

SRI AMARNATH FINANCE LIMITED

33rd ANNUAL REPORT

(2017-2018)

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Third Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31, 2018.

SRI AMARNATH FINANCE LIMITED
ANNUAL REPORT 2017-2018

**SAVE PAPER,
SAVE TREES,
SAVE THE EARTH.**

Many Shareholders have already asked for paperless annual reports.
Join them and save paper.
Just drop us an e-mail.

The Companies Act, 2013, as a part of Green Initiative, allows companies to go for paperless compliances by sending Notice, Annual Report and other related documents by e-mail to its Shareholders. Many of the Shareholders have registered their e-mail address and we thank them for the same. Shareholders, who have not registered their e-mail address so far or wish to change their e-mail address, may, as a support to this initiative, register their e-mail address by sending an e-mail to 'amarnath01finance@gmail.com', quoting their Name, Folio No. / DP ID / Client ID and e-mail address to be registered with us for enabling us to send documents in electronic form.

Also, registering your e-mail address with us will ensure that we directly connect with you and no important communication from our side is missed by you as a Shareholder of the Company.

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SRI AMARNATH FINANCE LIMITED

CORPORATE INFORMATION

CIN	:	L74899DL1985PLC020194
BOARD OF DIRECTORS	:	Rakesh Kapoor Director
	:	Manish Kapoor Director
	:	Rajesh Sabharwal Director
	:	Nishi Seth Director
	:	Rajesh Singal Director
	:	Harlin Arora Director
	:	Pooja Bedi Director
	:	Sujan Mal Mehta Director
	:	Priti Jain Director
CHIEF FINANCE OFFICER	:	Parveen Kumar
COMPANY SECRETARY	:	Bhawana Tuli
STATUTORY AUDITORS	:	M/s Vinod Vishal & Co. (Chartered Accountants) R-22/205, IInd Floor, Khaneja Complex, Shakarpur, Delhi-110092.
INTERNAL AUDITOR	:	M/s. R Garg & Company, Chartered Accountant,
SECRETARIAL AUDITOR	:	M/sAnurag Gupta & Associates, Company Secretaries
REGISTRAR AND TRANSFER AGENT	:	BigshareServices Pvt. Ltd. 4E/8, First Floor, Jhandewalan, Extension, NewDelhi-110017
BANKERS	:	Bank of Baroda 856, Mohan Mansion, Chandni Chowk, New Delhi-110006

REGISTERED OFFICE: 4883-81, Second Floor, Main Road,
KuchUstad Dag, Chandni Chowk,
Delhi-110006

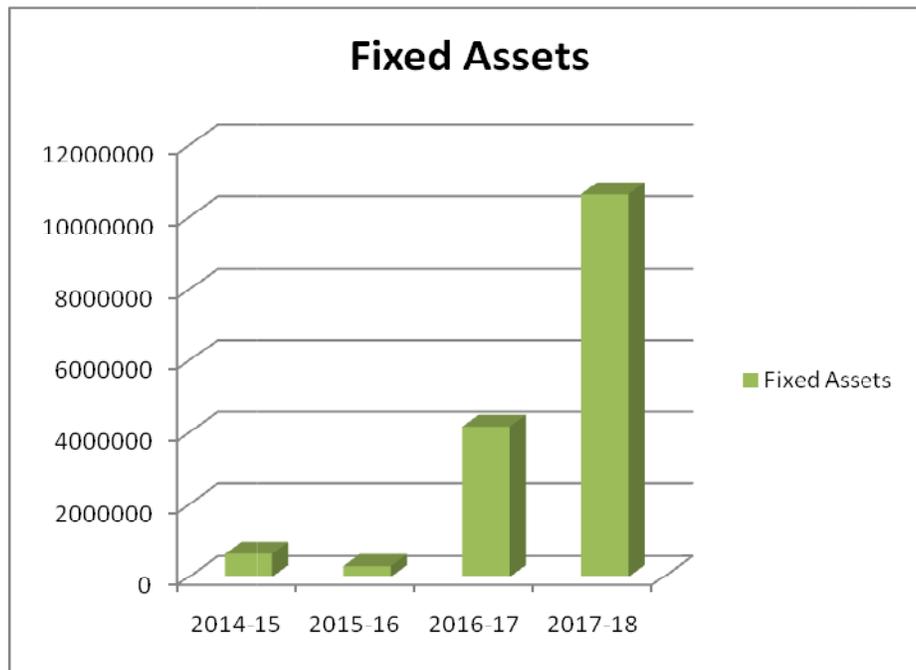
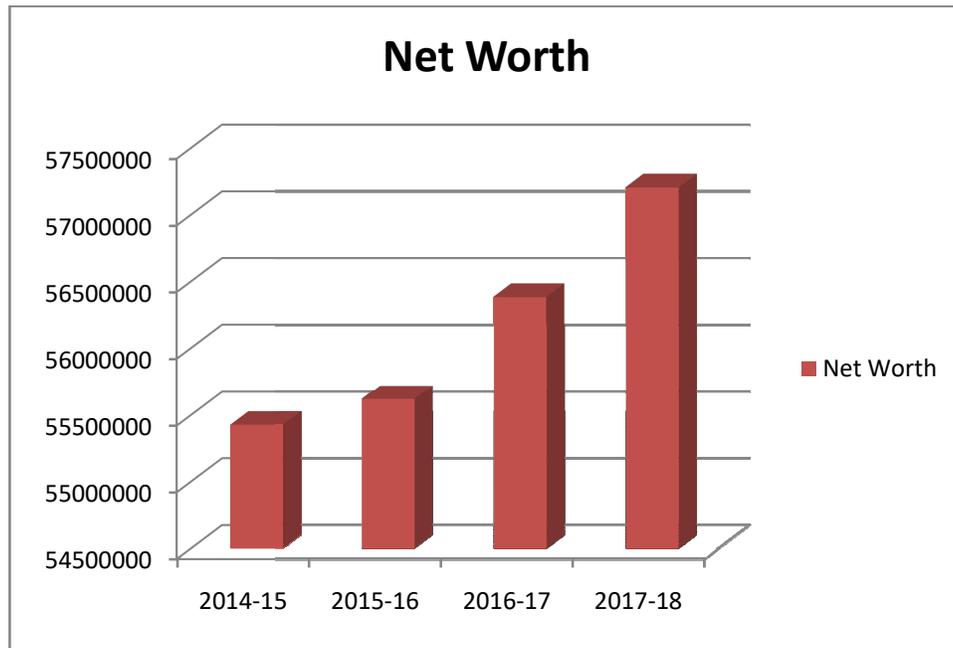
EMAIL : amarnath01finance@gmail.com

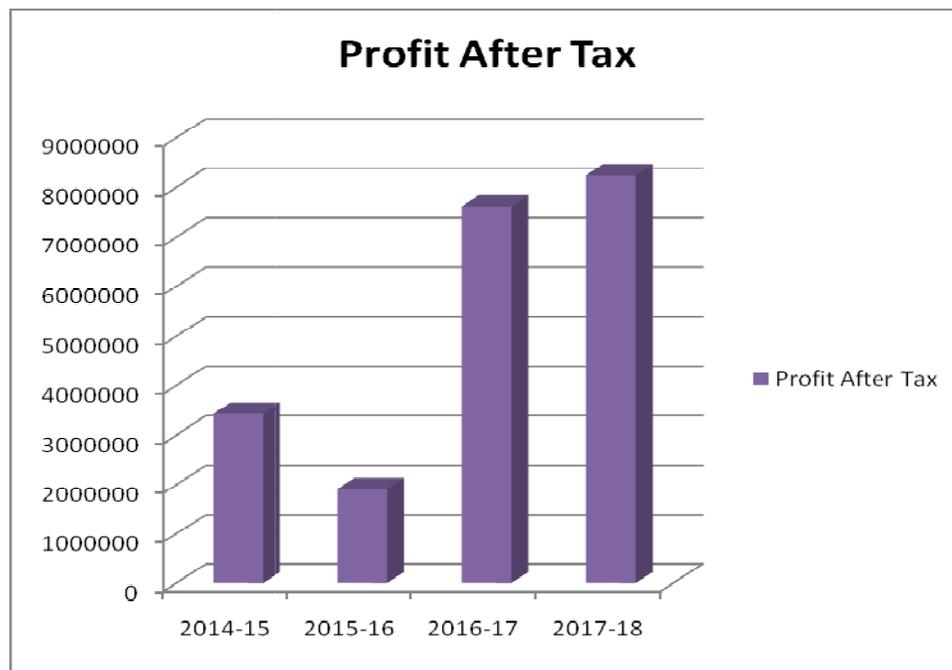
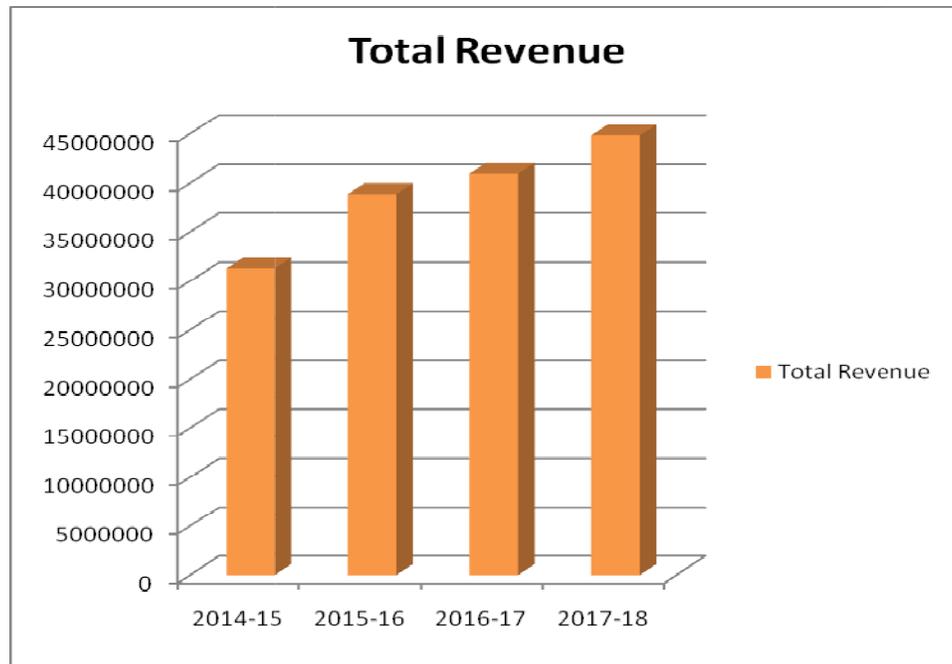
**INVESTORS HELPDESK
& EMAIL** : Bhawana Tuli
amarnath01finance@gmail.com

WEBSITE : www.shriamarnathfinance.in

CONTACT NO. : 01123953204, 23392222

KEY PERFORMANCE INDICATORS





SRI AMARNATH FINANCE LIMITED

Regd. Off. 4883 – 84, Second Floor, Main Road, Kucha Ustad Dag,

Chandni Chowk, Delhi – 110006

CIN: L74899DL1985PLC020194

E-mail: sriamarnath@hotmail.com, amarnath01finance@gmail.com

Web-site: www.sriamarnathfinance.in

Ph.:01123953204, 23392222

NOTICE

Dear Member(s)

Notice is hereby given that Thirty Third Annual General Meeting of the members of Sri Amarnath Finance Limited will be held on **Tuesday, September 25, 2018 at 11:00 A.M. at NiskanSankirtan Mandal, 19/32 Moti Nagar New Delhi-110015** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statement consisting of Balance Sheet as on March 31, 2018, the statement of Profit and Loss, Cash Flow Statement for the year ended on March 31, 2018 along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Manish Kapoor (DIN: 00025655)**, a Non Executive & Non Independent Director, who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors and fix their remuneration and to pass the following resolution as an **Ordinary Resolution** with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at the Annual General Meeting held on 23rd September 2015, the appointment of M/s. Vinod Vishal & Co Chartered Accountants (Firm Registration No.-009112N), as the auditors of the Company be and is hereby ratified.”

