 05, 2021 at 10:00 AM and conclude on Sunday, August 08, 2021 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, August 02, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of ('SEBI Listing Regulations') listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for

	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.comor contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

i. The shareholders should log on to the e-voting website www.evotingindia.com.

ii. Click on "Shareholders" module.

iii. Now enter your User ID

a) For CDSL: 16 digits beneficiary ID,
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

iv. Next enter the Image Verification as displayed and Click on Login.

v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

vi. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact

	Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Company, Prem Somani Financial Services limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

• After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

• The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

• A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

• Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; limitedpsfs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGMis same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast**7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at limitedpsfs@gmail.com . The shareholders who do not wish to speak during

the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at limitedpsfs@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company at** limitedpsfs@gmail.com **RTA at** info@gmail.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

20. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members as at Friday, July 16, 2021 and who have registered their email addresses with the Company and/ or with the Depositories.

21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Monday, August 02, 2021 are requested to send the written / email communication to the Company at

limitedpsfs@gmail.com. by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting. However, if the person is already registered with CDSL for remote e-voting then the existing user ID & password can be used for casting vote.

22. **CS Manoj Maheshwari**, Practicing Company Secretary (FCS 3355) and partner of M/s V. M. & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and Online voting at the AGM in a fair and transparent manner.

23. The final voting results including the remote E-voting and Online voting results of the AGM shall be declared within two working days from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the Company's website www.psfs.co.in immediately after the result is declared by the Chairman and also on the CDSL's website at www.evotingindia.comand shall be communicated simultaneously to the concerned stock exchange.

24. Details of Director retiring by rotation and seeking re-appointment and those proposed to be appointed at this AGM as required under Regulation 36(3) of ('SEBI Listing Regulations') and Secretarial Standards-2 (SS-2) are provided under **Annexure- A** of Notice of AGM.

25. Members who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual report Notices, etc. from the Company electronically in order to promote "Green Initiative" in the Corporate Governance" by Ministry of Corporate Affairs.

Date: 28.06.2021
Place: Jaipur

By Order Of the Board of Director
For Prem Somani Financial Services Limited
SD/-
Lionel Anthony Loyola Velloz
Additional Director as a Managing Director
DIN: 02675063

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

Mr. Lionel Anthony Velloz (DIN: 02675063) was appointed as an Additional Director designated as a Managing Director of the Company for a period of 3 years with effect from March 31, 2021. The Board has, based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the Members, approved the appointment of Mr. Lionel Anthony Velloz (DIN: 02675063) Managing Director for a period of 3 years, up to March 30, 2024.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Lionel Anthony Velloz as Director of the company and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Lionel Anthony Velloz is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Mr. Lionel Anthony Velloz is not liable to retire by rotation and shall not be paid any sitting fees for attending the Meeting of Board or committee hereof.

Additional information in respect of Mr. Lionel Anthony Velloz including nature of his expertise as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

Save and except Mr. Lionel Anthony Velloz (DIN: 02675063) being appointee, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Resolutions at Item no. 3 of the Notice for approval of the Members by means of Special Resolution.

Item No. 4

Mr. Dinesh Kumar Bohra (DIN: 02352022) was appointed as an Additional Director (Non-executive) and Chief Financial Officer (CFO) of the Company with effect from March 31, 2021. The Board has, based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the Members, approved the appointment of Mr. Dinesh Kumar Bohra (DIN: 02352022) Director and Chief Financial Officer (CFO) of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Dinesh Kumar Bohra as Director of the company and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Dinesh Kumar Bohra (DIN: 02352022) is not disqualified from being appointed as a Director and Chief Financial Officer (CFO) in terms of Section 164 of the Companies Act, 2013 and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Mr. Dinesh Kumar Bohra is liable to retire by rotation and shall not be paid any sitting fees for attending the Meeting of Board or committee thereof.

Additional information in respect of Mr. Dinesh Kumar Bohra including nature of his expertise as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

Save and except Mr. Dinesh Kumar Bohra (DIN: 02352022) being appointee, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Resolutions at Item no. 4 of the Notice for approval of the Members by means of Ordinary Resolution.

Item No. 5: -

Ms. Sonali Gupta (DIN:08729522) was appointed as an Additional Director of the Company with effect from March 31, 2021. The Board has, based on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the Members, approved the appointment of Ms. Sonali Gupta (DIN:08729522) Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Ms. Sonali Gupta (DIN:08729522) as Director of the company and also the company has received a letter that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Ms. Sonali Gupta (DIN:08729522) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Ms. Sonali Gupta (DIN:08729522) is liable to retire by rotation and shall not be paid any sitting fees for attending the Meeting of Board or committee thereof.

Additional information in respect of Ms. Sonali Gupta (DIN:08729522) including nature of her expertise as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

Save and except Ms. Sonali Gupta (DIN:08729522) being appointee, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Resolutions at Item no. 5 of the Notice for approval of the Members by means of Ordinary Resolution.

Item No. 6 :-

Mr. Nagendra Nagraj Nallu (DIN:07733329) was appointed as an Additional (Independent) director on the board of the company pursuant to the provisions of Section 161(1), 149 of the Companies Act, 2013 ("Act") read with rules made there under in the meeting of Board of Directors held on March 31, 2021 to hold office up to the date of ensuing Annual general Meeting.

Considering his performance on the board and based on the recommendation of the Nomination and Remuneration Committee after taking into account his performance evaluation, the Board of Directors at their meeting held on June 28, 2021approved the appointment of Mr. Nagendra Nagraj Nallu (DIN:07733329) as an Independent Director of the Company, subject to the approval of members of the Company in general meeting, pursuant to the provisions of Section 149 read with Section 152 of the Act, to hold office for a term of 5 (five) consecutive years commencing from March 31, 2021 and not liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Nagendra Nagraj Nallu as the Independent Director of the Company. Further, the company has also received declaration by Mr. Nagendra Nagraj Nallu (DIN:07733329) to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also a declaration under Section 164 of the Act confirming that he is not disqualified to be appointed as Director. It is also confirmed herewith that Mr. Nagendra Nagraj Nallu, being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, Mr. Nagendra Nagraj Nallu (DIN:07733329) is independent of the management and fulfills the conditions specified in the Act and rules made thereunder and possesses skills, experience and knowledge; inter alia, in the field of Finance. Brief resume and other details of Mr. Nagendra Nagraj Nallu (DIN:07733329), as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the relevant provisions of SS-2 are provided in the Annexure A to the notice of the Annual general Meeting. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Nagendra Nagraj Nallu (DIN:07733329) is appointed as the Independent Director. Copy of the draft letter for appointment Mr. Nagendra Nagraj Nallu (DIN: 07733329) as the Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Mr. Nagendra Nagraj Nallu (DIN:07733329) being appointee, None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 in the Notice for approval by the members.

Item No. 7:

Mr. Hemant Bohra (DIN: 03559879) was appointed as an Additional (Independent) director on the board of the company pursuant to the provisions of Section 161(1), 149 of the Companies Act, 2013 ("Act") read with rules made thereunder in the meeting of Board of Directors held on March 31, 2021 to hold office up to the date of ensuing Annual general Meeting.

Considering his performance on the board and based on the recommendation of the Nomination and Remuneration Committee after taking into account his performance evaluation, the Board of Directors at their meeting held on June 28, 2021 approved the appointment of Mr. Hemant Bohra (DIN: 03559879) as an Independent Director of the Company, subject to the approval of members of the Company in general meeting, pursuant to the provisions of Section 149 read with Section 152 of the Act, to hold office for a term of 5 (five) consecutive years commencing from March 31, 2021 and not liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Hemant Bohra, as the Independent Director of the Company. Further, the company has also received declaration by Mr. Hemant Bohra (DIN: 03559879) to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also a declaration under Section 164 of the Act confirming that he is not disqualified to be appointed as Director. It is also confirmed herewith that Mr. Hemant Bohra (DIN: 03559879), being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, Mr. Hemant Bohra (DIN: 03559879) is independent of the management and fulfills the conditions specified in the Act and rules made thereunder and possesses skills, experience and knowledge; inter alia, in the field of Finance. Brief resume and other details of Mr. Hemant Bohra (DIN: 03559879), as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the relevant provisions of SS-2 are provided in the Annexure A to the notice of the Annual general Meeting. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Hemant Bohra (DIN: 03559879) is appointed as the Independent Directors. Copy of the draft letter for appointment Mr. Hemant Bohra (DIN: 03559879) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Mr. Hemant Bohra (DIN: 03559879) being appointee, None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at item No. 7 of the Notice.

The Board recommends the Ordinary Resolutions as set out at item no. 7 in the Notice for approval by the members.

Item No. 8:

The Board of Directors of the Company at their meeting held on June 28, 2021 has approved the Capital Reduction as per the terms set out in the Resolution. Article 16 of the Articles of Association of the Company provides for the reduction of capital of the Company in any way authorized by the applicable law. It would be necessary to obtain the approval of the Members of the Company in a General Meeting by passing a Special Resolution for the Capital Reduction under Section 66 of the Act and such reduction of equity share capital would have to be confirmed by the NCLT as provided under Section 66 of the Act and the Reduction Rules.

The Capital Reduction will not cause any prejudice to any of the creditors of the Company. The creditors (secured or unsecured) of the Company are in no way affected by the proposed Capital Reduction, as there is no reduction in the amount payable to any of the creditors. Further, the proposed Capital Reduction will not have any impact on the operations of the Company or the ability of the Company to honor its commitment or to pay its debts in the ordinary course of business. A copy of the Memorandum of Association and Articles of Association of the Company as amended from time to time, copies of Valuation Report issued by the Independent Valuer are available for inspection at the Registered Office of the Company during 11.00 a.m. to 5.00 p.m., on any working day till the date of the Meeting and also at the Meeting. The Board of Directors of the Company is of the view that this resolution is in the best interests of the Company, its shareholders and therefore, recommends the passing of the Special Resolution as set out in the notice.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested in the resolution set out at Item No.8.

Item No. 9

The RBI has cancelled Certificate of Registration vide Order No.285/09.10.214/2018-19 dated 18.10,2018 of NBFC, due to not maintain minimum Net owned Fund as prescribed by RBI and no NBFC related activities have been carried out by the company on or after such cancellation of licence and in respect of the same the RBI has provided a time period of 3 years to alter its Memorandum of Association along with object clause as well.

Further, The Board of Directors has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate for improve the business. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The “Main Object” clause of the Memorandum of Association of the Company is being altered of Clause III (A) with insertion/substitution of New Clause III (A).

The Board at its meeting held on June 28, 2021 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members.

Item No. 10:

The borrowings may be required to be secured by over all or any part of the movable and / or immovable properties of the Company. Considering the above facts, the Board of Directors of the Company are of the opinion to sell, liquidate, dispose off or to create mortgage and / or charge on all or any of the movable and/or immovable, tangible and/or intangible properties, or such other assets of the Company, wherever situated, both present and future and lease or otherwise dispose off the immovable property(ies) of the Company to a person / any other entity as a going concern or otherwise at an agreed price with the mutual consent of both the parties.

Pursuant to Section 180 (1) (a) of the Companies Act, 2013, sale or lease of assets of the Company which amounts to sale or lease of the whole or substantially the whole of an undertaking of the Company, requires approval of the shareholders. Further the borrowings of the Company may be required to be secured by over all or any part of the movable and / or immovable properties of the Company. Since the sale or lease of assets i.e. immovable property of the Company may amount to the sell or lease of the whole or substantially the whole of an undertaking of the Company, it requires approval of the shareholders. As per Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the members for an aggregate amount of Rs. 10 Crore (Rupees Ten Crore only).