"RESOLVED FURTHER THAT in accordance with the Section 139 of the Companies Act, 2013, as amended vide Companies (Amendment] Act, 2017, effective May 7, 2018, the Company, be and hereby affirms that the appointment of M/s. Vinod Vishal & Co Chartered Accountants (Firm Registration No.-009112N), as the Statutory Auditors of the Company, shall not require any annual ratification by the members for the remaining period of their appointment from the conclusion of Thirty Third Annual General Meeting till the conclusion of Thirty Fifth Annual General Meeting of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee thereof], be and are hereby authorized to decide and finalize the remuneration of the Statutory Auditors, for the relevant year(s) during the aforesaid term of their appointment."

SPECIAL BUSINESS

4. Approval of Related Party Transactions under Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION

"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting held on September 19, 2017 in this regard and pursuant to the provisions of Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 governing the Related Party Transactions and the other applicable provisions amended from time to time, and the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, if any, as may be applicable including any statutory modification or re-enactment thereof, consent of the Members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the Related Parties of the Company, which exceeds the threshold limit of 10 percent of annual consolidated turnover of the Company for the financial year 2018-2019 and for every financial year thereafter, upto the maximum limits as set out in the table here under:

Limits as set out for Investment / Loans / Guarantees														
Name(s) of the related party	R M Dress Creations Private Limited	B.R.K. FincapL LP	Gangajal Apparels LLP	B R K Overseas Private Limited	Gemini Media-Tech LLP	BRK Infotech & Developers Private Limited	BR Kapoor and Sons Private Limited	Mr. Rakesh Kapoor	Mr. Karan Kapoor	Mr. Manish Kapoor	Mr. Raghav Kapoor	Mr. Rishabh Kapoor	Mrs. Ramesh Kumari Kapoor	Mr. Uday Kapoor
Relationship with the Related Party	Private Company in which Director is Director/Member	A firm in which director or his relative is partner	A firm in which director or his relative is partner	Private Company in which Director is Director/Member	A firm in which director or his relative is partner	Private Company in which Director is Director/Member	Private Company in which Director is Director/Member	Director	Relative of Director	Director	Relative of Director	Relative of Director	Relative of Director	Relative of Director
Maximum limits of Investment upto	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Giving of Loans	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores

Corporate Guarantees issued / to be issued on their behalf	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores	Rs. 10 Crores						
Period of transaction	For The Financial Year 2018-19													

“RESOLVED FURTHER THAT approval of Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this resolution.”

5. To appoint Mr. Rajesh Sabharwal (DIN: 08065166) as an Independent Director for a term of upto 5 years by passing the following resolution, with or without modification[s], as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors and subject to the provisions of Sections 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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), Mr. Rajesh Sabharwal (DIN: 08065166), who was appointed as an Additional Director of the Company w. e. f. February 14, 2018, to be designated as an Independent Director, and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years on the Board of the Company from 14th February, 2018 to 13th February, 2023."

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

6. To appoint Ms. Pooja Bedi (DIN: 0008193642) as an Independent Director for a term of upto 5 years by passing the following resolution, with or without modification[s], as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors and subject to the provisions of Sections 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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), Ms. Pooja Bedi (DIN: 0008193642), who was

appointed as an Additional Director of the Company w. e. f. August 14, 2018, to be designated as an Independent Director, and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years on the Board of the Company from 14th August, 2018 to 13th August, 2023."

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

7. To appoint Ms. Harlin Arora (DIN: 0008193621) as an Independent Director for a term of upto 5 years by passing the following resolution, with or without modification[s], as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors and subject to the provisions of Sections 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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), Ms. Harlin Arora (DIN: 0008193621), who was appointed as an Additional Director of the Company w. e. f. August 14, 2018, to be designated as an Independent Director, and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years on the Board of the Company from 14th August, 2018 to 13th August, 2023."

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

8. To appoint Mr. Rakesh Kapoor (DIN: 00216016) as Managing Director for a term of upto 5 years by passing the following resolution, with or without modification[s], as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (as may be amended from time to time), and pursuant to resolution passed by the Nomination and Remuneration Committee of Board of Directors and Board of Directors at their Meetings held on 14th August, 2018 the approval of the Shareholders of the Company be and is hereby granted for the appointment of Mr. Rakesh Kapoor (DIN: 00216016) as the "Managing

Director” of the Company for a term of five years starting from 14th August, 2018 up to 13th August, 2023 on the terms and conditions as set out in the explanatory statement annexed to the Notice of the 33rd (Thirty Third) Annual General Meeting.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration of Mr. Rakesh Kapoor (DIN: 00216016) at its discretion and as it may deem fit from time to time so as to not exceed the limit specified under Schedule V to the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

9. To appoint Ms. Nishi Seth (DIN: 01101809) as an Non-Executive Non-Independent Director by passing the following resolution, with or without modification[s], as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors and subject to the provisions of Sections 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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), Ms. Nishi Seth (DIN: 01101809), who was appointed as an Additional Director of the Company w. e. f. February 14, 2018, to be designated as an Non-Executive Non-Independent Director, and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Non-Executive Non-Independent Director on the Board of the Company."

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By order of the Board of Directors
For **SRI AMARNATH FINANCE LIMITED**
Sd/-
RAKESH KAPOOR
DIRECTOR
DIN: 00216016

Place: Delhi
Dated: 14.08.2018

Notes:

1. The explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details to special business at the meeting, is annexed herewith.
2. Relevant details of the person seeking re-appointment/appointment as Director under Item No. 2 and 5-9 of the Notice, as required under Regulation 26(4) and 36(3) of SEBI (LODR) Regulations, 2015 are annexed hereto as **Annexure-I**.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from September 19, 2018 to September 25, 2018 (both days inclusive) for determining the names of members eligible for voting at the Meeting.
7. This Notice and Annual Report is being sent to all the members whose name appears as on 24th August 2018 in the register of members/beneficial owners as received from the Registrar and Transfer Agent of the Company.
8. Additional Information as required under clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (“ICSI”) in respect of appointment /re-appointment of directors is furnished and forms a part of the notice.
9. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Thursday, September 20, 2018 (the “Cut off Date”) only shall be entitled to vote through Remote E-voting and at the AGM. A person who is not a member as on the Cut Off date should treat this Notice for information purpose only. The voting rights of a Member shall be in proportion to its share of the paid-up equity share capital of the Company as on the Cut Off date.
10. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, (except Saturdays and Sundays) between 11.00 A.M. and 1.00 P.M. before the date of the Meeting and copies thereof shall also be available for inspection during the aforesaid period.

11. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: amarnath01finance@gmail.com The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.
12. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

M/s Bigshare Services Private Limited.
Unit: Sri Amarnath Finance Limited
4E/8 First Floor, Jhandewalan Extension, new Delhi-110055.
Email: bssdelhi@bigshareonline.com
Tel: 011-23522373
13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Members, who have received soft copy of the AGM notice and Annual Report may request the Company or the RTA for hard copy of the same.
14. The Annual Report of the Company circulated to the Members of the Company, will also be available on the Company's website at <http://www.sriamarnathfinance.in/> and also on website of the respective Stock Exchanges.
15. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company, pursuant to Rule 18 of the Companies(Management and Administration) Rules, 2014, hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative
16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificate and self attested copies of PAN card of the holders for consolidating their shareholding in one folio. A consolidated share certificate will be issued to such members after making requisite changes thereon.
17. As per the provisions of section 72 of the Act, the facility for making nomination is available to the members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant.
18. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.

19. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
20. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s).
21. **Updation of Permanent Account Number(PAN)/ Bank Account Details of Members:**
The Securities and Exchange Board of India (SEBI) vide its circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding Shares in physical form are therefore, requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
22. **Updation of Member's Details :**
The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice as **Annexure-II**. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
23. SEBI has decided that securities of listed companies can be transferred only in dematerialized form, from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
24. The voting for the agenda items as mentioned in the Notice shall be done in the following manner:
 - (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below in para 25 during the e-voting period as mentioned in Para 24.
 - (ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
 - (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.
25. **Voting Through Electronic Means**
In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice

electronically and the business mentioned in the Notice may be transacted through e-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of National Securities Depository Limited (NSDL) for providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

How do I vote electronically using NSDL e-Voting system?

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

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

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

Details on STEP 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.

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

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

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

OTHER INFORMATION:

- i) **The e-voting period commences on September 22, 2018 (9:30 a.m.) and end on September 24, 2018 (5:00 P.M.).** During this period shareholders of the company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii) Any person, who acquire shares of the company and become member of the company after dispatch of the notice and holding shares as of the **cut-off date** i.e., September 20, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or may contact the RTA of the Company, M/s Bigshare Services Private Limited at bssdelhi@bigshareonline.com .
- iii) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- iv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM though ballot paper.
- v) The Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of September 20, 2018
- vi) M/s Abhishek Pathak & Associates, Practicing Company Secretary (COP NO. 17464) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vii) The Chairman shall, at the AGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast votes by availing the remote e-voting facility.
- viii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes

cast in favour or against, if any to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- ix) The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.sriamarnathfinance.in and on the website of NSDL on or before September 27, 2018
- x) Pursuant to the prohibition imposed vide Secretarial Standard on the General Meeting (SS-2) issued by ICSI and the MCA Circular, no gifts/coupons shall be distributed at the Annual General Meeting.
- xi) In case of any queries you may refer to the frequently asked questions for members and e-voting user manual for members available at the Download sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no: 1800-222-990 or contact to Pallavi Mhatre, Assistant Manager, NSDL Contact: 022-24994545 email: pallavid@nsdl.co.in, evoting@nsdl.co.in
- xii) Route map for the AGM Venue is also enclosed with the Notice for easy location of the Venue. Copy of the AGM Notice alongwith the route map will also be available on the website of the Company.

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

ITEM NO. 4:

The provisions of Regulation 23 of the SEBI (LODR), Regulation, 2015, effective December 01, 2015, require approval of shareholders by way of Special Resolution for material related party transactions. There is no exemption thereunder even if such transaction is in the ordinary course of business of the entity and on arm's length basis. A transaction with a related party shall be considered material under Regulation 23 of the Listing Regulations, if the transaction / transactions in a contract to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. The annual turnover as per the last audited financial statements for the year 2017-18 was Rs. 4.482 Crores.

The transactions with the Related Parties are being placed before the Audit Committee from time to time for their approval and recommendation to the Board. Currently, it cannot be ascertained whether the transactions to be entered in the current financial year 2018-2019 and thereafter would exceed the threshold of 10% of annual consolidated turnover as per the latest audited financial results. The approval of the Shareholders for the transactions to be entered into and carried out with the Related Parties, from time to time, in the ordinary course of business and at arm's length price, during the Financial year 2018-2019 and thereafter, is being sought by way of abundant caution and as a proactive measure.

Further, Regulation 23 of the Listing Regulation requires the entities falling under the definition of related party to abstain from voting irrespective of whether the entity is a party to the transaction or not. Accordingly, the Related Parties of the Company who are (or could potentially be considered) as related party are required to abstain from voting on this resolution of the Notice. The Board, therefore, recommends the passing of the resolution set out under Item no. 4 as an Ordinary Resolution. None of Directors, other than those representing the Related Parties, Key Managerial Personnel and / or their relatives, are interested and / or concerned in passing of the said resolution.

ITEM NO. 5:

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on February 14, 2018, appointed Mr. Rajesh Sabharwal (DIN: 08065166), as an Additional Director on the Board of the Company to be designated as Independent Director in accordance with Section

161(1) of the Companies Act, 2013. Mr. Rajesh Sabharwal holds office up to the date of this Annual General Meeting of the Company. Your Board recommends appointment of Mr. Rajesh Sabarwal as an Independent Director of the Company for a term of upto 5 (five) years, from 14th February, 2018 to 13th February, 2023 and the appointment is not liable to retire by rotation. A brief resume of Mr. Rajesh Sabarwal is available in the Annexure-I of this Notice. Mr. Rajesh Sabarwal has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Rajesh Sabarwal fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and is independent of management. In the opinion of the Board, his appointment would be beneficial to the company.

Copy of draft letter of appointment of Mr. Rajesh Sabarwal, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Rajesh Sabarwal has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. In terms of provisions of Section 149 of the Companies Act, 2013 read with schedule IV of the Act, the appointment of Mr. Rajesh Sabarwal as Non- Executive, Independent Director is now being placed before the Members for their approval. Mr. Rajesh Sabarwal is deemed to be interested in the resolution set out at item No. 5 of this Notice with regard to his appointment.

The relatives of Mr. Rajesh Sabarwal may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6:

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on August 14, 2018, appointed Ms. Pooja Bedi (DIN: 0008193642), as an Additional Director on the Board of the Company to be designated as Independent Director in accordance with Section 161(1) of the Companies Act, 2013. Ms. Pooja Bedi holds office up to the date of this Annual General Meeting of the Company. Your Board recommends appointment of Ms. Pooja Bedi as an Independent Director of the Company for a term of upto 5 (five) years, from 14th August, 2018 to 13th August, 2023 and the appointment is not liable to retire by rotation. A brief resume of Ms. Pooja Bedi is available in the Annexure-I of this Notice. Ms. Pooja Bedi has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Pooja Bedi fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and is independent of management. In the opinion of the Board, his appointment would be beneficial to the company.

Copy of draft letter of appointment of Ms. Pooja Bedi, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Ms. Pooja Bedi has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. In terms of provisions of Section 149 of the Companies Act, 2013 read with schedule IV of the Act, the appointment of Ms. Pooja Bedi as Non- Executive, Independent Director is now being placed before the Members for their approval. Ms. Pooja Bedi deemed to be interested in the resolution set out at item No. 6 of this Notice with regard to his appointment.

The relatives of Ms. Pooja Bedi may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7:

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on August 14, 2018, appointed Ms. Harlin Arora (DIN: 0008193621), as an Additional Director on the Board of the Company to be designated as Independent Director in accordance with Section 161(1) of the Companies Act, 2013. Ms. Harlin Arora holds office up to the date of this Annual General Meeting of the Company. Your Board recommends appointment of Ms. Harlin Arora as an Independent Director of the Company for a term of upto 5 (five) years, from 14th August, 2018 to 13th August, 2023 and the appointment is not liable to retire by rotation. A brief resume of Ms. Harlin Arora is available in the Annexure-I of this Notice. Ms. Harlin Arora has submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Harlin Arora fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director and is independent of management. In the opinion of the Board, his appointment would be beneficial to the company.

Copy of draft letter of appointment of Ms. Harlin Arora, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Ms. Harlin Arora has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1. In terms of provisions of Section 149 of the Companies Act, 2013 read with schedule IV of the Act, the appointment of Ms. Harlin Arora as Non- Executive, Independent Director is now being placed before the Members for their approval. Ms. Harlin Arora deemed to be interested in the resolution set out at item No. 6 of this Notice with regard to his appointment.

The relatives of Ms. Harlin Arora may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the

Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

ITEM NO. 8:

Your Board on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on August 14, 2018, appointed Mr. Rakesh Kapoor (DIN: 00216016p),as Managing Director of the Company in accordance with Section 196 of the Companies Act, 2013. Your Board recommends appointment of Mr. Rakesh Kapoor as Managing Director of the Company for a term of upto 5 (five) years, from 14th August, 2018 to 13th August, 2023 and the appointment is not liable to retire by rotation. A brief resume of Mr. Rakesh Kapoor is available in the Annexure-I of this Notice.

In terms of provisions of Section 196 of the Companies Act, 2013 read with schedule V of the Act, the appointment of Mr. Rakesh Kapoor as Managing Director of the Company is now being placed before the Members for their approval. Mr. Rakesh Kapoor is deemed to be interested in the resolution set out at item No. 8 of this Notice with regard to his appointment.

The relatives of Mr. Rakesh Kapoor may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors except Mr. Manish Kapoor & Ms. Nishi Seth /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

ITEM NO. 9:

The Board of Directors, at its meeting held on February 14, 2018, approved the appointment of Ms Nishi Seth as an Additional Director, on the Board of the Company, subject to the shareholders' approval. Ms. Nishi Seth holds office up to the date of this Annual General Meeting of the Company. Your Board recommends appointment of Ms. Nishi Seth as a Non Executive Director of the Company and the appointment is liable to retire by rotation. The details of Ms. Nishi Seth as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached in Annexure- I to the Notice. The Board of Directors recommends the Ordinary Resolution as detailed in Item No. 9 of the Notice for the approval of the shareholders.

The relatives of Ms. Nishi Seth may be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors except Mr. Rakesh Kapoor & Mr. Manish Kapoor /Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

By order of the Board of Directors
For **SRI AMARNATH FINANCE LIMITED**
Sd/-
RAKESH KAPOOR
DIRECTOR
DIN: 00216016

Place: Delhi
Dated: 14.08.2018

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THE DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/FIXATION OF REMUNERATION AS PER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING AND DISCLOSURE OBLIGATIONS) REGULATIONS 2015 AND SECRETARIAL STANDARD-2 ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA

Particulars	Mr. Manish Kapoor (refer item 2)	Mr. Rajesh Sabharwal (refer item 5)	Ms. Pooja Bedi (refer item 6)	Ms. Harlin Arora (refer item 7)	Mr. Rakesh Kapoor (refer item 8)	Ms. Nishi Seth (refer item 9)
Date of Birth	15-06-1972	10-11-1973	22-08-1981	27-08-1992	02-09-1960	02-05-1963
Age (in years)	46 years	44 years	37 years	26 years	57 years	55 years
Date of first Appointment	30/04/2014	14-02-2018	14-08-2018	14-08-2018	30/04/2014	14-02-2018
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	-	14-02-2018	14-08-2018	14-08-2018	-	-
Qualification	Under Graduate	Higher Secondary	Graduate	M. tech	Under Graduate	Under Graduate
Expertise in specific functional area	Mr. Manish Kapoor has been a Director of our Company since 2014. Mr. Manish Kapoor has more than 20 years of experience in trading in Fabrics. Also, have good experience in financial sector.	Mr. Rajesh Sabarwal is an Independent Director of the Company. He has vast experience of handling business & team management . He has over 24 years of experience.	Ms. Pooja Bedi is an Independent Director of the Company.	Ms. Harlin Arora is an Independent Director of the Company.	Mr. Rakesh Kapoor has been a Director of our Company since 2014. Mr. Rakesh Kapoor has more than 30 years of experience in trading in Fabrics. Also, have good experience in Corporate administration, Corporate image and public relation	Immense experience in the field of Trading and Market Research

Directorships held in Other Companies in India	i) B R Kapoor And Sons Private Limited ii) B R K Overseas Private Limited iii) BRK Infotech And Developers Private Limited iv) Gangajal Apparels LLP v) B.R.K. Fincap LLP	NIL	NIL	NIL	i) B R Kapoor and Sons Private Limited ii) B R K Overseas Private Limited iii) B R K Fincap LLP iv) BRK Infotech and Developers Private Limited v) Gangajal Apparels LLP	i) Sidharth & Nishi Creations Private Limited
Chairman/Member of Committee of the Board of other Companies in which they are Director	NIL	NIL	NIL	NIL	NIL	NIL
Shareholding in the Company	125000 equity shares of the Company	NIL	NIL	NIL	175000 equity shares of the Company	NIL
Inter-se Relationship between Directors, Manager and Key Managerial Personnel	Not related to any other director of the company except Mr. Rakesh Kapoor & Ms. Nishi Seth, Director of the company. Mr. Manish Kapoor is brother of Mr. Rakesh Kapoor & Nishi Seth.	Not related to any other director of the company	Not related to any other director of the company	Not related to any other director of the company	Not related to any other director of the company except Mr. Manish Kapoor & Ms. Nishi Seth, Director of the company. Mr. Rakesh Kapoor is brother of Mr. Rakesh Kapoor & Nishi Seth.	Not related to any other director of the company except Mr. Rakesh Kapoor & Mr. Manish Kapoor, Director of the company. Ms. Nishi Seth is sister of Mr. Rakesh Kapoor & Manish Kapoor.
Terms and Conditions of Appointment/Re-appointment and Remuneration	Mr. Manish Kapoor is Non-Executive Non-Independent Director of the	Mr. Rajesh Sabarwal is Independent Director of the Company. He is not	Ms. Pooja Bedi is Independent Director of the Company. She is not paid any	Ms. Harlin Arora is Independent Director of the Company. She is not	Mr. Rakesh Kapoor is Managing Director of the Company. He is not paid	Ms. Nishi Seth is Non-Executive Non-Independent Director of the Company. She is not paid any

	Company. He is not paid any remuneration.	paid any remuneration except Sitting fee if any.	remuneration except Sitting fee , if any.	paid any remuneration except Sitting fee, if any.	any remuneration.	remuneration.
Remuneration last drawn	NIL	NIL	NIL	NIL	NIL	NIL
Number of Board Meetings attended during the Financial Year 2017-18	4 (Four)	1 (One)	NIL	NIL	4 (Four)	1 (One)

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

ANNEXURE-II

To,
 Bigshare Services Pvt. Ltd.
 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,
 Marol, Andheri East, Mumbai 400059, Maharashtra.

SUB: Updation of Shareholder Information

I/ We request you to record the following information against our Folio No:

General Information:

Folio No :	
Name of the first named Shareholder :	
PAN : *	
CIN/ Registration No : * (applicable to Corporate Shareholders)	
Tel No. with STD Code :	
Mobile No :	
E-mail Id :	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC : (11 digit)	
MICR : (9 digit)	
Bank A/c Type :	
Bank A/c No : *	
Name of the Bank :	
Bank Branch Address :	

* A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

 Signature of Sole/ First holder

Place:

Date:

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BOARD'S REPORT

To

**The Members of
Sri Amarnath Finance Limited**

Your Directors are pleased to present their Thirty Third Report of the Company together with the audited financial statements for the Financial Year ended on March 31, 2018.

The performance highlights and summarised financial results of the Company are given below:

1. INFORMATION ON STATUS OF AFFAIRS OF THE COMPANY

- ❖ Income from operation for the year was Rs. 4.48 Crores as compared to Rs. 4.07 Crores in 2016-17, a growth of 10%
- ❖ Profit Before Tax for the year was Rs. 1.18 Crores as compared to Rs. 1.15 in 2016-17, a growth of 2%
- ❖ Profit After Tax for the year was Rs. 82.42 Lakh as compared to Rs. 76.29 Lakh in 2016-17, a growth of 8%

FINANCIAL RESULTS

(in Rs.)