None of the Directors, key managerial personnel including their relatives are, deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

The Board recommends the Special Resolutions as set out at item no. 10 in the Notice for approval by the members.

Item No. 11:

Keeping in view the existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital, free reserves and securities premium of the Company at any one time except with the consent of the members of the

Company in a general meeting. The Board recommends the Special Resolutions set out at Item No. 11 of the Notice for approval by the members.

None of the Directors, key managerial personnel including their relatives are, deemed to be concerned or interested, financial or otherwise in the proposed special resolution.

The Board recommends the Special Resolutions as set out at item no. 11 in the Notice for approval by the members.

Item No. 12:

Pursuant to Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with Mr. Nawal Kumar Somani is likely to exceed the said threshold limit, and is expected to be around Rs. 15 Lakhs during the financial year 2021-22. Accordingly, transaction(s) to be entered into with Mr. Nawal Kumar Somani comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Mr. Nawal Kumar Somani in the financial year 2021-22. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Mr. Nawal Kumar Somani are as follows:

S.No.	Particulars	Remarks
1	Name of the Related Party	Mr. Nawal Kumar Somani
2	Name of the Director or KMP who is related	Mr. Nawal Kumar Somani
3	Nature of Relationship	Director
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for Sale of Shares etc. Monetary value of proposed aggregate transactions during financial year 2021-22 is expected to be Rs. 15 Lakh.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

Except Mr. Nawal Kumar Somani and his relative, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 12 of this Notice as an Ordinary Resolution.

Item No. 13:

Pursuant to Section 188 of the Act and the applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with Mr. Nivesh Somani is likely to exceed the said threshold limit, and is expected to be around Rs. 10 Lakhs during the financial year 2021-22. Accordingly, transaction(s) to be entered into with Mr. Nivesh Somani comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with Mr. Nivesh Somani in the financial year 2021-22. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Mr. Nivesh Somani are as follows:

S.No.	Particulars	Remarks
1	Name of the Related Party	Mr. Nivesh Somani
2	Name of the Director or KMP who is related	Directors' Relative
3	Nature of Relationship	Director
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for sale of actionable claim. Monetary value of proposed aggregate transactions during financial year 2021-22 is expected to be Rs. 10 Lakh.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

Except Mr. Nawal Kumar Somani and his relative, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 13 of this Notice as an Ordinary Resolution.

Item No. 14:

Pursuant to Section 188 of the Act and the applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Further, The Company is paying Rent expenses to M/s Somani Retails at arm's length basis.

The value of proposed aggregate transactions with M/s Somani Retails is likely to exceed the said threshold limit, and is expected to be around Rs. 10 Lakhs during the financial year 2021-22. Accordingly, transaction(s) to be entered into with M/s Somani Retails comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, approval of

the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s Somani Retails in the financial year 2021-22. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Somani Retails are as follows:

S.No.	Particulars	Remarks
1	Name of the Related Party	M/s Somani Retails
2	Name of the Director or KMP who is related	Firm of Directors' Relative
3	Nature of Relationship	Director
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for paid of Rent Expenses. Monetary value of proposed aggregate transactions during financial year 2021-22 is expected to be Rs. 10 Lakh.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

Except Mr. Nawal Kumar Somani and his relative, None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 14 of this Notice as an Ordinary Resolution.

Item No. 15:

As per Section 188 of the Act and the applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. In this regard, the Company is availing or rendering of Professional and IT consultancy from M/s Nivisha Creations.

The value of proposed aggregate transactions with M/s Nivisha Creations is likely to exceed the said threshold limit, and is expected to be around Rs. 30 Lakhs during the financial year 2021-22. Accordingly, transaction(s) to be entered into with M/s Somani Retails comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s Nivisha Creations in the financial year 2021-22. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with M/s Nivisha Creations are as follows:

S.No.	Particulars	Remarks
1	Name of the Related Party	M/s Nivisha Creations
2	Name of the Director or KMP who is related	Firm of Directors' Relative
3	Nature of Relationship	Director
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Availing and Rendering of Professional and IT consultancy. Monetary value of proposed aggregate transactions

		during financial year 2021-22 is expected to be Rs. 30 Lakh.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

Except Mr. Nawal Kumar Somani and his relative, None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 15 of this Notice as an Ordinary Resolution.

Date: 28.06.2021
Place: Jaipur

By Order Of the Board of Director
For Prem Somani Financial Services Limited
SD/-
Lionel Anthony Loyola Velloz
Additional Director as a Managing Director
DIN: 02675063

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

ANNEXURE A

1. **DETAILS/ PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 30th ANNUAL GENERAL MEETING UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 ARE AS FOLLOWS:**

Name of the Director	**Mr. Lionel Anthony Velloz**	**Mr. Dinesh Kumar Bohra**	**Ms. Sonali Gupta**	**Mr. Nagendra Nagraj Nallu**	**Mr. Hemant Bohra**	**Mr. Nawal Kumar Somani**
DIN	**02675063**	**02352022**	**08729522**	**07733329**	**03559879**	**08094850**
Date of Birth	**14.09.1979**	**15.07.1960**	**06.12.1995**	**25.08.1997**	**12.11.1987**	**30.09.1956**
Age	**42**	**61**	**26**	**24**	**33**	**65**
Date of First Appointment on Board	**31.03.2021**	**31.03.2021**	**31.03.2021**	**31.03.2021**	**31.03.2021**	**26.03.2018**
Designation	**Managing Director**	**Director and CFO**	**Director**	**Independent Director**	**Independent Director**	**Director**
Qualification (s)	**B. Com**	**B. Com**	**MBA**	**B. Tech**	**B. Com**	**B. Com**
Experience	**25 Years**	**35 Years**	**4 Years**	**2 Years**	**5 Years**	**34 Years**
Terms and conditions of appointment	Mr. Lionel Anthony Velloz shall be appointed as the Managing Director for a term of three years with effect from March 31, 2021 to March 30, 2024.	Proposed to be appointed as Director (Non-Executive) and liable to be retire by rotation.	Proposed to be appointed as Director (Non-Executive) and liable to be retire by rotation	He shall be appointed as an independent Director for a period of 5 years	He shall be appointed as an independent Director for a period of 5 years	Proposed to be appointed as Director (Non-Executive) and liable to be retire by rotation.
Remuneration sought to be paid	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
Remuneration last drawn (including Sitting Fees, if any):	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
Relationships between the Directors inter-se	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
Nature of expertise in specific functional areas	Having Expertise and responsible for researching and sourcing exceptional	Having Expertise in Management Areas capital Market handling	Having Expertise in Project handlings. Having experience in	Having Expertise in Technology and Management	Having Expertise in Finance and Management Areas and having experience	Having Expertise in Finance and Management Areas

	talent in order to refer to client in corporate business. Utilized a wide array of company resources in order to recruit and consult candidates. Manage end to end recruitment life-cycles.	brokers business of retail client and corporate houses with M.N. Kothari. To raise capital through primary market i.e. IPO and inter corporate deposits. Expert in Acquisition and Merger.	Finance Department of Zyden Gentec limited, a pharmaceutical company dealing in manufacturing and selling of drug intermediaries.		and working with Mind info technologies Private Limited.	
Name of the Companies in which directorship held as on 31.03.2021	Zyden Technologies Private Limited Art of Technologies Infrastructure Limited Ace Technologies & Infrastructure Private Limited	Zyden Technologies Private Limited Associated Stock Broking Private Limited	Zyden Technologies Private Limited	Glocal Marketing Solutions Private Limited	**NIL**	**NIL**
Member of the Committee of Board of other companies	Board member in Zyden Technologies Private Limited Art of Technologies Infrastructure Limited Ace Technologies & Infrastructure Private Limited	Board member in Zyden Technologies Private Limited Associated Stock Broking Private Limited	Board member in Zyden Technologies Private Limited	Board member in Glocal Marketing Solutions Private Limited	**NIL**	**NIL**

Chairman of the Committee in other company	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
No of Shares held in the Company	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
No. of Board Meetings attended during the year	**1**	**1**	**1**	**1**	**1**	**5**
Brief Resume	Mr. Lionel Anthony Velloz as a Managing director of the company. He has an experience and expertise of over 25 years in Management areas.	Mr. Dinesh Kumar Bohra as a director and CFO of the company. He has an experience and expertise of over 35 years in Management areas and capital Market handling brokers business.	Ms. Sonali Gupta as a Non-executive Director of the Company. She has an experience expertise of over 4 years in Project Handlings.	Mr. Nagendra Nagraj Nallu as a Non-executive Independent Director of the Company. He has an experience and expertise of over 2 years in Technology and Management field.	Mr. Hemant Bohra as a Non-executive Independent Director of the Company. He has an experience and expertise of over 5 years Finance and Management Areas	Mr. Hemant Bohra as a Non-executive Director of the Company. He has an experience and expertise of over 34 years Finance and Management Areas

Date: 28.06.2021
Place: Jaipur

By Order Of the Board of Director
For Prem Somani Financial Services Limited
SD/-
Lionel Anthony Loyola Velloz
Additional director as a Managing Director
DIN: 02675063

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

BOARD'S REPORT

To,
The Members,
Prem Somani Financial Services Limited

Your Directors have pleasure in presenting the 30th Annual Report on the business and operations of the company together with the Audited Financial Statements and the Auditors' Report thereon for the financial year ended on March 31, 2021.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE

The Company has recorded the following financial performance, for the year ended on March 31, 2021.

(Amount in Rs)

Particulars	2020-21	2019-20
Total Revenue	6,97,662	3,94,840
Less: Total Expenditure	(37,22,229)	(32,48,228)
Net Profit/ (Loss) Before Tax	(30,24,567)	(28,53,388)
Less: Provision for Tax	-	-
Net Profit/ Loss After Tax	(30,24,567)	(28,53,388)

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review, your company's Total Income was increased from Rs. 3, 94, 840/-to Rs. 6, 97, 662/-Due to increase in other expenses company has incurred a loss of Rs. 30, 24, 567/- during the reporting period. Your Directors and Management along with the entire team are taking all possible action to sustain our financial growth and business operational developments in spite of all adverse external conditions & competition. Your Company's management is trying their best to improve company's performance and generating profits in the coming years.

3. LISTING STATUS

The Company is listed on BSE Limited, (Scrip Code: 530669). The annual listing fee has been paid within time as required under Regulation 14 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report except the inevitable impact on the business due to the Global Pandemic – Covid-19.

Outbreak of COVID-19 pandemic globally and in India is resulting in an economic slowdown all over. The pandemic is significantly impacting business operation of the Company in numerous ways. The lockdown, lots of restrictions and unexpected variables have adversely affected in to the operations and future growth plans of the Company. The company is still in the process to quantify the overall impact of such outbreak.

The company is in full compliance to the guidelines/instructions issued by Central/state Governments all over India to prevent spread of COVID-19, as responsible corporate citizen

and in order to ensure the safety and well-being of employees, workers and all stakeholders, the Company had decided to temporarily close its offices and places of operations. The Company implemented working from Home for all the employees working at the offices, wherever possible. The employees were also requested to submit to management reports and status of their work from time to time.

Further, the company has resumed partial operations w.e.f June 08, 2021 with 50% workforce and alternate working days with appropriate measures being taken to ensure social distancing and sanitization.