Particulars	31 st March, 2018	31 st March, 2017
Profit/(Loss) after depreciation	1,21,43,994	1,15,66,499
Less: Provisions as per RBI Act		
Contingent Provision for Standard Assets	3,90,354	96,760
Provision for Loss Assets	-	-
Profit/(Loss) before Tax	1,17,53,640	1,14,69,738
Less: Provision for Taxation		
Current Tax	37,62,290	39,77,750
Short provision of Tax for earlier year	70,126	1,34,270
Deferred Tax Asset	(3,20,310)	(2,71,667)
Profit/(Loss) after Tax	82,41,534	76,29,385
Add: Balance brought forward from last year	90,67,853	29,64,345
Surplus available for appropriation		
Less: Appropriations		
Fixed Assets written off	-	-
Transfer to reserve Fund u/s 45(IC) of RBI Act 1934	(16,48,307)	(15,25,877)
Surplus Carried to Balance Sheet	1,56,61,080	90,67,853

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2. DIVIDEND

The Company did not recommend any dividend for the year.

3. TRANSFER TO RESERVES

During the year under review, your Company has transferred a sum of Rs. 16,48,307/- to the reserves from the profits of the Company in accordance with the provisions of section 45IC of the Reserve Bank of India.

4. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company during the financial year 2017-18.

5. NAME OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

Your Company does not have any subsidiary, joint Venture or associate Company

6. DETAILS OF DEPOSITS COVERED UNDER CHAPTER V OF COMPANIES ACT, 2013

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet. As of the end of March 31, 2018, an amount of NIL matured deposits remained unclaimed.

7. RBI GUIDELINES

The company continues to fulfill all the norms and standards laid down by the Reserve Bank of India for the Non Banking Financial Company.

8. NBFC REGISTRATION

The Company has been registered with Reserve bank of India as Non Banking Finance Company vide registration No. B-14.01224 dated 4th January, 2003

9. CREDIT RATING

The directors of the Company are happy to report that the company get its membership certificate from all CICs i.e., Credit Information Bureau (India) Limited (CBIL), Equifax Credit Information Services Private Limited (ECIS), Experian Credit Information Company of India Private Limited, CRIF High Mark Credit Information Services Private Limited. A sound rating/upgrade in a challenged business environment speaks volumes about the Company's performance and its systems & processes.

10. EXPOSURE TO REAL ESTATE

The following are details of loan provided to the companies engaged in real estate business during the financial year 2017-18:

Sr. No	Name of Borrower	Amount as on 31.03.2018 (in Rs.)
1.	Icon Realcon Private Limited	8,55,23,536
2.	WM Developers Private Limited	4,84,80,578
3.	BRK Infotech & Developers Private Limited	6,08,62,759
4.	GovindaBuildwell& Interiors P Ltd	20,35,507
5.	Max Heights Promoter	1,06,00,510
6.	Max Heights Township	52,85,609

11. DEMATERIALIZATION OF SHARES :

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No INE985Q01010 has been allotted for the company. Therefore, the investors may keep their shareholding in the electronic mode with their depository Participant. 67.99% of the Company's paid-up Share Capital is in dematerialized form as on 31stMarch, 2018 and balance 32.01% in physical form.

12. THE DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

Mr. Sujan Mal Mehta (DIN 01901945),Independent Director was re-appointed for a second term of five consecutive years from June 10, 2017 to June 09, 2022 in the last Annual general Meeting of the Company.

Mr. Rajesh Sabharwal (DIN: 08065166) was inducted as an additional director on 14th February, 2018 and the Board in its meeting held on 14th August 2018 has recommended the appointment of Mr. Rajesh Sabharwal (DIN: 08065166) as Independent Director for a term of five years from 14th February, 2018 to 13th February, 2023 to shareholders for their approval to be granted at the ensuing Annual General Meeting. The detailed profile of Mr. Rajesh Sabharwal has been included in the Notice convening the ensuing AGM.

Ms. Nishi Seth (DIN:01101809) was inducted as an additional director on 14th February, 2018 and the Board in its meeting held on 14th August 2018 has recommended the appointment of Ms. Nishi Seth (DIN:01101809) as Non-Executive Non-Independent Director of the Company to the shareholders for their approval to be granted at the ensuing Annual General Meeting. The detailed profile of Ms. Nishi Seth has been included in the Notice convening the ensuing AGM.

Mr. Manish Kapoor (DIN:00025655),Non-Executive & Non-Independent Director of the Company, who retires by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.The detailed profile of Mr. Manish Kapoor has been included in the Notice convening the ensuing AGM.

Ms. Pooja Bedi (DIN:0008193642) was inducted as an additional director on 14th August 2018 and the Board in its meeting held on 14th August 2018 has recommended the appointment of Ms.

Pooja Bedi (DIN:0008193642) as Independent Director for a term of five years from 14th August, 2018 to 13th August, 2023 to shareholders for their approval to be granted at the ensuing Annual General Meeting. The detailed profile of Ms. Pooja Bedi has been included in the Notice convening the ensuing AGM.

Ms. Harlin Arora (DIN:0008193621) was inducted as an additional director on on 14th August 2018 and the Board in its meeting held on 14th August 2018 has recommended the appointment of Ms. Harlin Arora (DIN:0008193621) as Independent Director for a term of five years from 14th August, 2018 to 13th August, 2023 to shareholders for their approval to be granted at the ensuing Annual General Meeting. The detailed profile of Ms. Harlin Arora has been included in the Notice convening the ensuing AGM.

The Company has received consent in writing to act as directors in Form DIR-2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be immense benefit to the Company and it is desirable to avail his services as Directors. Accordingly, the Board recommends the resolution related to appointment of above directors for the approval of shareholders of the company.

By virtue of Section 167 (1) (b) of Company Act, 2013 there is vacation of office of Mr. Surender Kumar Jain (DIN:00530035) as he being absent from the meetings of the Company since 24th May, 2017. However pursuant to the restriction contained in para 17 of BSE letter No. SUR/OFL/AB/2017-18/SHELL/COMP/538863/1 dated 04.01.2018, the company is constrained from filing the said e-form DIR-12 with Registrar of Companies/MCA

13. DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) In the preparation of the annual accounts for the financial year ended on March 31, 2018 the applicable Accounting Standards have been followed and there are no material departures from the same;
- ii) The selected accounting policies were applied consistently and the Directors 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 as at March 31, 2018 and of the profit of the Company for that period.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a 'going concern' basis.

- v) The Internal financial controls have been laid by the Directors to be followed by the Company and such financial controls are adequate and were operating effectively.
- vi) Proper systems had been devised in compliance with the provision of the all applicable laws and such systems were adequate and operating effectively.

14. EXTRACT OF ANNUAL RETURN

The extract of annual return in Form MGT-9 as on March 31, 2018 is attached as **Annexure-A** to this Report.

15. CORPORATE GOVERNANCE REPORT

Your Company has been practicing the principles of good Corporate Governance over the years and it is a continuous and ongoing process. A report on the Corporate Governance as required under Regulation 24, 34(3) and 54(f) read with Schedule V of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 is given in this Report as **Annexure-B**.

Details on number of Meetings of Board and Committees and composition of various Committees of the Board including their Terms of Reference are in the annexed Corporate Governance Report.

16. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 is annexed as **Annexure-C** and forms part of the Directors' Report.

17. NUMBER OF MEETINGS OF THE BOARD

During the year, Four (4) meetings of the Board of Directors were held. For further details, please refer Report on Corporate Governance.

18. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the year under consideration, Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company under section 143(12) of the Companies Act, 2013.

19. INDEPENDENT DIRECTORS DECLARATION

Presently the Company has five Independent and Non- Executive Directors namely Mr. Rajesh Singal, Mr. Sujan Mal Mehta, Mr. Rajesh Sabarwal, Ms. Pooja Bedi and Ms. Harlin Arora who have given declaration that they meet the eligibility criteria of independence as provided in sub-section (6) of Section 149 of Companies Act, 2013. For further details, please refer **Annexure-D** of Report on Corporate Governance.

20. DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178 (3)

The Board of the Directors had framed the policy which lays down a framework in relation to Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The Remuneration Policy is disclosed on the Company's website <http://www.sriamarnathfinance.in>

21. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM

In pursuant to the provision of section 177(9) & (10) of the Companies Act, 2013 the company had formulated a Whistle blower policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower policy is available on website of the Company <http://www.sriamarnathfinance.in>

22. AUDITOR AND AUDITOR'S REPORT

Statutory Auditor

M/s Vinod Vishal & Co., Chartered Accountants, (Firm Registration No. 09112N) was appointed as the Statutory Auditor of the Company in the 30th Annual General Meeting till the conclusion of 35th Annual General Meeting. Your consent is required for ratification of their appointment to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting on remuneration to be fixed by the Audit Committee and approve by Board of Directors of the Company.

There are no qualifications, reservations or adverse remarks or disclaimers made by the M/s Vinod Vishal & Co., Chartered Accountants, the Statutory Auditor, in their report for the Financial Year ending on March 31, 2018 under review. Auditors' Report is annexed herewith and forms a part of Annual report.

Secretarial Auditors

Secretarial Audit of the Company has been undertaken by M/s Anurag Garg & Associates, a firm of Company Secretaries in Practice. The Report of the Secretarial Audit Report is included as **Annexure- E** and forms an integral part of this report. Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Internal Auditor

The Company has appointed M/s. R Garg & Company as an Internal Auditor of the Company for the financial year 2017-18. M/s. R Garg & Company placed the internal audit report to the company which is self explanatory and need no comments.

23. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE STATUTORY AUDITORS AND THE SECRETARIAL AUDITORS IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Statutory Auditors or Secretarial Auditors in their report.

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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Details of loans, guarantees and investments covered by the provisions of section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Particulars or arrangements with related parties for the financial year 2017-18 are annexed herewith as “Annexure- F” to the financial statements in form AOC-2. The details of related party disclosures also form part of the notes to the financial statements.

26. MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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 THE REPORT

No material changes and commitments affecting the financial position of the Company occurred from the end of the Financial Year 2017-18 till the date of this report except that an ex-parte interim order has been passed on 04.06.2018 by Hon’ble National Company Law Tribunal (NCLT), Delhi Bench against the Company restraining the Company from alienating, encumbering or transferring the fixed assets of the Company and also restraining the company from operating its bank accounts.

The Company in consultation with its legal counsel took a suitable legal action and approached NCLT against the said order. On 27.07.2018 Hon’ble National Company Law Tribunal (NCLT), Delhi Bench after hearing the arguments made by the counsels of both the parties modified its Interim Order Dated 04.06.2018 to the extent allowing the company to make certain urgent and upcoming payments.

The matter is pending before Hon’ble National Company Law Tribunal (NCLT), Delhi Bench and is listed for further consideration on 09.10.2018

Further there was no change in the nature of business of the Company.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The company does not fall under the industries covered by the companies (Accounts) Rules, 2014. Hence, the requirement of disclosure in relation to the conservation of energy, technology absorption, foreign exchange earnings & outgo are not applicable to it.

	Particulars	Current Year (2017-18)	Previous Year (2016-17)
A	Conservation of Energy	NIL	NIL
B	Technology Absorption	NIL	NIL
C	Foreign Exchange Earning and Outgo	NIL	NIL

28. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The assets of the company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profit, etc other risks which considered necessary by the management. The

company has been addressing the various risks impacting the company and the policy of the company on Risk Management is provided as part of Management Discussion and Analysis Report which forms part of this Annual Report.

29. CORPORATE SOCIAL RESPONSIBILITY POLICY

The provisions of Section 135 of companies Act, 2013 are not applicable on your Company.

30. EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the applicable provisions of the Companies Act, 2013 and Regulation 15 of the Listing Regulations, the Company has devised the policy for performance evaluation of the Independent Directors, Board, Committees and other individual Directors, which includes criteria for performance evaluation of non-executive directors and executive directors.

The evaluation of all the directors and Board as a whole was conducted based on the criteria and framework adopted by the Board. More details regarding evaluation process have been provided under Corporate Governance Report, which forms part of this Annual Report.

31. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place an Anti-Sexual Harassment Policy in line with the requirements of Section 22 and Section 28 of The Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2017-18.

No. of complaint received during		
The financial year 2017-2018	:	0
No of Complaints disposed off	:	0

33. HEALTH SAFETY AND ENVIRONMENT PROTECTION

The company has complied with all applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

34. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the period under review, there were no significant and material orders passed by the regulators/ courts or tribunals that would impact going concern status of the Company and its future operations.

However, the Company has in its last Board Report notified its Shareholders that Bombay Stock Exchange has in compliance with the directions issued by SEBI vide its letter dated August 09, 2017 has placed trading restriction on the Company by placing the shares in Stage VI of the Graded Surveillance Measure (GSM). In this regard the Company would like to inform its Shareholders that BSE has vide its letter No. SURV/OFL/AB/2017-18/SHELL/COMP/53886/1 dated January 4, 2018 removed the said restriction and has considered imperative and necessary that forensic audit of the company be carried out and has appointed an independent auditor for the said purpose. The matter is pending.

The Company has in its last Board Report notified its Shareholders that the Company is also in receipt of notice under section 272(4) of Companies Act, 2013 from the office of Regional Director, Northern Region. In this regard the Registrar of Companies, Delhi & Haryana has filed a petition under section 271-272 of the Companies Act, 2013 against the Company before Hon'ble National Company Law Tribunal (NCLT) Delhi bench & an ex-parte interim order has been passed on 04.06.2018 by Hon'ble National Company Law Tribunal (NCLT), Delhi Bench against the Company restraining the Company from alienating, encumbering or transferring the fixed assets of the Company and also restraining the company from operating its bank accounts.

The Company in consultation with its legal counsel took a suitable legal action against the said petition and approached NCLT. On 27.07.2018 Hon'ble National Company Law Tribunal (NCLT), Delhi Bench after hearing the arguments made by the counsels of both the parties modified it's Interim Order Dated 04.06.2018 to the extend allowing the company to make certain urgent and upcoming payments. The matter still pending before Hon'ble National Company Law Tribunal (NCLT), Delhi Bench and is listed for further consideration on 09.10.2018

The Company has in its last Board Report notified its Shareholders that Mr. Surender Kumar Jain & Mr. Virender Jain, Promoters of the Company were taken into the judicial custody of Enforcement Directorate in the month of March, 2017. A case was registered against them by the Enforcement Directorate under Prevention of Money Laundering Act, 2002 (PMLA) and the matter is sub-judice before the competent court. In this regard the Company now informs the shareholders that Mr. Surender Kumar Jain & Mr. Virender Jain, Promoters of the Company have been released by Court on bail and are no more in judicial custody of Enforcement Directorate. The arrest of Mr. Surender Kumar Jain & Mr. Virender Jain had no impact on the going concern status and operations of the Company in past and also in present.

As the shareholders are already aware that the Company had made an application to The Reserve Bank of India for its approval under Non-Banking Financial Companies (Approval of

Acquisition or Transfer of control Directions, 2014 (as amended) on 15-10-2015 for Change in Management & Takeover of the Company. In respect to the said application The Reserve Bank of India after considering it appropriate has vide its letter dated 15.01.2018 accorded its approval for Change in Management & Takeover of the Company.

35. NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RBI) DIRECTIONS, 2008

Pursuant to the Non-Banking Financial Companies' Auditors' Report (Reserve Bank) Directions, 2008, a report from the Statutory Auditors to the Board of Directors has been received by your Company. This report has certified that the Company has complied with all the directions and prudential norms as prescribed under the RBI Act, 1934.

36. CAPITAL FUND TO RISK WEIGHTED ASSETS

Percentage to capital funds to the risk weighted assets/exposures

Particulars	(in %)
Tier-I Capital	111.27%
Tier-II Capital	0.53%
Total	111.83%

37. PARTICULARS OF EMPLOYEES PURSUANT TO THE SECTION 197 (12) OF COMPANIES ACT AND RULE 5(1), 5(2) AND 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

Sr. No.	Name	Designation	% increase in remuneration over financial year 2017-18	Ratio of the remuneration of each Director to median remuneration of employees
1.	Rakesh Kapoor	Managing Director	Nil	Nil
2.	Manish Kapoor	Director	Nil	Nil
3.	Nishi Seth*	Director	Nil	Nil
4.	Rajesh Sabharwal*	Director	Nil	Nil
5.	Rajesh Singal	Director	Nil	Nil
6.	Sujan Mal Mehta	Director	Nil	Nil
7.	Pooja Bedi**	Director	Nil	Nil
8.	Harlin Arora**	Director	Nil	Nil
9.	Priti Jain	Managing Director	Nil	Nil
10.	Surender Kumar Jain***	Director	Nil	Nil
11.	Parveen Kumar	CFO	9.40%	NA
12.	Bhawana Tuli	CS	21.10%	NA

- * Appointed as Additional Director on the Board of the Company on 14-02-2018
- ** Appointed as Additional Director on the Board of the company on 14-08-2018
- *** The office of Mr. Surender Kumar Jain has been vacated by virtue of section 167(1) (b) of Companies Act, 2013. However pursuant to the restriction contained in para 17 of BSE Letter No. SUR/OFL/AB/2017-18/SHELL/COMP/538863/1 dated 04.01.201 the company is constrained from filing the said e-form DIR-12 with Registrar of Companies/MCA

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Not Applicable, as the company has not paid any remuneration to any Directors during the financial year 2017-18 and there is 21.10% increase in the Salary of Company Secretary and 9.40% increase in the Salary of CFO, KMP during the financial year 2017-18.

The percentage increase in the median remuneration of employees in the Financial Year:-18.07%, Salary decrease in this financial year is due to decrease in number of employees.

The number of permanent employees on the rolls of company: The company had 19(Nineteen) employees during the year. However, as on 31.03.2018 the company have 6 (Six) employees.

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 percentile increase in the managerial remuneration and justification thereof and point out exceptional circumstances for increase in the managerial remuneration (if any):

Salary decrease in this financial year is due to lay off in number of employees. There is no direct nexus between increases in the salary with the performance of the company, further the Company has paid no remuneration to its Directors during the financial year 2017-18.

Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company hereby affirm that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Statement of Particulars of Employees pursuant to the Section 197 (12) of Companies Act and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) Details of the employees employed throughout the Financial Year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore rupees and two lakh rupees.
Nil
- b) Details of the employees employed for a part of the Financial Year and was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:
Nil
- c) If employed throughout the Financial Year or part thereof and was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and

holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

Nil

38. OTHER INFORMATION

a) Disclosure of composition of audit committee

Details regarding composition of the Audit Committee is given in the Corporate Governance Report.

b) Board Committees

The Corporate Governance Report also includes details of the various Committees of the Board.

c) Sweat Equity Shares, Employee Stock Option

The Company has not issued any Sweat Equity Shares and had not provided any Stock Option Scheme to the employees during the period under review.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued clients for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and looks forward to the continuance of this supportive relationship in future.

Your Directors also place on record their deep sense of appreciation for the devoted services of the employees during the year under review.

By order of the Board of Directors
For **SRI AMARNATH FINANCE LIMITED**

Sd/-
RAKESH KAPOOR
MANAGING DIRECTOR
DIN: 00216016

Sd/-
MANISH KAPOOR
DIRECTOR
DIN: 00025655

Dated: 14th August 2018
Place: Delhi

FORM NO.MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended March 31, 2018

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L74899DL1985PLC020194
2.	Registration Date	19/02/1985
3.	Name of the Company	SRI AMARNATH FINANCE LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares/Non-Government Company
5.	Address of the Registered office & contact details	4883-84, Second Floor, Main Road, Kucha Ustad Dag, Chandni Chowk, Delhi-110006 Phone No. : Ph.:01123953204, 23392222 Email: amarnath01finance@gmail.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PVT. LTD. 4E/8 First Floor, Jhandewalan Extension, new Delhi-110055. Phone No. : 011-23522373 Email: bssdelhi@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Services	6611	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL					

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

(i) Category-wise share holding

Category of Shareholder		No. of Shares held at the beginning of the year: 01/04/2017				No. of Shares held at the end of the year : 31/03/2018				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(A) Shareholding of Promoter and Promoter Group										
Indian										
(a)	INDIVIDUAL / HUF	750900	0	750900	7.52	750900	0	750900	7.52	0.00
(b)	Central / State government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	BODIES CORPORATE	1480000	0	1480000	14.83	1480000	0	1480000	14.83	0.00
(d)	FINANCIAL INSTITUTIONS / BANKS	0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS (Specify)									
(i)	GROUP COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
(ii)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(1) :	2230900	0	2230900	22.35	2230900	0	2230900	22.35	0.00
Foreign										
(a)	BODIES CORPORATE									
		0	0	0	0.00	0	0	0	0.00	0.00
(b)	INDIVIDUAL									
		0	0	0	0.00	0	0	0	0.00	0.00
(c)	INSTITUTIONS									
		0	0	0	0.00	0	0	0	0.00	0.00
(d)	QUALIFIED FOREIGN INVESTOR									
		0	0	0	0.00	0	0	0	0.00	0.00
(e)	ANY OTHERS (Specify)									
		0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (A)(2) :	0	0	0	0.00	0	0	0	0.00	0.00
Total holding for promoters										
	(A)=(A)(1) + (A)(2)	2230900	0	2230900	22.35	2230900	0	2230900	22.35	0.00
(B) Public shareholding										
Institutions										
(a)	Central / State government(s)									

		0	0	0	0.00	0	0	0	0.00	0.00
(b)	FINANCIAL INSTITUTIONS / BANKS									
		0	0	0	0.00	0	0	0	0.00	0.00
(c)	MUTUAL FUNDS / UTI									
		0	0	0	0.00	0	0	0	0.00	0.00
(d)	VENTURE CAPITAL FUNDS									
		0	0	0	0.00	0	0	0	0.00	0.00
(e)	INSURANCE COMPANIES									
		0	0	0	0.00	0	0	0	0.00	0.00
(f)	FII'S									
		0	0	0	0.00	0	0	0	0.00	0.00
(g)	FOREIGN VENTURE CAPITAL INVESTORS									
		0	0	0	0.00	0	0	0	0.00	0.00
(h)	QUALIFIED FOREIGN INVESTOR									
		0	0	0	0.00	0	0	0	0.00	0.00
(i)	ANY OTHERS (Specify)									
		0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (B)(1) :	0	0	0	0.00	0	0	0	0.00	0.00
Non-institutions										
(a)	BODIES CORPORATE	500000	2655700	2655700	26.61	0	2655700	2655700	26.61	0.00
(b)	INDIVIDUAL									
(i)	(CAPITAL UPTO TO Rs. 1 Lakh)	8640	172600	181240	1.82	8640	172600	181240	1.82	0.00
(ii)	(CAPITAL GREATER THAN Rs. 1 Lakh)	4546000	3661600	4912160	49.22	4546000	3661600	4912160	49.22	(5.01)
(c)	ANY OTHERS (Specify)									
(i)	TRUSTS	0	0	0	0.00	0	0	0	0.00	0.00
(ii)	CLEARING MEMBER	0	0	0	0.00	0	0	0	0.00	0.00
(iii)	NON RESIDENT INDIANS (NRI)	0	0	0	0.00	0	0	0	0.00	0.00
(iv)	DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
(v)	EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
(vi)	OVERSEAS BODIES CORPORATES	0	0	0	0.00	0	0	0	0.00	0.00