- **Public Announcement to acquire shares of the Company by Zyden Technologies Private Limited**

Zyden Technologies Private Limited, a company registered under the Companies Act, 2013 has made a public announcement on October 26, 2020 to acquire 8, 58, 884 ((Eight Lacs Fifty Eight Thousand Eight Hundred Eighty Four) equity shares of Rs. 10/- each constituting 26.00% of the existing equity share capital along with Complete Control and Management of Prem Somani Financial Services Limited.

Zyden Technologies Private Limited has also filed a Detailed Public Statement on October 29, 2020. The Company had constituted a committee of Independent Directors (IDC) in the interest of all stakeholders to provide their reasoned recommendation in respect of the offer by Zyden Technologies Private Limited. Further, the process of acquisition of the company has been completed in consonance with provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the post open offer report dated February 16, 2021 is duly submitted with the recognized Stock Exchanges and SEBI.

- **Change of Management and Control**

During the year the management of the company has been changed pursuant to the acquisition of promoter's stake approx. 8, 46, 200 equity shares of Rs. 10/- each constituting 25.62% by Zyden Technologies Private Limited ("Acquirer"), which belongs to 'ZYDEN'. The new promoters are committed to Excellence, Integrated and Infrastructure Technology. The acquisition was made as per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. After the acquisition made in consonance with provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer has acquired control and controlling stake in the company and accordingly new Promoters /Directors/KMPs in the Board of Directors and Company Secretary of the company were appointed as follows:

- **ZYDEN TECHNOLOGIES PRIVATE LIMITED:- PROMOTER**

Zyden Technologies Private Limited is a body corporate as per provisions of Companies Act, 2013 and after completion of Open offer mentioned body corporate as categorized in promoter group under the Shareholding Pattern which is filed on BSE Limited as on March 31, 2021.

- **MR. LIONEL ANTHONY LOYOLA VELLOZ:- ADDITIONAL DIRECTOR DESIGNATED AS MANAGING DIRECTOR**

Mr. Lionel Anthony Velloz possesses Bachelor of commerce qualification and has more than 20 years of vast experience in the diverse areas.

He is a Director of three companies i.e., Art of Technologies Infrastructure Limited, Ace Technologies & Infrastructure Private Limited and Zyden Technologies Private Limited and

responsible for facilitating Training and Development programs. Created and taught training classes for various technical and soft skills and design and develop operating procedures for service support and compliance and quality metrics along with researching and sourcing exceptional talent in order to refer to client in corporate business. Utilized a wide array of company resources in order to recruit and consult candidates. Manage end to end recruitment life-cycle.

- **Mr. DINESH KUMAR BOHRA:- ADDITIONAL DIRECTOR (NON EXECUTIVE) AND CHIEF FINANCIAL OFFICER**

Mr. Dinesh Kumar Bohra possesses Bachelor of Commerce qualification and more than 30 years of experience in Capital market handling broking business of retail client and corporate house with M.N. Kothari. Good experience to raise capital through Primary market i.e. IPO and inter corporate deposits.

- **MS. SONALI GUPTA: ADDITIONAL DIRECTOR (NON EXECUTIVE)**

Ms. Sonali Gupta has possessed MBA (Finance) and BBA qualification and Financial Analysist of Cement Industries of Saurashtra Limited and Andhra Limited. She handled many projects during her internship tenure. She is working with Deloitte, Hyderabad as a UK Tax Consultant and more than 3 years of experience in the field.

- **MR. NAGENDRA NAGRAJ NALLU:- ADDITIONAL DIRECTOR (INDEPENDENT)**

Mr. Nagendra Nagraj Nallu possesses Bachelor of Engineering degree and have more than 2 years of experience in the electrical field.

- **MR. HEMANT BOHRA:- ADDITIONAL DIRECTOR (INDEPENDENT)**

Mr. Hemant Bohra possesses Bachelor of commerce degree and he is working in Mind info Private Limited as a Software Engineer from the last 7 years or more.

- **MS. PRIYA GUPTA:- COMPANY SECRETARY AND COMPLIANCE OFFICER**

Ms. Priya Gupta possesses Master of commerce and CS degree having (M. No.: -A 34581) was appointed as a Company Secretary and Compliance Officer of the company w.e.f April 01, 2021 and have more than 2.8 years of experience in the Secretarial field.

5. DIVIDEND

In view of the losses incurred by the company during the year, the directors regret their inability to recommend any dividend for the year under review.

6. CHANGE IN THE NATURE OF BUSINESS, IF ANY

The RBI has cancelled Certificate of Registration vide Order No.285/09.10.214/2018-19 dated 18.10,2018 of NBFC, due to not maintain minimum Net owned Fund as prescribed by RBI and no NBFC related activities have been carried out by the company on or after such cancellation of license and in respect of the same the RBI has provided a time period of 3 years to alter its Memorandum of Association along with object clause as well.

Further, The Board of Directors has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

To design, plan, develop, make, establish, install, operate, provide, manage, maintain, promote, execute, implement customer interaction management services, consultancy services, or otherwise deal in, operate and facilitate in any manner the entire range of IT enabled services, web enabled services, value added services, Infrastructure work, Drinking water related work, Exports, Trading of goods and services, Power Transmission including all services related to access, storage, distribution and transmission of Internet, web page hosting, web site designing, electronic commerce services in various forms including but not restricted to voice, e-mail, chat and collaborative browsing, data base and data processing services, computer hardware and software systems, and all kinds of communication as are in use or may be developed in future with an intention of moving upstream in the value chain

The alteration in the Objects Clause of the Memorandum of is to facilitate for improve the business. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. The details of the same highlighting the key focus areas of our company.

7. AMOUNTS TRANSFERRED TO RESERVES

The Board of the company does not propose to transfer any amount to the General Reserves for the financial year under review.

8. CHANGES IN SHARE CAPITAL, IF ANY

During the financial year under review there has been no change in the structure of share capital of the Company. As on the last date of financial year under review the paid-up share capital of the company stood at Rs. 3,30,34,000/- divided into 33,03,400 shares of Rs. 10/- each. Further, the company is proposed to reduction of share capital in this AGM subject to the approval of Shareholders of the company.

9. EXTRACT OF ANNUAL RETURN

The Annual Return of the Company as on March 31, 2021 is available on the Company's website and can be accessed at https://psfs.co.in/wp-content/uploads/2021/07/Draft-MGT-7.pdf

10. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

During the year under review, there was no associate, Joint Venture and subsidiary Company.

11. DIRECTORS AND KMP

Due to completion of an Open offer made by Zyden Technologies Private Limited, the whole Management of the Company has been changed.

The new Board and Key managerial personnel (KMPs) were appointed during the financial year 2020-21. The followings details of appointment and resignation of directors and KMPs are hereunder:

➢ **Inductions**

- Mr. Lionel Anthony Loyola Velloz (DIN: 02675063) was appointed as an Additional Director designated Managing Director of the company w.e.f March 31, 2021 to hold

office with immediate effect up to the date of ensuing AGM. Further, the Board of Directors in their meeting held on June 28, 2021 has recommended to the Members appointment of Mr. Lionel Anthony Loyola Velloz (DIN: 02675063) as a Managing Director of the Company for a period of 3 years up to 30.03.2024.

- Mr. Dinesh Kumar Bohra (DIN:02352022) was appointed as an Additional Director (Non-Executive) and Chief Financial Officer (CFO) of the company w.e.f March 31, 2021 to hold office with immediate effect up to the date of ensuing AGM. Further, the Board of Directors in their meeting held on June 28, 2021 has recommended to the Members appointment of Mr. Dinesh Kumar Bohra (DIN: 02352022) as a director (Non-executive) of the Company and liable to retire by rotation.

- Ms. Sonali Gupta (DIN: 08729522) was appointed as an additional Director (Non-executive) of the company w.e.f March 31, 2021 to hold office with immediate effect up to the date of ensuing AGM. Further, the Board of Directors in their meeting held on June 28, 2021 has recommended to the Members appointment of Ms. Sonali Gupta (DIN: 08729522) as a director (Non-executive) of the Company and liable to retire by rotation.

- Mr. Nagendra Nagraj Nallu (DIN:07733329) was appointed as an Additional Director (Independent) by the Board of Directors in their meeting held on March 31, 2021 to hold office with immediate effect up to the date of ensuing AGM. Further, the Board of Directors in their meeting held on June 28, 2021 has recommended to the Members appointment of Mr. Nagendra Nagraj Nallu (DIN: 07733329) as Independent Director of the company for a period of 5 years up to 30.03.2026.

- Mr. Hemant Bohra (DIN:03559879) was appointed as an Additional Director (Independent) by the Board of Directors in their meeting held on March 31, 2021 to hold office with immediate effect up to the date of ensuing AGM. Further, the Board of Directors in their meeting held on June 28, 2021 has recommended to the Members appointment of Mr. Hemant Bohra (DIN: lll03559879) as Independent Director of the company for a period of 5 years up to 30.03.2026.

➢ **Reappointments**

- Ms. Prem Lata Somani (DIN: 00287433), who retired by rotation in the Annual General meeting of the company held on September 26, 2020 was reappointed by the members.

- As per the provisions of Companies Act, 2013 Ms. Nawal Kumar Somani (DIN: 08094850), Non-Executive Director in the current term, being the longest-serving member and who is liable to retire, being eligible, seeks reappointment. The Board recommends his reappointment.

➢ **Retirements and resignations**

- Ms. Aayushi Pareek has resigned from the office of Company Secretary and Compliance Officer of the Company w.e.f February 28, 2021 and she ceases to be associated with the company and is relieved from the duties of a Company Secretary and Compliance Officer. The Board places on record its appreciation for the valuable service provided by her during her tenure;

- Mr. Om Prakash Bansal (DIN:00440540) Independent Director resigned from the office of Director w.e.f. March 31, 2021. The Board places on record its appreciation for the valuable service provided by him during his tenure. Further, he ceases to be associated with the company and is relieved from the duties of an Independent Director;

- Mrs. Prem Lata Somani (DIN:00287433) Director resigned from the office of Directors w.e.f. March 31, 2021. The Board places on record its appreciation for the valuable service provided by her during her tenure. Further, she ceases to be associated with the company and is relieved from the duties of a Director;

- Mr. Vimal Kumar Gupta, (DIN: 08657469) Independent Director resigned from the office of Director w.e.f. March 31, 2021. The Board places on record its appreciation for the valuable service provided by him during his tenure. Further, he ceases to be associated with the company and is relieved from the duties of an Independent Director;

Except aforesaid changes, no other changes took place in the directors and KMP of the company during the year under review. Further, the following change took place after the closure of financial year and till the date of this report:.

- ❖ Ms. Priya Gupta (M. No.: -A 34581) was appointed as a Company Secretary and Compliance Officer of the company w.e.f April 01, 2021.

12. DECLARATION BY INDEPENDENT DIRECTORS

Eminent people having an independent standing in their respective field/ profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as an Independent Director on the Board. The Committee inter alia considers qualification, positive attributes, area of expertise and number of Directorship(s) and Membership(s) held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation and take appropriate decision. Every Independent Director, at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she is independent of the management and meets the criteria of independence as provided under the Companies Act, 2013 read with rules made there under, Code of Conduct and Schedule IV and applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Independent Directors fulfil the conditions specified making them eligible to act as Independent Directors and give such declaration as per section 149 (6) of the Companies Act, 2013.

13. MEETINGS OF THE BOARD OF DIRECTORS

During the year under review the Company held Five (5) meetings of the Board of Directors as per Section 173 of Companies Act, 2013 on June 11, 2020, August 05, 2020, November 10, 2020, February 03, 2021 and March 31, 2021.

As per applicable laws and regulations the Board shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. However, due to the pandemic of COVID-19 and considering the many restrictions, including free movement of people, thereby hampering businesses and day to day functioning of companies Ministry of Corporate Affairs (MCA) vide its circular General Circular No. 08/2021 dated 3rd May, 2021 has provided certain relaxations from compliance stipulations specified under the Companies Act, 2013 and rules made there under. The said circular eases out the mandatory requirement of holding meetings of the Board of the companies within the intervals provided in section 173 of the Companies Act, 2013 (120 days) which stands extended by a period of 60 days till next two quarters i.e., till 30th September. Accordingly, as a onetime relaxation the gap between two consecutive

meetings of the Board extend to 180 days, instead of 120 days as required in the Companies Act, 2013.

In view of the same, even though there is a gap of more than 120 days between the previous meeting and the next Board meeting to be held on after the prescribed time period, the meeting stands valid.

The frequency of board meetings and quorum at such meetings were in accordance with the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliances of Secretarial Standards-1 (SS-1) on Meetings of the Board of Directors issued by ICSI. The intervening gap between any two meetings was within the period prescribed (extended by Ministry of Corporate affairs (MCA)) by the Companies Act, 2013, the Listing Regulations and SS-1.

14. MEETINGS OF THE INDEPENDENT DIRECTORS

A meeting of Independent Directors was held on January 07, 2021 without the presence of the Non-Independent Directors and members of management. This Meeting was conducted to enable the Independent Directors to discuss matters pertaining to, inter alia, review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), review the performance of the Company, assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting was attended by all the Independent Directors.

15. BOARD COMMITTEES

Due to completion of an Open offer made by Zyden Technologies Private Limited, the whole Management of the Company has been changed.

- Therefore, as per Section 177 of the Companies Act, 2013 the Audit committee required the re-composition of the audit committee members who possess financial/accounting expertise/exposure.
- As per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee required the re-composition of the Nomination and Remuneration Committee Members who possess sound expertise/knowledge/ exposure.
- The re-composition of the Stakeholders' Relationship Committee that has been constituted under section 178 of the Companies Act, 2013 for looking into the grievances of shareholders' and investors of the company. Members of this Committee possess sound expertise / knowledge / exposure.

- **AUDIT COMMITTEE**

➢ In accordance with the provisions of Section 177 of the Companies Act, 2013, the Audit Committee comprises of 2 (two) Independent Directors and 1 (one) Executive Director. Therefore, the Company has properly constituted an Audit Committee.

During the year, the Audit committee Members have duly met four times on: June 11, 2020; August 05, 2020; November 10, 2020; and February 03, 2021.

The Audit Committee constitute following members: All the Members of the Audit Committee possess financial/accounting expertise/exposure.

S. No.	Name of the Director	Designation	Nature of Directorship	No. Of Meetings entitled to attend	No. of meetings attended
1.	Mr. Vimal Kumar Gupta w.e.f. [24.01.2020]	Chairman	Independent Director	4	4
2.	Mr. Om Prakash Bansal	Member	Independent Director	4	4
3.	Mr. Nawal Kumar Somani	Member	Executive Director	4	4
4.	Mr. Hemant Bohra (w.e.f. March 31, 2021)	Additional Director (Independent)	Additional Director (Independent)	-	-
5.	Mr. Nagendra Nagraj Nallu (w.e.f. March 31, 2021)	Additional Director (Independent)	Additional Director (Independent)	-	-
6.	Mr. Dinesh Kumar Bohra (w.e.f. March 31, 2021)	Additional Director (Non -Executive) and Chief Financial Officer (CFO)	Additional Director (Non -Executive) and Chief Financial Officer (CFO)	-	-

During the year under review, Mr. Vimal Kumar Gupta (resignation dated February 17, 2021) and Mr. Om Prakash Bansal (resignation dated March 31, 2021) tendered their resignation from the post of Independent Director and Mr. Hemant Bohra Additional Director (Independent), Mr. Nagendra Nagraj Nallu, Additional Director (Independent) and Mr. Dinesh Kumar Bohra, Additional director (Non-Executive) and Chief Financial Officer (CFO) were appointed in the company. Consequently, the Company has re-constituted the Audit Committee ("Audit Committee") vide Board Resolution dated March 31, 2021 as per the applicable provisions of the Section 177 of the Companies Act, 2013.

The Board reviews the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Companies Act, 2013.

- **Terms of reference of Audit Committee:**

- the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditor's report;
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.

- **Audit Committee Recommendation**

- During the year, all recommendations of the Audit Committee were duly accepted by the Board.

- **NOMINATION AND REMUNERATION COMMITTEE**

  - The company has a Nomination and Remuneration Committee in accordance to Section 178 of the Companies Act, 2013; Members of this Committee possess sound expertise/knowledge/ exposure.

  - Two meetings of the Nomination and Remuneration Committee were held during the financial year 2020-21 on August 05, 2020, and March 31, 2021. The details of meetings and attendance were duly minutised.

  - The Nomination and remuneration committee comprised of the following members during the year under the review: -

S. No.	Name of the Director	Designation	Nature of Directorship	No. Of Meetings entitled to attend	No. of meetings attended
1.	Mr. Om Prakash Bansal (up to 31.03.2021)	Chairman	Independent Director	**2**	**2**
2.	Mrs. Prem Lata Somani (up to 31.03.2021)	Member	Non-Executive Director	**2**	**2**
3.	Mr. Vimal Kumar Gupta (up to 17.02.2021)	Member	Independent Director	**1**	**1**
4.	Ms. Sonali Gupta (w.e.f. March 31, 2021)	Additional Director (Non-Executive)	Additional Director (Non-Executive)	-	-
5.	Mr. Hemant Bohra (w.e.f. March 31, 2021)	Additional Director (Independent)	Additional Director (Non-Executive)	-	-

6.	Mr. Nagendra Nagraj Nallu (w.e.f. March 31, 2021)	Additional Director (Independent)	Additional Director (Non-Executive)	-	-

Due to resignation tendered by Mr. Om Prakash Bansal, Independent Director and Mrs. Prem Lata Somani, Non-executive Director dated March 31, 2021 and Mr. Vimal Kumar Gupta, Independent Director resignation dated February 17, 2021 and appointment of Ms. Sonali Gupta, Additional Director (Non-Executive) and Mr. Hemant Bohra and Mr. Nagendra Nagraj Nallu as an Additional Director (Independent) of the company dated March 31, 2021. The Company has re-constituted the Nomination and Remuneration Committee ("NRC Committee") vide Board Resolution dated March 31, 2021 as per the applicable provisions of the Section 178 of the Companies Act, 2013.

Terms of reference of Nomination and Remuneration Committee:

• Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;

• Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs and other employees;

• Formulation of criteria for evaluation of performance of independent directors and the board of directors; devising a policy on diversity of board of directors;

• Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

• Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;

• Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;

• Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.

• Decide the amount of Commission payable to the Whole time Directors;

• Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.;

• To formulate and administer the Employee Stock Option Scheme.

- **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

➢ The company has a Stakeholders Relationship Committee in accordance to Section 178 of the Companies Act, 2013 for looking into the grievances of shareholders' and investors of the company.

➢ Members of this Committee possess sound expertise / knowledge / exposure.

➢ One meeting of the Stakeholders' Relationship Committee was held during the year on August 05, 2020.

1

➢ The Stakeholders' Relationship Committee comprised of the following members during the year under the review:

S. No.	Name of the Director	Designation	Nature of Directorship	No. Of Meetings entitled to attend	No. of meetings attended
1.	Mr. Om Prakash Bansal	Chairman	Independent Director	**1**	**1**
2.	Mr. Nawal Kumar Somani	Member	Member	**1**	**1**
3.	Mr. Vimal Kumar Gupta	Member	Independent Director	**1**	**1**
4.	Ms. Sonali Gupta (w.e.f. March 31, 2021)	Additional Director (Non-Executive)	Additional Director (Non-Executive)	-	-
5.	Mr. Hemant Bohra (w.e.f. March 31, 2021)	Additional Director (Independent)	Additional Director (Non-Executive)	-	-
6.	Mr. Nagendra Nagraj Nallu (w.e.f. March 31, 2021)	Additional Director (Independent)	Additional Director (Non-Executive)	-	-

Due to resignation tendered by Mr. Om Prakash Bansal, Independent Director dated March 31, 2021 and Mr. Vimal Kumar Gupta, Independent Director resignation dated February 17, 2021 and appointment of Ms. Sonali Gupta, Additional Director (Non-Executive) and Mr. Hemant Bohra and Mr. Nagendra Nagraj Nallu as an Additional Director (Independent) of the company dated March 31, 2021. The Company has re-constituted the Stakeholders Relationship Committee ("SRC Committee") vide Board Resolution dated March 31, 2021 as per the applicable provisions of the Section 178 of the Companies Act, 2013

Terms of reference of Stakeholders Relationship Committee:

• Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.

• Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

• Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.

• Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.

• Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

• Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.

• Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and

• Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

16. REMUNERATION POLICY

The Nomination and Remuneration Committee has formulated criteria for Determining Qualifications, positive Attributes and independence of directors as well as Nomination and Remuneration Policy of the company as mandated under Section 178 (3) (4) of the Companies Act, 2013. The above referred policy is available on the website of the company and can be accessed at http:// https://psfs.co.in/corporate-governance/

17. FORMAL ANNUAL EVALUATION

The Report of every listed company and other prescribed class of public companies shall include a statement indicating the manner in which formal annual evaluation of the performance of the Board, its Committees and of individual Directors has been made.

In this regard, the Company has a policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include

criteria for performance evaluation of Non-Executive Directors and Executive Directors. The said criteria provide certain parameters like Attendance, Availability, Time spent, Preparedness, Active participation, Analysis, Objective discussions, Probing & testing assumptions, Industry & Business knowledge, Functional expertise, Corporate Governance, Development of Strategy & Long Term Plans, Inputs in strength area, Director's obligation and discharge of responsibilities, Quality and value of contributions and Relationship with other Board Members etc. which is incompliance with applicable laws, regulations and guidelines.

In accordance with the manner specified by the Nomination and Remuneration Committee, the Board carried out annual performance evaluation of the Board, its Committees and Individual Directors. Separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The Independent Directors carried out annual performance evaluation of the non-independent directors and the Board as a whole. The Chairman of the respective Committees shared their views on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on such views on evaluation received from respective Committees.

18. AUDITORS AND REPORTS THEREON

- **STATUTORY AUDITOR**

M/s. Sapra & Co., Chartered Accountants, Statutory Auditor have tendered their resignation from the position of Statutory Auditors due to pre occupation in other assignments w.e.f closure of business hours of August 05, 2020 letter dated 28th July, 2020, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013.

Pursuant to the provisions of section 139 of the Companies Act, 2013, read with rules made thereunder and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, such Casual vacancy caused by the resignation of auditors can be filled up by the Company in general meeting after approval in this respect has been accorded by the Board and suitable recommendations have been received by the Audit Committee.

The audit committee at its meeting to be held on August 05, 2020 recommended the appointment of M/s Rajvanshi & Associates (FRN: 005069C) who have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Such appointment was further approved by the Board in its meeting held on August 05, 2020 subject to approval of Members at the ensuing Annual general Meeting.

M/s Rajvanshi & Associates (FRN: 005069C) Chartered Accountants the Statutory Auditor of the Company were appointed in the 29th Annual General Meeting of the company held on September 26, 2020 pursuant to the provisions of Section 139,142 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 to conduct the audit of company's accounts for a period of Five (5) years commencing from the conclusion of 29th AGM till the conclusion of 34th Annual General Meeting to be held in the calendar year 2025 at the remuneration as determined by the board on recommendation of the Audit Committee.