(vii)	UNCLAIMED SUSPENSE ACCOUNT	0	0	0	0.00	0	0	0	0.00	0.00
(d)	QUALIFIED FOREIGN INVESTOR									
		0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (B)(2) :	4554640	31944 60	7749100	77.65	4554640	31944 60	7749100	77.65	0.00
Total Public Shareholding										
	(B)=(B)(1) + (B)(2)	4554640	3194 460	7749100	77.65	4554640	31944 60	7749100	77.65	0.00
(C) Shares held by Custodians and against which Depository Receipts have been issued										
(a)	SHARES HELD BY CUSTODIANS									
		0	0	0	0.00	0	0	0	0.00	0.00
(i)	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
(ii)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	SUB TOTAL (C)(1) :	0	0	0	0.00	0	0	0	0.00	0.00
	(C)=(C)(1)		0		0.00	0	0	0	0.00	0.00
Grand Total (A) + (B) + (C)		6785540	3194 460	9980000	100.00	6785540	31944 60	9980000	100.00	0.00

B) Shareholding of Promoters (Including Promoter's Group)

Sr. No	NAME	Shareholding at the beginning of the year 01/04/2017			Shareholding at the end of the year 31/03/2018			% Change in shareholding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	BABITA JAIN*	180500	1.8086	0.0000	180500	1.8086	0.0000	0.0000
2	SURENDRA KUMAR JAIN*	182500	1.8287	0.0000	182500	1.8287	0.0000	0.0000
3	PRITI JAIN*	192500	1.9289	0.0000	192500	1.9289	0.0000	0.0000
4	VIRENDRA JAIN*	195400	1.9579	0.0000	195400	1.9579	0.0000	0.0000
5	SUNSHINE CAPITAL LTD*	1480000	14.8297	0.0000	1480000	14.8297	0.0000	0.0000
		2230900	22.3538	0.0000	2230900	22.3538	0.0000	0.0000

*The Promoters of company has entered into a Share Purchase Agreement Dated 15-10-2015 for sale of its Shareholding in the Company with Mr. Rakesh Kapoor & Mr. Manish Kapoor

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

Sl.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	22,30,900	22.35	22,30,900	22.35
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change	No Change	No Change	No Change
	At the end of the year	22,30,900	22.35	22,30,900	22.35

D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
	For Each of the Top 10 Shareholders				
1	AVAIL FINANCIAL SERVICES PVT. LTD.				
	At the beginning of the year	1,473,500	14.76%	1,473,500	14.76%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /	No Change			

	transfer / bonus/ sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)	1,473,500	14.76%	1,473,500	14.76%
2	WORLDLINK TELECOM LTD.				
	At the beginning of the year	975,000	09.77%	975,000	09.77%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	975,000	09.77%	975,000	09.77%
3	UDAY KAPOOR				
	At the beginning of the year	388800	3.90%	388800	3.90%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	388800	3.90%	388800	3.90%
4	KARAN KAPOOR				
	At the beginning of the year	386600	3.87%	386600	3.87%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			

	At the End of the year (or on the date of separation, if separated during the year)	386600	3.87%	386600	3.87%
5	ARCHANA KAPOOR				
	At the beginning of the year	385000	3.86%	385000	3.86%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	385000	3.86%	385000	3.86%
6	RISHABH KAPOOR				
	At the beginning of the year	382400	3.83	382400	3.83
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	382400	3.83	382400	3.83
7	RAGHAV KAPOOR				
	At the beginning of the year	382000	3.83%	382000	3.83%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated	382000	3.83%	382000	3.83%

	during the year)				
8	MEENU KAPOOR				
	At the beginning of the year	374100	3.75%	374100	3.75%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	374100	3.75%	374100	3.75%
9	SANJEEV NAYYAR				
	At the beginning of the year	195500	1.96%	195500	1.96%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	195500	1.96%	195500	1.96%
10	SANGEETA NAYYAR				
	At the beginning of the year	195000	1.95%	195000	1.95%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change			
	At the End of the year (or on the date of separation, if separated during the year)	195000	1.95%	195000	1.95%

Note: Top ten shareholders includes shareholders who were in top ten either on 01.04.2017 or 31.03.2018 as well as shareholders on top ten category on both the dates

E) Shareholding of Directors and Key Managerial Personnel:

1.	Name of the Director- Mr. Rakesh Kapoor				
	Designation- Director				
Sl. No.	Particulars	Shareholding at the beginning of the year i.e. April 1, 2017		Cumulative Shareholding during the Year ending March 31, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	175000	1.75%	175000	1.75%
	At the end of the year	175000	1.75%	175000	1.75%
2.	Name of the Director- Mr. Manish Kapoor				
	Designation- Director				
Sl. No.	Particulars	Shareholding at the beginning of the year i.e. April 1, 2017		Cumulative Shareholding during the Year ending March 31, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	125000	1.25%	125000	1.25%
	At the end of the year	125000	1.25%	125000	1.25%
3.	Name of the Director- Mr. Surender Kumar Jain* <small>*The office of Mr. Surender Kumar Jain has been vacated by virtue of section 167(1) (b) of Companies Act, 2013)</small>				
	Designation- Director				
Sl. No.	Particulars	Shareholding at the beginning of the year i.e. April 1, 2017		Cumulative Shareholding during the Year ending March 31, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	182500	1.83%	182500	1.83%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	182500	1.83%	182500	1.83%
4.	Name of the Director- Ms. Priti Jain				
	Designation- Managing Director				
Sl. No.	Particulars	Shareholding at the beginning of the year i.e. April 1, 2017		Cumulative Shareholding during the Year ending March 31, 2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	192500	1.93%	192500	1.93%

Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
At the end of the year	192500	1.93%	192500	1.93%
Note: None of the other Directors & KMP holds shares in the Company.				

V INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits (in Rs.)	Unsecured Loans (in Rs.)	Deposits (in Rs.)	Total Indebtedness (in Rs.)
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year			NIL	
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNELS**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Amt in Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total
1	Gross salary	The company is not paying any remuneration to its Managing Director	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify		
5	Others, please specify		
	Total (A)		

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors			Total
1	Independent Directors				
	Fee for attending board				

	committee meetings	The company is not paying may remuneration to its Independent Directors
	Commission	
	Others, please specify	
	Total (1)	
2	Other Non-Executive Directors	The company is not paying may remuneration to its other Non-Executive Directors
	Fee for attending board committee meetings	
	Commission	
	Others, please specify	
	Total (2)	
	Total (B)=(1+2)	
	Total Managerial Remuneration	-- -- -- --
	Overall Ceiling as per the Act	Ceiling on Sitting Fees as prescribed under the Act is Rs. 100,000/- per meeting

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

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary (CS) (Ms. Bhawana Tuli)	Chief Finance Officer (CFO) (Mr. Parveen Kumar)
1	Gross Salary	Not		

	a) Salary as per provisions contained in Section 17(1) of the Income -Tax Act, 1961	Applicable	4,07,000/-	2,59,730/-
	b) Value of perquisites u/s 17(2) Income -tax Act, 1961		NIL	NIL
	c) profits in lieu of salary under section 17(3) Income-tax Act, 1961		NIL	NIL
2	Stock Option		NIL	NIL
3	Sweat Equity		NIL	NIL
4	Commission as % of profit others, specify		NIL	NIL
5	Others, please specify		NIL	NIL
	Total			4,07,000/-

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					

Compounding	
C. OTHER OFFICERS IN DEFAULT	
Penalty	NIL
Punishment	
Compounding	

By order of the Board of Directors
For **SRI AMARNATH FINANCE LIMITED**

Sd/-

RAKESH KAPOOR
MANAGING DIRECTOR
DIN: 00216016

Sd/-

MANISH KAPOOR
DIRECTOR
DIN: 00025655

Dated: 14th August 2018
Place: Delhi

SRI AMARNATH FINANCE LIMITED
REPORT ON CORPORATE GOVERNANCE AS ON MARCH 31, 2018

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE AND CODE OF CONDUCT

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is "Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders" and your company reiterates its commitment to good Corporate Governance

(a) Company's Philosophy on Code of Governance

The Companies policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprises (performance) and accountability (conformance).

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions generating quality debates and discussions on major decisions. The Company's corporate governance practices and disclosures are in compliance of the requirements placed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR").

(b) Code of Conduct

In terms of the requirement of Regulation 17(5)(a) of LODR (earlier Clause 49(II)(E) of the Listing Agreement)& Section 149(8) read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Company, in line with the Corporate Philosophy, laid down the Code of Conduct ("Code") for all Board Members and Senior Management of the Company. The Code is displayed at the Company's website www.sriamarnathfinance.in As required, a declaration duly signed by the Managing Director regarding affirmation of compliance with the Code of Conduct is enclosed as "Annexure-I".

2. BOARD OF DIRECTORS

(a) Composition

SRI AMARNATH FINANCE LIMITED
ANNUAL REPORT 2017-2018

The details of composition and category of the Board of Directors of the Company as on March 31, 2018 is given below:

Name and Designation	Category (i.e. Promoter, Executive, Non-Executive, Independent Non-Executive, Nominee Director)	Number of Board Meetings of the Company		Number of other Boards in which he / she is a Director or Chairperson*	** Number of Board Committee(s) in which he / she is a Member or Chairperson	Attendance at the last AGM(held on 19 th September 2017)
		Held during the year	Attended during the year			
Mr. Rakesh Kapoor#	Executive & Managing Director#	4	4	3	0	Yes
Mr. Manish Kapoor	Non – Executive & Non - Independent Director	4	4	3	0	Yes
Mr. Rajesh Singal	Non – Executive Independent Director	4	4	3	2	Yes
Mr. Rajesh Sabharwal##	Additional Director (Non – Executive Independent Director)	4	1##	0	1	NA##
Ms. Nishi Seth##	Additional Director (Non – Executive Independent Director)	4	1##	1	0	NA##
Ms. Pooja Bedi###	Additional Director (Non – Executive Independent Director)	NA	NA	0	2	NA###
Ms. Harlin Arora###	Additional Director (Non – Executive Independent Director)	NA	NA	0	2	NA###
Mr. Sujan Mal Mehta	Non – Executive Independent	4	4	9	4	Yes
Ms. Priti Jain	Executive & Promoter	4	4	9	4	Yes
<u>Ceased to be Director</u>						
Mr. Surender Kumar Jain@	Non – Executive & Promoter	4	0	6	5	NO

* Including interest in private limited companies but excluding foreign companies and companies under Section 8 of the Companies Act, 2013.

- ** Includes Chairmanship / membership of the Audit Committee and the Stakeholders' Relationship Committee only, including this entity.
- # Subject to the approval of shareholders at ensuing AGM, The Board has in its meeting held on 14-08-2018 appointed Mr. Rakesh Kapoor as Managing Director of the Company.
- ## Appointed as Additional Director on the Board of the Company on 14-02-2018
- ### Appointed as Additional Director on the Board of the Company on 14-08-2018
- @ The office of Mr. Surender Kumar Jain has been vacated by virtue of section 167(1) (b) of Companies Act, 2013. However pursuant to the restriction contained in para 17 of BSE Letter No. SUR/OFL/AB/2017-18/SHELL/COMP/538863/1 dated 04.01.201 the company is constrained from filing the said e-form DIR-12 with Registrar of Companies/MCA

(b) Board Meetings

During the year Financial Year 2017-18 Board met 4 (Four) times on May 24, 2017, August 12, 2017, November 07, 2017, and February 14, 2018

(c) Separate Meeting of Independent Directors

In accordance with the provisions of Companies Act 2013 and Regulation 25(3) of LODR, a separate meeting of the Independent Directors of the Company was held on 14th February 2018 to discuss the agenda item as prescribed under Regulation 25(4) of LODR. The Meeting was attended by Mr. Rajesh Singal, Mr. Sujan Mal Mehta & Mr. Rajesh Sabarwal.