The Auditors' Report does not contain any qualification, reservation or adverse remark. Further, the observation of the Auditors in their report read with relevant notes on the accounts, as annexed are self-explanatory and need no elaboration. The Auditors have not reported any incident of fraud in the Company for the year under review under section 143(12) of the Companies Act, 2013.

Further, pursuant to Section 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate from the Auditors along with peer review certificate, to the effect, inter-alia, that their appointment, if made, would be within the limits laid down by the Act and that they are not disqualified for such appointment under the provisions of applicable laws.

- **SECRETARIAL AUDITOR**

Pursuant to provisions of the section 204 of the Companies Act 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company had appointed **M/s V. M. & Associates, Company Secretaries (FRN: P1984RJ039200)** as Secretarial Auditor for the financial year ended on March 31, 2021.

The Secretarial Audit Report issued by the Secretarial Auditor for the financial year 2020-21, in form MR-3, is annexed to this report as **"Annexure -1".** The Auditors have not reported any incident of fraud in the Company for the year under review under section 143(12) of the Companies Act, 2013. The Secretarial Auditor Report is free from any observations/qualifications and does not require any further reply/comments thereon.

Further, the Board of Directors has approved the re-appointment of **M/s. V. M. & Associates**, Company Secretaries, (FRN-P1984RJ039200) as "Secretarial Auditor" for conducting Secretarial Audit for the financial year 2021-22.

- **INTERNAL AUDITOR**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the rules made there under the Board of Directors appointed of **M/s Shubham Kaushik & Co., (FRN: 151830W)** Chartered Accountants, Mumbai as an "Internal Auditor" of the company for conducting Internal Audit for the financial year 2020-21.

During the year under review, the Internal Audit Report was received by the Company for the year ended as on March 31, 2021 and was placed before the Audit Committee and Board for their review from time to time. The Auditors have not reported any incident of fraud in the Company for the year under review under section 143(12) of the Companies Act, 2013.

Further, the Board of Directors has approved the re-appointment of **M/s Shubham Kaushik & Co., (FRN: 151830W) Chartered Accountants, Mumbai as an "Internal Auditor"** for conducting Internal Audit for the financial year 2021-22.

19. LOANS, GUARANTEES AND INVESTMENTS

The company has not given any guarantee or provided any security in connection with a loan during the year under review. Further, particulars of Loans given and investments made by the company are given under Note no. 4 and Note no. 5 respectively of the Financial Statements of the company forming part of this Annual Report.

20. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into by the company during the financial year were on an arm's length basis and were in the ordinary course of business. All such contracts or arrangements, wherever required, have been approved by the Audit Committee and the Board. The company has not entered into any transaction with the related parties, which are not at arm's length.

The details of the related party transactions as required are set out in the financial Statements of the company forming part of this Annual Report.

During the Financial year 2020-21, the company has not entered into any contract or arrangement in the nature of Related Party Transaction under sub-section (1) of section 188 of the Companies Act, 2013 and thus disclosure in **Form AOC-2** is annexed to this report as **"Annexure -2"**

21. NOTICES RECEIVED DURING THE PERIOD

During the Period under review, company has not received the any notices from any Authorities, Regulators or Courts.

22. PARTICULARS OF EMPLOYEES

There was no employee in the company drawing remuneration in excess of the limits set out in the Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, the disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report as **"Annexure-3 ".**

Furthermore, the disclosures pertaining to remuneration of Top Ten Employees are provided in the Annual Report as **"Annexure-4".**

23. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause (B) of Schedule V of Listing Regulations, A detailed Management Discussion and Analysis Report on the Financial Conditions and Result of operations of the Company is provided in this Annual Report as "**Annexure-5".**

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts)Rules, 2014 is furnished in **"Annexure- 6"** and is attached to this Report.

25. ORDER OF COURT OR REGULATOR OR TRIBUNAL

There were no significant and material orders passed by the regulators or courts or Tribunals impacting the going concern status and company's operations during the year under review.

26. DEPOSITS

In terms of the provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014the Company has neither invited nor accepted or renewed any fixed deposits from public during the year under review.

27. THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The Policy is gender neutral.

The following is a summary of sexual harassment complaints received and disposed off during the year 2020-21.

- Number of complaints received: NIL
- Number of complaints disposed off: NIL

28. CORPORATE GOVERNANCE

As per Regulation 15(2) of the Listing Regulations, the compliance with the Corporate Governance provisions shall not apply in respect of the following class of companies:

a. Listed Entity 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;

b. Listed Entity which has listed its specified securities on the SME Exchange.

Since, our Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Corporate Governance is not applicable to the Company and it also does not form part of the Annual Report.

29. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has formulated a Vigil Mechanism (Whistle Blower Policy) for its directors and employees of the Company for reporting genuine concerns about unethical practices and suspected or actual fraud or violation of the code of conduct of the Company pursuant to the provisions of Section 177 of the Companies Act, 2013 read with the rules made thereunder. This vigil mechanism provides a channel to the employees and Directors to report to the management, concerns about unethical behavior, and also provide for adequate safeguards against victimization of persons who use the mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional. The practice of the Vigil Mechanism /Whistle Blower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee.

The Policy can be accessed on the Company website at following link – https://psfs.co.in/corporate-governance/

During the year, no whistle blower event was reported and mechanism is functioning well.

30. RISK MANAGEMENT

The Company operates in conditions where economic environment and social risk are inherent to its businesses. In managing risk, it is the Company's practice to take advantage of potential opportunities while managing potential adverse effects.

The various elements of risk which the Directors think, that may threaten the existence of the Company are:

a) **Financial Risk**: Financial risk generally arises due to instability and losses in the financial market caused by movements in stock prices, currencies, interest rates and more.

b) **Liquidity Risk**: It is the risk that the Company will be unable to meet its financial commitment to a Bank/Financial Institution in any location, any currency at any point in time. The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss.

c) **Credit Risk**: The risk of loss of principal or loss of a financial reward stemming from a borrower's failure to repay a loan or otherwise meet a contractual obligation.

d) **Time Risk**: To compensate for non-receipt of expected inflow of funds.

In line with Listing Regulations and as per the requirement of Section 134(3) (n) of the Companies Act, 2013 read with the rules made there under, as amended, Board has a framework for Risk Management to oversee the mitigation o such risks.

31. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board`s report. To ensure effective Internal Financial Controls the Company has laid down the following measures:

- The internal financial control systems are commensurate with the size and nature of its operations.

- All legal and statutory compliances are ensured on a monthly basis. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately. Any amendment is regularly updated by internal as well as external agencies in the system.

- Approval of all transactions is ensured through a preapproved Delegation of Authority Schedule which is reviewed periodically by the management.

- The Company follows a robust internal audit process. Transaction audits are conducted regularly to ensure accuracy of financial reporting, safeguard and protection of all the assets. Fixed Asset verification of assets is done on an annual basis. The audit reports for the above audits are compiled and submitted to Managing Director and Board of Directors for review and necessary action.

Further, company's internal control system is commensurate with the size, scale and complexity of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks with best practices in the industry. The Management with Audit Committee periodically reviews the Internal Control System and procedure for the efficient conduct of the business.

32. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors, Executive directors, SMPs and KMPs. The code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code of Conduct is available on the Company's websitehttp://www.psfs.co.in/codeofconduct.php

33. SECRETARIAL STANDARDS

The company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India. The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

34. OTHER DISCLOSURES

Other Disclosures with respect to Board's Report as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013, the Rules notified thereunder or any other applicable provisions are either **NIL or NOT APPLICABLE**.

35. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) 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.

36. ACKNOWLEDGEMENT

Your directors wish to express their grateful appreciation to the continued co-operation received from the all the Stakeholders of the company who had maintained their faith in the management of the company during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

Place: Jaipur
Date: 28.06.2021

For and on Behalf of the Board of Directors
Prem Somani Financial Services Limited

SD/-	**SD/-**
Lionel Anthony Loyola Velloz	**Dinesh Kumar Bohra**
Additional Director as a Managing Director	**Additional Director and CFO**
DIN: 02675063	**DIN: 02352022**

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

ANNEXURE-1

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Prem Somani Financial Services Limited
42, Jai Jawan Colony Scheme No.3, Durgapura
Jaipur - 302018 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Prem Somani Financial Services Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2021 **('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2021 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings**;**
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**

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

(vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We 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 BSE Limited.

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

We further report that

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, independent director(s) were present at Board Meetings which were called at shorter notice to transact business which were considered urgent by the management in compliance of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period the promoters of the Company has entered into SPA dated October 26, 2020 pursuant to the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Place: Jaipur
Date: June 28, 2021
UDIN: F003355C000529969

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 581 / 2019

CS Manoj Maheshwari
Partner
Membership No.: FCS3355
C P No.: 1971

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

Annexure A

To,
The Members,
Prem Somani Financial Services Limited
42, Jai Jawan Colony Scheme No.3 Durgapura
Jaipur - 302018 (Rajasthan)

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on 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

Place: Jaipur
Date: June 28, 2021
UDIN: F003355C000529969

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 581 / 2019

CS Manoj Maheshwari
Partner
Membership No.: FCS3355
C P No.: 1971

ANNEXURE-2

FORM NO. AOC.2

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

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

1. **Details of contracts or arrangements or transactions not at arm's length basis: NIL**
   (a) Name(s) of the related party and nature of relationship
   (b) Nature of contracts/arrangements/transactions
   (c) Duration of the contracts/arrangements/transactions
   (d) Salient terms of the contracts or arrangements or transactions including the value, if any
   (e) Justification for entering into such contracts or arrangements or transactions:
   (f) date(s) of approval by the Board
   (g) Amount paid as advances, if any:
   (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:**.**

2. **Details of material contracts or arrangement or transactions at arm's length basis:-**

   (a) Name(s) of the related party and nature of relationship: **Mr. Nivesh Somani**
   (b) Nature of contracts/arrangements/transactions: **Sale of Actionable Claim**
   (c) Duration of the contracts/arrangements/transactions: **F.Y. 2020-21**
   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: : **As per Contract and the value of Rs. 50, 000/- (Rupees Fifty Thousand only).**
   (e) Date(s) of approval by the Board, if any: **March 31, 2021**
   (f) Amount paid as advances, if any: **NIL**

Place: Jaipur
Date: 28.06.2021

For and on Behalf of the Board of Directors
Prem Somani Financial Services Limited

SD/-
Lionel Anthony Loyola Velloz
Additional Director as a Managing Director
DIN: 02675063

SD/-
Dinesh Kumar Bohra
Additional Director and CFO
DIN: 02352022

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

ANNEXURE – 3

PARTICULARS OF EMPLOYEES

PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021

S. No	Requirement of Rule 5(1)	Details
1.	The ratio of the remuneration of each Director to the median employees of the company for the financial year.	NA (No remuneration paid to directors)
2.	The percentage increase in remuneration of each Director Chief Financial Officer, Company Secretary ,Chief Executive Officer or Manager, if any, in the Financial Year	NA (No changes during the Year in remuneration of CFO, Company Secretary, Chief Executive Officer or Manager)
3.	The percentage increase in the median remuneration of the employees in the Financial Year	NA
4.	The number of the permanent employee on the rolls of the company	2
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the % increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average salary increase of non- managerial employees is: NA Average salary increase of managerial employees is : NA The average increase in remuneration of all employees are decided based on the company's policy, individual's performance, inflation and prevailing industry trend.
6	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes

Place: Jaipur
Date: 28.06.2021

For and on Behalf of the Board of Directors
Prem Somani Financial Services Limited

SD/-	**SD/-**
Lionel Anthony Loyola Velloz	**Dinesh Kumar Bohra**
Additional Director as a Managing Director	**Additional Director and CFO**
DIN: 02675063	**DIN: 02352022**

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

ANNEXURE – 4

DETAILS OF TOP 10 EMPLOYEES

PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021

Name	**Jitendra Khandelwal** **(Up to 28.02.2021)**	**Aayushi Pareek** **(Up to 28.02.2021)**
Designation	**Chief Financial officer**	**Company Secretary**
Remuneration received	Rs. 132000	Rs. 176000
Nature of Employment (contractual or otherwise)	On Rolls (Permanent)	On Rolls (Permanent)
Qualification	Professional	Professional (CS)
Experience	2 years	2 years
Age	41 years	24 years
Last Employment before joining the company	Other Services	NA
Relation to any director (if any)	NA	NA
Date of commencement of employment	24.04.2019	02.08.2019

Place: Jaipur
Date: 28.06.2021

For and on Behalf of the Board of Directors
Prem Somani Financial Services Limited

SD/-
Lionel Anthony Loyola Velloz
Additional Director as a Managing Director
DIN: 02675063

SD/-
Dinesh Kumar Bohra
Additional Director and CFO
DIN: 02352022

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

ANNEXURE – 5

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management of Prem Somani Financial Services Limited is pleased to present its Management Discussion and Analysis Report analyzing the Company's operations and financial performance. The report also contains expectations of the Company's business based on the current market trends.

INDUSTRY STRUCTURE AND DEVELOPMENT IN THE INDUSTRY

Although Financial Services Industry is amongst the oldest industries in India but it is not growing very rapidly.
It is an industry, which has evolved into a highly competitive and innovative driven industry, characterized by the presence of various sizes of players varying from solo-operators to small-to-medium sized niche players as well as established big players operating in different spaces in the entire spectrum of services.

It is important to note that these forecasts will have to be reconsidered in the light of the current global pandemic that has currently crippled most of industries. Although we are still in development phase of the business and hence not incurring any operating costs, but the company has taken cognizance that whenever the business would stabilize, there would be renewed focus on values thereon and we are actively evolving our development strategy accordingly.

OPPORTUNITIES AND THREATS

Revival of stock markets and bullish sentiments appears to be opportunity for the company. Tough competition, slow economic growth and depressed stock markets seem to be the biggest threats to the industry.

SEGMENT WISE AND PRODUCT WISE PERFORMANCE

The NBFC license of the company was cancelled by RBI on 18.10.2018 since the company couldn't reach the net worth of Rs. 200 lakhs. Thereafter, the Company has not been engaged in any NBFC related business activity. The Company's income pertains to the interest earnings on previous investments. Due to discontinuation of activities company has incurred a loss of Rs. 30, 24, 567 /- during the year 2020-21 as compared to Net loss of Rs. 28, 53,388/- in the previous financial year.

OUTLOOK

Outbreak of COVID-19 pandemic globally and in India is resulting in an economic slowdown all over. The pandemic is significantly impacting business operation of the Company in numerous ways. The lockdown, lots of restrictions and unexpected variables have adversely effected in to the operations and future growth plans of the Company. The company is still in the process to quantify the overall impact of such outbreak.

RISK & CONCERNS

Tough competition, slow economic growth, rapid changing statues and regulatory framework, etc. are the major risk areas in the Company's business. By using our experience we hope to perform better in the year to come in spite of these risks.

Also, the recent pandemic of COVID-19 and its continuing repercussions in all areas and especially economy of the country are a matter of risk and concern of the company.

INTERNAL CONTROL SYSTEM & THEIR ADEQUACY

The Company had adequate internal control system commensurate with its size and nature of business.
Your company's internal control procedures are adequate to ensure compliance with various policies, practices and statutes. Your Company maintains a system of internal controls designed to provide reasonable assurance regarding the following:

- Effectiveness and efficiency of operations
- Adequacy of safeguards for assets
- Prevention and detection of frauds and errors
- Accuracy and completeness of the accounting records
- Timely and accurate preparation of reliable financial information

The Company's Internal Auditors have conducted periodic audits to evaluate the adequacy & effectiveness of financial and operating internal controls, to report significant findings to the Audit Committee of the Board and to provide reasonable assurance that the Company's established systems, policies and procedures have been followed.
The Audit Committee takes due cognizance of the observations made by the auditors and gives their suggestions for improvement. The suggestions of the Audit Committee further ensure the quality and adequacy of the control systems.

FINANCIAL & OPERATIONAL PERFORMANCE

Due to increase in other expenses company has incurred a loss of Rs. 30, 24, 567/- during the year 2020-21 as compared to Net loss of Rs. 28, 53,388 in the previous financial year. Management periodically reviews the financial and operational performance of your Company against the approved plans across various parameters and takes necessary actions, wherever necessary.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Human resource development is paramount in every organization. The management continues to lay emphasis on identifying and developing talent on organization with a view to retain them and impart further training to those capable of handling additional responsibilities. This works to increase employee satisfaction within the organization, by providing employees with fresh challenges. Developing people and harnessing their ideas of high priority for the Company.

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. HRD activities are taken in the Company involving positive approach to develop employees to take care of productivity, quality and customer needs. The Company has well developed management information system giving daily, monthly and periodical information to the different levels of management. Such reports are being analyzed and effective steps are taken to control the efficiency, utilization, productivity and quality in the Company.

CHANGES IN RETURN ON NET WORTH

Return on Net Worth is computed as net profit divided by Net Worth. Net Loss was increased from Rs. 28.53 Lakhs in the previous financial year to Rs. 30.25 Lakhs in the current financial year. Due to this return on net worth is higher at (0.52%) as compared to

the previous financial year at (0.32%). The Loss is increased due to Operating expenses incurred by the Company.

OTHER DISCLOSURES

Other Disclosures with respect to Management Discussion and Analysis Report as required under Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are either NIL or NOT APPLICABLE.

Place: Jaipur
Date: 28.06.2021

For and on Behalf of the Board of Directors
Prem Somani Financial Services Limited

SD/-
Lionel Anthony Loyola Velloz
Additional Director as a Managing Director
DIN: 02675063

SD/-
Dinesh Kumar Bohra
Additional Director and CFO
DIN: 02352022

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

ANNEXURE – 6

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is forming part of the board´s report for the financial year 2020-21.

A. Conservation of energy:

I.	The steps taken or impact on conservation of energy	• The NBFC license of the company was cancelled by RBI on 18.10.2018 since the company couldn't reach the net worth of Rs. 200 lakhs. Thereafter, the Company has not been engaged in any NBFC business activity. Further, the company requires normal energy consumption of electricity. However the company is making necessary efforts to reduce the consumption of energy. • The office of the Company has been using LED bulbs that consume less electricity as compared to CFL and incandescent bulbs. The Company has increased the usage of low electricity consuming monitors in place of conventional monitors. The Company has started buying the new energy efficient computers that automatically goes into low power 'sleep' mode or off- mode when not in use. As a part of Green Initiative, a lot of paper work and Registered Office has been reduced by increased usage of technology.
II.	The steps taken by the company for utilising alternate sources of energy	NIL
II.	The capital investment on energy conservation equipment	NIL

B. Technology absorption:

I.	The efforts made towards technology absorption	The Company has been in the forefront in Implementing latest information technologies & tools towards enhancing our customer convenience and continues to adopt and use the latest technologies to improve the productivity and quality of Its services. The Company's operations do not require significant Import of Technology.
II.	The benefits derived like product improvement cost reduction,	N.A.

	product development or import substitution	
II.	Technology Imported during the last three years • The details of technology imported • The year of import • Whether the technology been fully absorbed • If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A. N.A. N.A. N.A.
IV.	The expenditure incurred Research and Development	Company has not incurred any expenditure on research and development during the year under review.

C. Foreign exchange earnings and Outgo

Foreign exchange earnings and outgo is reported to be NIL during the financial year under review.

Place: Jaipur
Date: 28.06.2021

For and on Behalf of the Board of Directors
Prem Somani Financial Services Limited

SD/-
Lionel Anthony Loyola Velloz
Additional Director as a Managing Director
DIN: 02675063

SD/-
Dinesh Kumar Bohra
Additional Director and CFO
DIN: 02352022

Registered Office Address: 42, Jai Jawan Colony, Scheme No.3 Durgapura Jaipur-302018(Rajasthan)

Independent Auditor's Report

TO PREM SOMANI FINANCIAL SERVICES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of PREM SOMANI FINANCIAL SERVICES LIMITED("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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, 2021, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Going Concern

We draw attention to the Statement of Profit & Loss, attached herewith which indicates that the Company incurred a net loss of Rs. 32,60,175/-, consequently, the equity (including the other equity) has reduced to Rs. 56,29,770 /- as on 31st March, 2021 as against Rs. 88,89,945/- as on 31st March 2020. Further, the NBFC License of the Company was cancelled by RBI on 18th October, 2018, due to which the Company is not able to continue the NBFC related business activities. Both these matters indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of these matters.

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, however here are no key audit matters to communicate in the auditor's report and we do not provide a separate opinion on these matters.

Information other than the financial statements and auditors' report thereon

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

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

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

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

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

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

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

Paragraph 41(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 41(c) explains that when law, regulation or

applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with, the description of the auditor's responsibilities below.

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

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

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

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

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

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

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

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

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

Other Matter

We did not audit the financial statements of branches included in the standalone financial statements of the Company as the company has not any branch.
Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

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

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

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

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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 March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration is not paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

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 in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Rajvanshi & Associates
Chartered Accountants
Firm Regn.No : 005069C

Abhishek Rajvanshi
Partner
M.No : 440759
Place : Jaipur
Date : 28/06/2021
UDIN:21440759AAAAEH8394

(ANNEXURE "A" TO THE AUDITOR'S REPORT)

ANNEXURES TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report in Paragraph 2 of **Report on Other Legal and Regulatory Requirements** to the members of the Company on the financial statements for the year ended 31st March 2021, we report that:

(i) **In respect of Fixed Assets:**

(a) The company maintained reasonable records showing full particulars, including quantitative details and situation of fixed assets as explained by the management on the basis of available information.

(b) The management during the year has physically verified the major assets and in our opinion, the frequency of verification is reasonable. No material discrepancy were noted on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the record of the company, we report that, the title deeds, comprising all immovable properties of land & buildings which are freehold, are held in the name of the Company.

(ii)**In respect of Inventories:**

The company is holding securities in the form of Investments, therefore it does not hold any physical inventories. Thus, paragraph 3(ii) of the order is not applicable to the company.

(iii) According to the information and explanations given to us and on the basis of our examination of books of account, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence the provision of clauses iii (a), (b) & (c) are not applicable.

(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, with respect to the loans and investments made.

(v) As informed and explanation given to us the Company has not accepted any new deposits from the public during the year. Hence RBI directives are not applicable.

(vi) As informed to us, the company is not required to maintain the cost records as prescribed under Section 148(1) of the Companies Act 2013.We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion:-

(a) According to the information and explanations given to us and on the basis of our examination of the record of the company, undisputed statutory dues including Tax Deducted at source under Income Tax and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

(b) According to the information and explanations given to us, there are no disputed dues which have remained outstanding as at the end of the financial year, for a

period of more than six months from the date they became payable.

(viii) According to the information and explanations given to us and based on the documents and records produced before us, the company does not have any outstanding dues from Financial Institution or Bank or Debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

(ix) According to the information and explanations given to us, the company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid managerial remuneration. Accordingly clause 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. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.