Another separate meeting of Independent Directors was held on 29th January, 2018

(d) Terms and Conditions of appointment of Independent Directors

Terms and conditions of appointment of Independent Director(s) is available at the Company's website at www.sriamarnathfinance.in

(e) Performance evaluation of the Board, Committees and Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committee and Risk Management Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A 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 judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Nomination and Remuneration Committee of the Board had prepared and sent through its Chairman draft parameterized feedback forms for evaluation of the Board, Independent Directors and Chairman.

Independent Directors at a meeting without anyone from the non independent directors and management, considered/evaluated the Board's performance, performance of the Chairman and other non-independent Directors.

The Board subsequently evaluated performance of the Board, the Committees and Independent Directors (without participation of the relevant director).

(f) Independence and Familiarization Programme for the Independent Directors

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations. Details are familiarization programme as organized by the Company for independent directors in terms of Regulation 25(7) of LODR (earlier Clause 49(II)(B)(7)(a) of Listing Agreement) are appearing on the website of the Company at the web link www.sriamarnathfinance.in.

As per Section 149(7) of the Companies Act, 2013, the Company has received declaration of independence from all the Independent Directors as on March 31, 2018.

(g) Shareholding of Directors

Sr. No	Name of Director	Designation	No of shares held as on 31 st March, 2018
1.	Mr. Rajesh Singal	Non – Executive Independent Director	NIL
2.	Ms. Priti Jain	Promoter	192500*
3.	Mr. Surender Kumar Jain	Promoter	182500*
4.	Mr. Sujan Mal Mehta	Non – Executive Independent Director	NIL
5.	Mr. Rakesh Kapoor	Non -Independent Director	175000
6.	Mr. Manish Kapoor	Non -Independent Director	125000

*Share Purchase Agreement executed on 15-10-2015 for sale of their securities in the company with Mr. Rakesh Kapoor & Mr. Manish Kapoor

(h) Relationships between directors inter-se

None of the directors are related to each other except Mr. Surender Kumar Jain & Ms. Priti Jain as husband and wife and Mr. Rakesh Kapoor, Mr. Manish Kapoor & Ms. Nishi Seth as brother & sister.

3. COMMITTEES

The Company has Six Board level committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders' Relationship Committee
- d) Risk Management Committee
- e) Asset Liability Management Committee
- f) Investment Committee

(a) AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

Brief description of the terms of reference:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.
- Recommending the appointment, re-appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - ❖ Any changes in accounting policies and practices;
 - ❖ Major accounting entries based on exercise of judgment by management;
 - ❖ Qualifications in draft audit report;
 - ❖ Significant adjustments arising out of audit;
 - ❖ Compliance with accounting standard;
 - ❖ Compliance with stock exchange and legal requirements concerning financial statements;
 - ❖ Any related party transactions as per Accounting Standard 18.
 - ❖ Reviewing the Company's financial and risk management policies.
 - ❖ Disclosure of contingent liabilities.
 - ❖ Reviewing with the management, external and internal auditors and the adequacy of internal control systems.
 - ❖ Discussion with internal auditors of any significant findings and follow-up thereon.
 - ❖ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

- ❖ Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- ❖ Reviewing compliances as regards the Company's Whistle Blower Policy.
- ❖ Mandatory review of following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions, submitted by management;
 - Management letters / letters of internal control weaknesses issued by Statutory Auditors and;
 - Appointment, removal and terms of remuneration of Internal Auditor.

The current Audit Committee of your Company consists of five Directors namely Mr. Rajesh Singal, Mr. Rajesh Sabharwal, Ms. Pooja Bedi, Ms. Harlin Arora and Mr. Sujan Mal Mehta, Independent Directors Members of the Audit Committee possess financial / accounting expertise / exposure.

Mr. Rajesh Sabharwal, an Independent Non-Executive Director is the Chairman of the Audit Committee. The Company Secretary acts as the Secretary of the Audit Committee.

During the year ending March 31, 2018, 4 (Four) Audit Committee Meetings were held on May 24, 2017, August 12, 2017, November 07, 2017 and February 14, 2018 Attendance at Audit Committee Meetings was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Mr. Rajesh Sabharwal##	Chairman	4	1
Mr. Rajesh Singal##	Member	4	4
Ms. Pooja Bedi###	Member	NA	NA
Ms. Harlin Arora###	Member	NA	NA
Mr. Sujan Mal Mehta	Member	4	4
Mr. Surender Kumar Jain@	-	4	0

In place of Mr. Rajesh Singal, Mr. Rajesh Sabharwal appointed as Chairman of the Committee on 14-02-2018

Appointed as Member of the committee w.e.f on 14-08-2018

@ The office of Mr. Surender Kumar Jain has been vacated by virtue of section 167(1) (b) of Companies Act, 2013. However pursuant to the restriction contained in para 17 of BSE Letter No. SUR/OFL/AB/2017-18/SHELL/COMP/538863/1 dated 04.01.201 the company is constrained from filing the said e-form DIR-12 with Registrar of Companies/MCA

Powers of Audit Committee:

The audit committee shall have the following powers, which includes the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant with relevant expertise, if it considers necessary.

Review of Information by Audit committee:

The Audit Committee shall mandatorily review the following information:

- Management Discussion and analysis of financial condition and results of operations;

- Statement of related party transactions (As defined by Audit Committee), submitted by Management;
- Management letters / letters of internal control weakness issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

(b) NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Remuneration Committee was reconstituted and renamed as Nomination & Remuneration Committee as per the requirements of the Companies Act, 2013.

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/Manager under the Companies Act, 2013 after taking in to account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members. The Committee also acts a nomination Committee, as per circular of RBI dated 08 May, 2007, to ensure 'fit and proper' status of the Directors appointed / reappointed and recommend their appointment / reappointment to the Board of Directors. NRC Policy is enclosed.

The current NRC of your Company consists of six directors, namely, Mr. Manish Kapoor, Mr. Rajesh Singal, Mr. Sujan Mal Mehta, Mr. Rakesh Sabharwal & Ms. Harlin Arora, Members and, Ms. Pooja Bedi Chairman of the Committee.

The Company Secretary of the Company acts as the Secretary of the Committee.

During the financial year 2017-18, 3(Three) NRC meetings were held on 24th May, 2017, 12th August, 2017 and 14th February, 2018.

Attendance at Nomination & Remuneration Committee Meetings was as under:

Name of the Member	Category	No. of Meetings	
		Held	Attended
Ms. Pooja Bedi ^{##}	Chairman	NA	NA
Mr. Rajesh Singal	Member	3	3
Mr. Manish Kapoor	Member	3	3
Mr. Sujan Mal Mehta ^{##}	Member	3	3
Ms. Harlin Arora ^{###}	Member	NA	NA
Mr. Rajesh Sabarwal [@]	Member	3	1

^{##} In place of Mr. Sujan Mal Mehta, Ms. Pooja Bedi appointed as Chairman of the Committee w.e.f. 14-08-2018

^{###} Appointed as Member of the committee w.e.f. on 14-08-2018

[@] Appointed as Member of the committee w.e.f. on 14-02-2018

(c) STAKEHOLDERS RELATIONSHIP COMMITTEE

The shareholders/investors grievance committee has been renamed and reconstituted as the Stakeholders' Relationship Committee as per the requirements of the Companies Act, 2013.

Scope of the Committee:

The scope of the Shareholders Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

The current Stakeholders' Relationship Committee (SRC) of your Company consists of Ms. Pooja Bedi, Ms. Priti Jain, Mr. Sujan Mal Mehta Ms. Harlin Arora and Mr. Rajesh Singal. Mr. Pooja Bedi is the Chairman of the SRC and the Company Secretary of the Company act as the Secretary of the SRC.

During the financial year 2017-18, 2 (two) Meeting of SRC has been held on 24th May, 2017 and 14th February, 2018.

Attendance at Shareholders'/Investors' Grievance Committee and / or Stakeholders' Relationship Committee (SRC) Meeting(s):

Name of the Member	Category	No. of Meetings	
		Held	Attended
Ms. Pooja Bedi ^{##}	Chairman	NA	NA
Ms. Priti Jain	Member	2	2
Mr. Sujan Mal Mehta	Member	2	2
Mr. Rajesh Singal	Member	2	2
Ms. Harlin Arora	Member	NA	NA
Mr. Surender Kumar Jain [@]	-	2	0
Mr. Rakesh Kapoor ^{##}	-	2	2

^{##} In place of Mr. Rakesh Kapoor, Ms. Pooja Bedi was appointed as the Chairman of the Committee w.e.f. 14.08.2018

^{###} Appointed as Member of the committee w.e.f on 14-08-2018

[@] The office of Mr. Surender Kumar Jain has been vacated by virtue of section 167(1) (b) of Companies Act, 2013. However pursuant to the restriction contained in para 17 of BSE Letter No. SUR/OFL/AB/2017-18/SHELL/COMP/538863/1 dated 04.01.201 the company is constrained from filing the said e-form DIR-12 with Registrar of Companies/MCA

M/s Bigshare Services Private Limited, New Delhi, is the Registrar & Share Transfer Agent of the Company. The Company has delegated the authority for share transfers to the employee(s) of the Company to ensure that the share transfers are complied regularly. Ms. Bhawana Tuli, Company Secretary is the Compliance Officer of the Company.

During the year 2017-18 there are no pending complaints as of March 31, 2018.

(d) RISK MANAGEMENT COMMITTEE

The Board had constituted the committee to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimizing risk to the business of the company and periodic review of management control procedures/tools used to mitigate such risks.

The current Risk Management Committee (RMC) of your Company consists of 6 (six) Members namely Ms. Harlin Arora, Mr. Rajesh Sabharwal, Ms. Priti Jain, Mr. Sujan Mal Mehta, Mr. Manish Kapoor, and Mr. Rajesh Singal.

Ms. Harlin Arora is the Chairman of the RMC and the Company Secretary of the Company act as the Secretary of the RMC.

During the financial year 2017-18, 1 (one) meeting of RMC has been held on held 24thMay, 2017.

Attendance at Risk Management Committee Meeting(s):

Name of the Member	Category	No. of Meetings	
		Held	Attended
Ms. Harlin Arora##	Chairman	NA	NA
Ms. Priti Jain	Member	1	1
Mr. Rajesh Sabharwal###	Member	NA	NA
Mr. Manish Kapoor	Member	1	1
Mr. Sujan Mal Mehta	Member	1	1
Mr. Rajesh Singal	Member	1	1
Mr. Surender Kumar Jain@	-	1	0
Mr. Rakesh Kapoor##	-	1	1

In place of Mr. Rakesh Kapoor, Ms. Harlin Arora was appointed as the Chairman of the Committee w.e.f. 14.08.2018

Appointed as Member of the committee w.e.f on 14-02-2018

@ The office of Mr. Surender Kumar Jain has been vacated by virtue of section 167(1) (b) of Companies Act, 2013. However pursuant to the restriction contained in para 17 of BSE Letter No. SUR/OFL/AB/2017-18/SHELL/COMP/538863/1 dated 04.01.201 the company is constrained from filing the said e-form DIR-12 with Registrar of Companies/MCA

(e) **ASSET LIABILITY MANAGEMENT COMMITTEE**

The Asset Liability Management Committee of the Board was comprising of following Directors during the financial year 2017-18:

1. Mr. Rajesh Sabharwal : Chairman
2. Mrs. Priti Jain : Member
3. Mr. Rakesh Kapoor : Member

The Asset Liability Management Committee of the Board has been entrusted with the following responsibility:

- To ensure proper funding and capital planning, management of market risks, profit planning, forecasting, and analyzing interest rate movement etc.
- The ALCO should actively monitor the Company's liquidity profile and should have sufficiently broad representation across major internal functions that can directly influence the company's liquidity risk profile (e.g. lending, investment securities, whole and retail funding)
- The ALCO should ensure that the risk measurement system adequately identifies and quantifies risk exposure.