(xvi) Company was registered under Section 45-IA of the Reserve Bank of India Act 1934. However, the Reserve Bank of India cancelled the NBFC License of the Company on 18th October, 2018.

For Rajvanshi & Associates
Chartered Accountants
Firm Regn. No.: 005069C

Abhishek Rajvanshi
Partner
M No. : 440759
Place : Jaipur
Date : 28/06/2021
UDIN : 21440759AAAAEH8394

ANNEXURES TO THE INDEPENDENT AUDITORS' REPORT

(ANNEXURE "B" TO THE AUDITOR'S REPORT)

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

We have audited the internal financial controls over financial reporting of **PREM SOMANI FINANCIAL SERVICES LIMITED** ("the Company") as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Opinion

Subject to our observations in our Independent Auditors' Report dated 28/06/2021 under the head "Material Uncertainty related to Going Concern" in our opinion, considering the fact that there were few transaction during the year under review for which, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as on March 31, 2021, 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.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

For Rajvanshi & Associates
Chartered Accountants
Firm Regn. No.: 005069C

Abhishek Rajvanshi
Partner
M. No. : 440759
Place : Jaipur
Date : 28/06/2021
UDIN : 21440759AAAAEH8394

Prem Somani Financial Services Limited

42,Jai Jawan Colony, Scheme No. 3, Durgapura, Jaipur, Rajasthan -302018
CIN: L67120RJ1991PLC006220, E-Mail: limitedpsfs@gmail.com, Ph. No.: 9829051268

Balance Sheet as at 31-03-2021

(Amount in Rs)

Particulars	Note	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-current assets			
Property, Plant And Equipment	2	22,892	35,220
Investment Properties	3	2,73,919	2,89,447
Financial Assets		-	-
I. Investments	4	32,90,362	59,19,349
Ii. Loans	5	4,33,300	24,46,970
Iii. Other Financial Assets	6	7,500	7,500
Total non-current assets		**40,27,973**	**86,98,486**
Current Assets			
Inventories		-	-
Financial Assets		-	-
I. Investments		-	-
Ii. Trade Receivables	7	50,000	-
Iii. Cash And Cash Equivalents	8	37,45,351	2,69,164
Iv. Bank Balances Other Than (Iii) Above		-	-
V. Loans		-	-
Vi. Other Current Financial Assets	9	-	6,532
Income Tax Assets	10	17,624	58,517
Other Current Assets		-	-
Total current assets		**38,12,975**	**3,34,213**
Total assets		**78,40,948**	**90,32,699**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11(a)	3,30,34,000	3,30,34,000
Other Equity	11(b)	-2,71,68,622	-2,41,44,055
Total equity		**58,65,378**	**88,89,945**
LIABILITIES			
Non-current liabilities			
Financial Liabilities		-	-
i. Borrowings		-	-
Total non-current liabilities		**-**	**-**
Current Liabilities			
Financial Liabilities			
I. Borrowings			
Ii. Trade Payables	12	**50,500**	**16,775**
Iii. Other Financial Liabilities	13	**8,58,661**	**-**
Other Current Liabilities	14	**10,66,409**	**1,25,979**
Current Tax Liabilities			
Total Current Liabilities		**19,75,570**	**1,42,754**
Total Liabilities		**19,75,570**	**1,42,754**
Total Equity And Liabilities		**78,40,948**	**90,32,699**
Notes to financial statements	**1 to 19**		

As per our report of even date
RAJVANSHI & ASSOCIATES
Chartered Accountants
Firm Regn. No. 005069C

FOR Prem Somani Financial Services Limited

(DINESH KUMAR BOHRA)
Director & CFO
DIN : 02352022

(LIONEL ANTHONY VELLOZ)
Managing Director
DIN : 02675063

Abhishek Rajvanshi
Partner
Membership No. 440759
Place : Jaipur
Date : 28/06/2021

(SONALI GUPTA)
Director
DIN : 08729522

(PRIYA GUPTA)
Company Secretary and Compliance Officer
Membership No A34581

Prem Somani Financial Services Limited

42,Jai Jawan Colony, Scheme No. 3, Durgapura, Jaipur, Rajasthan -302018
CIN: L67120RJ1991PLC006220, E-Mail: limitedpsfs@gmail.com, Ph. No.: 9829051268

Statement of Profit & Loss for the Year Ended 31-03-2021

(Amount in Rs)

Particulars	Note	Year Ended 31-03-2021	Year Ended 31-03-2020
Income			
Revenue from operations	15	6,09,962	3,55,543
Other income	16	87,700	1,32,020
Total Income		**6,97,662**	**4,87,563**
Expenses			
Construction Costs		0	0
Changes In Inventories Of Finished Goods, Work- In-Progress And Products For Sale		0	0
Employee Benefit Expense	17	7,88,000	2,64,800
Depreciation And Amortisation Expense	18	27,856	27,854
Other Expenses	19	29,06,373	30,48,297
Finance Costs		0	0
Total expenses		**37,22,229**	**33,40,951**
Loss before exceptional items, share of net profits of investments accounted for using the equity method and tax		**-30,24,567**	**-28,53,388**
Share of net profits of associates and joint ventures accounted for using the equity method		0	0
Loss before exceptional items and tax		-30,24,567	-28,53,388
Exceptional items		**0**	**0**
Loss before tax		**-30,24,567**	**-28,53,388**
Income tax expense			
- Current tax		0	0
- Deferred tax		0	0
Total tax expense		**0**	**0**
Loss for the year		**-30,24,567**	**-28,53,388**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurements of post-employment benefit obligations		0	0
-Share of other comprehensive income of associates and joint ventures accounted for using equity method		0	0
- Income tax relating to these items		0	0
Other comprehensive income for the year, net of tax		0	0
Total comprehensive income/(deficit) for the year		**-30,24,567**	**-28,53,388**
Earnings per equity share			
Basic earnings per share (in INR)		(0.92)	(0.86)
Diluted earnings per share (in INR)		(0.92)	(0.86)

Notes to financial statements **1 to 19**

As per our report of even date
RAJVANSHI & ASSOCIATES
Chartered Accountants
Firm Regn. No. 005069C

FOR Prem Somani Financial Services Limited

(DINESH KUMAR BOHRA)
Director & CFO
DIN : 02352022

(LIONEL ANTHONY VELLOZ)
Managing Director
DIN : 02675063

Abhishek Rajvanshi
Partner
Membership No. 440759
Place : Jaipur
Date : 28/06/2021

(SONALI GUPTA)
Director
DIN : 08729522

(PRIYA GUPTA)
Company Secretary and Compliance Officer
Membership no A34581

Prem Somani Financial Services Limited

42,Jai Jawan Colony, Scheme No. 3, Durgapura, Jaipur, Rajasthan -302018
CIN: L67120RJ1991PLC006220, E-Mail: limitedpsfs@gmail.com, Ph. No.: 9829051268

(Amount in Rs.)

Cash Flow Statement For the year 1st April 2020 to 31st March 2021

PARTICULARS	2020-21	2019-20
(A) NET CASH FLOW FROM OPERATING ACTIVITES		
Net Loss before tax	(30,24,567)	(28,53,388)
Adjustments to reconcile profit before tax to net cash flows		
Profit on Sale of Assets	-	-
Loss on Sale of fixed asset		-
Interest Income	(6,09,962)	3,55,543
Sundry Balances written off		19,86,789
Depriciation	27,856	27,856
Operating Profit before working capital change	**(36,06,673)**	**(4,83,200)**
Movements in working capital:		
Increase/(decrease) in trade payables	33,725	
Increase/(decrease) in other current liabilities	17,99,091	9,434
Decrease/(increase) in inventory	-	
Decrease/(increase) in trade receivable	(50,000)	
Decrease/(increase) in short term loans & advances	47,425	
Decrease/(increase) in other long term asset	-	(15,078)
Cash generate from/(used in) operating activities	**(17,76,432)**	**(4,88,844)**
Direct taxes paid	-	-
NET CASH FLOW FROM OPERATING ACTIVITES	**(17,76,432)**	**(4,88,844)**
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Gain on investments		92,723
Sale of investments	26,28,987	2,15,646
Long Term Loan & advances	20,13,670	
Interest Received	6,09,962	(3,55,543)
NET CASH FLOW FROM INVESTING ACTIVITES	**52,52,619**	**(47,174)**
(C) NET CASH FLOW FROM FINANCING ACTIVITIES		
Loans recovered during the year		8,12,240
Proceeds from Short term Borrowings(net of repayments)		
Finance Cost	-	
NET CASH FLOW FROM FINANCING ACTIVITIES	**-**	**8,12,240**
Increase in cash & Bank Balances (A+B+C)	34,76,187	2,76,222
Add: Opening cash & Bank Balances	2,69,164	(7,058)
Closing cash & Bank Balances	**37,45,351**	**2,69,164**

As per our report of even date

For Rajvanshi & Associates
Chartered Accountants

For & on behalf of the Board of Directors
Prem Somani Financial Services Limited

(DINESH KUMAR BOHRA)
Director & CFO
DIN : 02352022

(LIONEL ANTHONY VELLOZ)
Managing Director
DIN : 02675063

Abhishek Rajvanshi
Partner
Membership No. 440759
Place : Jaipur
Date : 28/06/2021

(SONALI GUPTA)
Director
DIN : 08729522

(PRIYA GUPTA)
Company Secretary and Compliance Officer
Membership no : A34581

Note 2 - Property, plant and equipment

Particulars	Furniture and fixtures	Office equipments	Computers	Total	Capital work-in-progress
Year ended March 31, 2020					
Gross carrying amount					
Opening gross carrying amount	1,41,555	1,69,118	8,500	3,19,173	-
Additions				-	-
Disposals				-	-
Transfers				-	-
Closing gross carrying amount	**1,41,555**	**1,69,118**	**8,500**	**3,19,173**	**-**
Accumulated depreciation					
Opening accumulated depreciation	1,22,249	1,47,600	1,777	2,71,626	-
Depreciation charge during the year	4,709	4,926	2,692	12,327	-
Disposals	-	-	-	-	-
Exchange differences	-	-	-	-	-
Other movements	-	-	-	-	-
Closing accumulated depreciation	**1,26,958**	**1,52,526**	**4,469**	**2,83,953**	**-**
Net carrying amount	**14,597**	**16,592**	**4,031**	**35,220**	**0**
Year ended March 31, 2021					
Gross carrying amount					
Opening gross carrying amount	1,41,555	1,69,118	8,500	3,19,173.00	-
Additions	-	-	-	-	-
Others	-	-	-	-	-
Disposals	-	-	-	-	-
Closing gross carrying amount	**1,41,555**	**1,69,118**	**8,500**	**3,19,173**	**0**
Accumulated depreciation					
Opening accumulated depreciation	1,26,958	1,52,526	4,469	2,83,953	-
Depreciation charge during the year	4,709	4,926	2,693	12,328	
Other movement				-	
Closing accumulated depreciation	1,31,667	1,57,452	7,162	2,96,281	-
Net carrying amount	**9,888**	**11,666**	**1,338**	**22,892**	**0**

Prem Somani Financial Services Limited

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CIN: L67120RJ1991PLC006220, E-Mail: limitedpsfs@gmail.com, Ph. No.: 9829051268

Notes to the standalone financial statements as at and for the year ended March 31,2021

Note 3 - Investment properties (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
Gross carrying amount		
Opening gross carrying amount/ deemed cost	**10,23,350**	10,23,350
Acquired pursuant to business combination	-	-
Additions	-	-
Closing gross carrying amount	**10,23,350**	**10,23,350**
Accumulated depreciation		
Opening accumulated depreciation	7,33,903	7,18,376
Depreciation charge	15,528	15,527
Closing accumulated depreciation	**7,49,431**	**7,33,903**
Net carrying amount	**2,73,919**	**2,89,447**

(i) Amounts recognized in the statement of profit and loss for investment properties

Particulars	As at March 31, 2021	As at March 31, 2020
Rental income	-	-
Direct operating expenses	-	-
Profit from investment properties before depreciation	-	-
Depreciation	-15,528	-15,527
Profit/(Loss) from investment properties	**-15,528**	-15,527

Estimation of fair value

The Company carries out internal valuation for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources including:

(a) current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences

(b) discounted cash flow projections based on reliable estimates of future cash flows

(c) capitalized income projections based upon a property's estimated net market income, and a capitalization rate derived from an analysis of market evidence.

Note 4 - Non-current investments (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Investments in Equity Instruments(fully paid-up)		
Quoted *	3,41,757	12,02,840
Unquoted	29,48,605	29,48,605
Total (Equity Instruments)	**32,90,362**	**41,51,445**
(b) Investment in Preference Shares (Unquoted) (at amortised cost)	-	-
(c) Investment in Debentures (quoted) (at amortised cost)		
HUDCO bond 8.20%	-	17,67,904
Total(a+b+c)	**32,90,362**	**59,19,349**
Aggregate amount of unquoted investment	29,48,605	29,48,605
Aggregate amount of quoted investment and market value thereof	3,41,757	29,70,744
Aggregate amount of impairment in value of investments	-	-

* Sold to director during the year

Note 5 - Non-current loans (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured and considered good		
Indian Drugs and Chemicals	4,33,300	
Anandi Lal Lalpuria		2,25,776
Braham Dutt Sharma		53,075
Marudhar Hospital		16,43,200
Uma Laxmi Internation		5,24,919
Total	**4,33,300**	**24,46,970**

Note 6 - Other non-current financial assets (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured and considered good		
Security Deposits	7,500	7,500
Total	**7,500**	**7,500**

Note 7 - Trade Recievables (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
Trade Recievables from related party	50,000	-

Total	**50,000**	**-**

Note 8 - Cash and cash equivalents (Amount in Rs)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Cash in hand	-	53,069
Cheques in hand	35,04,468	-
Balances with banks		
In current accounts	2,40,883	2,16,095
Deposits with maturity of less than 3 months	-	-
Total	**37,45,351**	**2,69,164**

Note 9.- Other current financial assets (Amount in Rs)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Unsecured and considered good		
Receivable from BSE Ltd.	**-**	4,000
Interest receivable	-	2,532
Total	**-**	**6,532**

Note 10 - Income tax assets (Amount in Rs)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
TDS Receivable F.Y 18-19	-	35,455
TDS Receivable F.Y 19-20	-	23,062
TDS Receivable F.Y 20-21	17624	-
Total	**17,624**	**58,517**

Note 11 - Share capital and other equity

Note 11(a) - Equity share capital and instruments entirely equity in nature

(i) Authorised share capital (Amount in Rs)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Equity share capital	7,00,00,000	7,00,00,000
Total	**7,00,00,000**	**7,00,00,000**

(ii) Issued, subscribed and paid up (Amount in Rs)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Equity share capital	3,30,34,000	3,30,34,000
Total	**3,30,34,000**	**3,30,34,000**

(iii) Movement in equity share capital

	As at March 31, 2021		**As at March 31, 2020**	
	Number of shares	**Amount**	**Number of shares**	**Amount**
Equity Shares				
Balance as at the beginning of the Year	3303400	3,30,34,000	33,03,400	33034000
Add : Equity shares allotted to 0% Class B redeemable preference shareholders	0	-	-	0
Add: Shares issued during the year	0	-	-	0
Balance as at the end of the year	**33,03,400**	**3,30,34,000**	**33,03,400**	**3,30,34,000**

(iv) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2021		**As at March 31, 2020**	
	Number of shares	**Percentage**	**Number of shares**	**Percentage**
Equity Shares				
Prem Lata Somani	766100	23.19%	7,66,100	23.19%

10(b) - Reserves and surplus (Amount in Rs)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Securities premium reserve	7,50,000	7,50,000
Retained earnings	-2,85,12,365	-2,54,87,798
Debenture redemption reserve		-
Capital reserve		-
General reserves		-
Other reserve	5,93,743	5,93,743
Total	**-2,71,68,622**	**-2,41,44,055**

(i)Securities premium reserve (Amount in Rs)

Particulars	**As at March 31, 2021**	**As at March 31, 2020**
Opening Balance	7,50,000	7,50,000
Movement During Year	-	-
Closing Balance	**7,50,000**	**7,50,000**

(ii) Retained earnings (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance(as per Ind AS)	-2,54,87,798	-2,26,34,410
Profit for the year	-30,24,567	-28,53,388
Closing Balance	**-2,85,12,365**	**-2,54,87,798**

(iii) Other reserve (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
Opening Balance	5,93,743	5,93,743
Add: amount transferred from general reserve	-	-
Less: amount transferred to general reserve	-	-
Closing Balance	**5,93,743**	**5,93,743**

Nature and purpose of other reserves:
(a)Securities premium reserve
Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.
(b)Capital Reserve
Capital reserve is created out of profit or gains of a capital nature. The capital reserve is available for utilisation against capital purpose and are not available for distribution of dividend.

Note 12 - Trade Payables (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
NSDL	11,800	7,520
CDSL		9,255
Expense Payable	38,700	
Total	**50,500**	**16,775**

Note 13 - Other current financial liabilities (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
Suresh Prasad Singh(Advance against property)	1,00,011	-
Cheque Issued but not presented for payment	7,58,650	-
Total	**8,58,661**	**-**

Note 14 - Other Current Liabilities (Amount in Rs)

Particulars	As at March 31, 2021	As at March 31, 2020
Salary Payable	3,00,000	16,000
Provision	4,71,500	5,600
TDS Payable	75,150	4,000
Audit fees payable	47,200	41,900
Demat Charges Payable	171	171
Alankit Assignments	7,238	7,288
V.M Associates	1,65,150	28,320
Others		22,700
Total	**10,66,409**	**1,25,979**

Note 15 - Revenue from operations (Amount in Rs)

Particulars	2020-21	2019-20
Interest Income	3,05,620	3,02,623
Profit on sale of investment	3,04,342	52,920
Total	**6,09,962**	**3,55,543**

Note 16 - Other income (Amount in Rs)

Particulars	2020-21	2019-20
Interest accretion on financial assets at amortised cost		
On Bonds(Tax Free)	-	1,32,020
Interest on IT Refund	3,225	-
Sale of Actionable Claim	50,000	
Expenses payable written off	34,475	
Total	**87,700**	**1,32,020**

Note 17 - Employee benefit expenses (Amount in Rs)

Particulars	2020-21	2019-20
Salaries and bonus	7,88,000	2,64,800
Total	**7,88,000**	**2,64,800**

Note 18 - Depreciation and amortisation expense (Amount in Rs)

Particulars	2020-21	2019-20
Depreciation on tangible assets	12,328	12,327
Depreciation on investment property	15,528	15,527
Total	**27,856**	**27,854**

Note 19 - Other expenses (Amount in Rs)

Particulars	2020-21	2019-20
Advertisement and publicity	91,480	87,529
Accounting Charges	1,00,000	

AGM Expenses	25,930	50,260
Statutory Audit Fees	51,700	40,000
Internal Audit Fees	9,000	5,900
Fair value loss on Investment	8,55,440	92,723
Secretarial Audit Fees	1,77,000	28,320
Loss on Sales of Investment	284	-
Bank Charges	267	236
Connectivity, Maintainence & Processing Charges	61,496	43,564
CDSL E-Voting Expenses	-	5,900
Courier Expenses	-	34,840
Demat Charges	400	9,778
Electricity Expenses	682	1,534
Interest on TDS	90	
Legal & Professional Expenses	8,67,800	12,000
Listing Fees	3,54,000	3,54,000
Postage & Registry	91	1,337
Printing & Stationary	1,001	1,670
Repair & Maintenance	2,83,048	13,500
ROC Fees	11,800	14,000
Website Design Expenses	5,500	5,939
Miscellaneous Expenses	9,364	3,980
ROC Compounding Fees	-	1,25,000
Professional Fees	-	1,08,258
Bad-debts (See Point 3 of Note 1- Corporate Information and Significant Accounting Policies)	-	19,86,789
Annual Custody Fees	-	21,240
Total	**29,06,373**	**30,48,297**

RISK MANAGEMENT POLICY

BACKGROUND & LEGAL FRAMEWORK:

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Ethics" which aims to improvise the governance practices across the Company's activities. The management of Company have to base their business decisions on a dynamic and integrated risk management system and process, driven by corporate strategy. Companies are exposed to several major risks in the course of their business- credit risk, interest rate risk, equity price risk, liquidity risk and operational risk. It is therefore important that companies should introduce effective risk management policy that addresses the issues relating to various business risks Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

OBJECTIVE & PURPOSE OF POLICY:

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the
business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The specific objectives of the Risk Management Policy are:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.

(i) No Tax liability will arise during FY 2020-21 since there is a loss.

(ii) Company has not created deffered tax on temporary difference as the company does not expect flow of profits in the near future in order to offset the deffered tax Moreover a significant doubt has been cast in the audit report about the going concern of the company .

(iii) There is no associates or joint venture company of this company.

Note - 19 Related Party Transaction

In accordance with the requirements of IND AS 24, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are repo rted as under:

(a) Related party name and relationship

Related party	**Designation/Relation**
Nawal Kumar Somani	Director
Prem Lata Somani	Director
Ayushi Pareek	Company Secretary
Jitendra Khandelwal	Chief Financial Officer

(b) Related party transaction

Related Party	**Nature of transaction**	**2020-21**	**2019-20**
Ayushi Pareek	Salary	1,76,000	1,28,000
Jitendra khandelwal	Salary	1,32,000	1,34,800
Nivesh Somani	Sale of actionable claim	50,000	
Total		**3,58,000**	**2,62,800**

Note no 20

(a) previous year figures have been regrouped and rearranged as per requirements

(b) COVID-19 is a global pandemic, which continues to spread across the world and India is not exception and has contributed to a significant decline and volatility in global and Indian financial markets and a unprecedent level of disruption on socio economic activities. The Indian government had announced a series of lock-down which was further extended upto May 2021 & further restrictions till date of Signing. The recent directions from Government allows for calibrated and gradual withdrawal of lockdown and partial resumption of selected economic activities. Based on information available till date, the Company has used the principles of prudence in applying judgements, estimates and possible forward looking scenarios to assess and provide for the impact of the pandemic on the Financial Statements. The extent to which the COVID-19 pandemic will impact the Company's operations and financial metrics.

As per our report of even date

RAJVANSHI & ASSOCIATES **FOR Prem Somani Financial Services Limited**

Chartered Accountants

Firm Regn. No. 005069C

(DINESH KUMAR BOHRA) **(LIONEL ANTHONY VELLOZ)**

Director & CFO **Managing Director**

DIN : 02352022 **DIN : 02675063**

Abhishek Rajvanshi

Partner

Membership No. 440759 **(SONALI GUPTA)** **(PRIYA GUPTA)**

Place : Jaipur **Director** **Company Secretary and Compliance officer**

Date : 28/06/2021 **DIN : 08729522** **Membership no : A34581**