(f) **INVESTMENT COMMITTEE:**

The Investment Committee of the Board was comprising of the following Directors during the financial year 2017-18:

1. Mrs. Priti Jain
2. Mr. Rajesh Sabharwal
3. Mr. Manish Kapoor

The Investment Committee of the Board has been entrusted with the following responsibilities:

- To keep check on sale and purchase of the investment of the Company.
- Approve Personal and Business Loan
- Approve the opening and operating of Letters of Credits, Buyers Credit, Forex facility etc.

4. REMUNERATION OF DIRECTORS

No remuneration was paid to Directors during the financial year.

5. DETAILS OF GENERAL BODY MEETINGS

- (a) Location and time where the last three Annual General Meetings ("AGM") were held is as under: -

Meeting	Venue	Date	Time
EGM	Aryasamaj A-27 Devender Marg Kirti Nagar New Delhi-110015	May 29, 2018	11:00 A.M.
32 nd AGM	NiskanSankirtan Mandal, 19/32 Moti Nagar New Delhi-110015	September 19, 2017	11:00 A.M.
31 st AGM	16/121-122, Jain Bhawan, 1 st Floor, Faiz Road, Karol Bagh, Delhi-110005	September 16, 2016	11:00 A.M.
30 th AGM	16/121-122, Jain Bhawan, 1 st Floor, Faiz Road, Karol Bagh, Delhi-110005	September 23, 2015	11:00 A.M.

- (b) Special Resolution passed at the last three Annual General Meetings:

Date of AGM/ EGM	Description of Special Resolution(s)
May 29, 2018	(i) Approval for reclassification of shareholding of Promoter & promoter group pursuant to Regulation 31A (5) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and other applicable provisions of the Companies Act, 2013
September 19, 2017	(i) Re-appointment of Mr. Sujna Mal Mehta as Independent Director of the Company, pursuant to section 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013

	and the rules thereunder, for a consecutive period of five years from 10 th June, 2017 to 09 th June, 2022.
September 16, 2016	(i) Special Approval to approve the transactions with related parties.
September 23, 2015	(i) Special Resolution for the approval for adoption of fresh set of Article of Association of the Company.

(c) None of the resolution(s) were put through Postal Ballot during the financial year 2017- 2018.

6. MEANS OF COMMUNICATION

The Company provides unaudited as well as audited financial results to the stock exchanges immediately after being approved by the Board. The quarterly, half yearly and annual results of the Company are published in one English daily newspaper (The pioneer) and one Hindi newspaper (the pioneer).

The Company's shareholding pattern, financial results, Code of Conduct, AGM Notice, Annual Reports, Corporate Governance Reports, Details of familiarization programmes for Independent Directors, Vigil Mechanism (including Whistle Blower Mechanism / Policy), Terms and Conditions for appointment of an Independent Director, Policy on Dealing with related Party Transactions, Investor Contact details etc and other information as required under applicable provisions of the Companies Act, 2013 read with rules made thereunder and LODR including Regulation 46(2) are being displayed at Company's website <http://www.sriamarnathfinance.in/> under the head 'Shareholders Information'.

No presentations were made by the Company to the analysts or to the institutional investors.

7. DISCLOSURES

(a) **Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:**

There have been no material significant related party transaction with the Company's promoters, directors, management or their relatives which may have a potential conflict with the interest of the Company. Members may refer to Disclosure of transactions with related parties i.e. Promoters, Directors, Relatives or Management made in the Balance Sheet in Notes to Accounts.

In compliance of applicable laws, your company has formulated a policy on materiality and dealing with related party transactions and details of the policy is available on the website <http://www.sriamarnathfinance.in/> under the head 'Shareholders Information'.

(b) **Details of non-compliance, penalties, strictures by stock exchanges or Securities & Exchange Board of India ("SEBI") or any statutory authority, on any matter related to the capital markets during last three years:**

None, However, Bombay Stock Exchange has in compliance with the directions issued by SEBI vide its letter dated August 09, 2017 has placed trading restriction on the Company by placing the shares in Stage VI of the Graded Surveillance Measure (GSM). In this regard the Company would like to inform its Shareholders that BSE has vide its letter No. SURV/OFL/AB/2017-18/SHELL/COMP/53886/1 dated January 4, 2018 removed the said restriction and has considered imperative and necessary that forensic audit of the company be carried out and has appointed an independent auditor for the said purpose. The matter is pending.

(c) Details of establishment of vigil mechanism whistle blower policy, and affirmation that no personnel have been denied access to the Audit Committee.

The Board has approved the Whistle Blower Policy, a mechanism for employees to report to the management concern about unethical behavior, actual or suspected fraud or violation of the company's code of conduct. The mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review no personnel has been denied access to the audit committee. The Company has adopted a formal Vigil Mechanism/Whistle-blower policy. The approved policy is available on the company's website www.sriamarnathfinance.in

(d) Details of compliance with mandatory requirements and adoption of non-mandatory requirements as specified in specified in Part E of Schedule II:

The Company had duly complied with all the mandatory requirements under Chapter IV of the LODR. The Company had not adopted the non-mandatory (discretionary) requirements as mentioned in Part E of Schedule II of the LODR except that the Company has separate post for the Chairman as well as the Managing Director and that the Internal Auditor reports directly to the Audit Committee.

(e) Web link where policy for determining 'material' subsidiaries and policy for dealing related party transactions.

Since the Company has no subsidiary, policy for determining material subsidiary is not applicable.

Policy for dealing related party transactions can be accessed at: www.sriamarnathfinance.in.

(f) Disclosure of commodity price risks and commodity hedging activities

Not Applicable

(g) Disclosure of compliance with Corporate Governance Requirements

The Company has duly complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of LODR.

(h) Disclosure of accounting treatment

The Company has followed the Accounting standards laid down by the Companies Act, 2013.

8. GENERAL SHAREHOLDERS INFORMATION

(a)

(i)	AGM: Date, Time and Venue	<i>Tuesday, 25th September 2018 at 11: 00 A.M. NiskanSankirtan Mandal, 19/32 Moti Nagar New Delhi-110015</i>
(ii)	Financial Year	April 01, 2017 to March 31, 2018
(iii)	Date of Book Closure	19 th September 2018 to 25 th September 2018 (both days inclusive)
(iv)	Dividend Payment Date	N.A.
(v)	Listing on Stock Exchanges	BSE Limited (BSE), PhirozeJeejeebhoy Tower Dalal Street, Mumbai-400 001. Also listed at Delhi Stock Exchange and UP Stock Exchange It is hereby confirmed that Listing fees of BSE up to 2017-2018 duly paid.
(vi)	Stock Code	BSE- 538863 UP Stock Exchange S00117 Delhi Stock Exchange: 4868

(b) **Market Price Data: High, Low on BSE Limited (BSE) during each month in the last Financial Year 2017-18**

MONTH	Price per equity share of the face value of Rs.10/- each		MONTH	Price per equity share of the face value of Rs.10/- each	
	HIGH	LOW		HIGH	LOW
APRIL	-	-	OCTOBER	-	-
MAY	-	-	NOVEMBER	-	-
JUNE	-	-	DECEMBER	-	-
JULY	-	-	JANUARY	-	-

AUGUST	-	-	FEBRUARY	-	-
SEPTEMBER	-	-	MARCH	-	-

(Source: This information is compiled from the data available from the websites of BSE)

(c) Performance of Sri Amarnath Finance Limited share prices in comparison to BSE sensex(Monthly Closing)

Sufficient data is not available on the website of BSE India (www.bseindia.com) for presenting the comparative digrame as shares of the company are not frequently traded. Shares of the Company were only traded in May 2015 the details of which are given in para (b) above.

(d) Registrar & Share Transfer Agent:

M/s Bigshare Services Private Limited
4E/8, first floor, Jhandewalan Extension, New
Delhi-110055

Email: bssdelhi@bigshareonline.com

Phone: +91-11- 23522373

Website: www.bigshareonline.com

(e) Share Transfer System

- The Share transfer Committee meets as often as possible to approve transfers and related matters as may be required by the Registrars and share Transfer Agents.
- All matters connected with the share transfer, dividends and other matters are being handled by the RTA located at the address mentioned elsewhere in this report.
- Shares lodged for transfers are normally processed within ten days from the date of lodgment, if the documents are clear in all respect. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within seven days. Grievances received from investor and other miscellaneous correspondence relating to change of address, mandates, etc.
- Certificates are being obtained and submitted to stock exchanges, on half-yearly basis from a Company Secretary-in-practice towards due compliance of share transferred formalities by the Company within the due dates, in terms of Regulation 40(9) of SEBI (LODR) Regulation, 2015.
- Certificate have also been received from Company Secretary-in- practice and submitted to the stock exchange, on quarterly basis, for timely dematerialization of shares of the company and for reconciliation of the share capital of the company, as required under SEBI (Depositories and participants) Regulations, 1996.
- The Company has designated email id namely amarnath01fiance@gmail.com for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- Shareholders are therefore, requested to correspond with RA for transfer/transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc at their address given in this report.

(f) Distribution of Shareholding as on March 31, 2018

No. of Shares held	Folios		Shares held	
	Nos.	%	Nos.	%
up to 5000	955	92.2705	104000	1.0421
5001 -10000	14	1.3527	12800	0.1283
10001 - 20000	6	0.5797	10300	0.1032
20001-30000	3	0.2899	8500	0.0852
30001-40000	1	0.0966	3740	0.0375
40001-50000	1	0.0966	4900	0.0491
50001-100000	5	0.4831	37000	0.3707
100001 and above	50	4.8309	9798760	98.1840
TOTAL	1035	100	9980000	100

• Shareholding Pattern as on March 31, 2018

Category	No. of Shareholders	No. of shares in physical form	No of Shares in Demat Form	% of shareholding
Promoters	5	-	2230900	22.3537
Body Corporate	6	2655700	-	26.6102
NRIs/ OCBs/Clearing Members/Trust	-	-	-	-
Bank/Financial Institutions	-	-	-	-
Indian Public	1024	538760	4554640	51.0361
HUF	-	-	-	-
TOTAL	1035	3194460	6785540	100

(g) Dematerialization of shares and liquidity:

The shares of the company are permitted for trading on dematerialized form only. The company's shares are available for trading in the depository system of both NSDL and CDSL.

As on March 31, 2018, number of 6785540/- equity shares of Rs. 10/- of the equity share capital of the company stands dematerialized. The ISIN with NSDL and CDSL is INE985Q01010.

(h) Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs / Warrants or any convertible instruments.

(i) Commodity price risk or foreign exchange risk and hedging activities:

None

- (j) Corporate Office/Address of Correspondence** 4883-84, Second Floor, Main Road, Kucha Ustad Dag, Chandni Chowk Delhi-110006
- Website** www.sriamarnathfinance.in
- E-mail ID** amarnath01fiance@gmail.com

Investors' Correspondence: may be Addressed to M/s Bigshare Services Private Limited
4E/8, first floor, Jhandewalan Extension,
New Delhi-110055
+9111- 23522373

Website <http://www.bigshareonline.com/>

E-mail ID bssdelhi@bigshareonline.com

(k) Sri Amarnath Finance Limited - Unclaimed Suspense Account ("Unclaimed Suspense Account")

The details of equity shares ("shares") held in an Unclaimed Suspense Account are as follows:

S No.	Particulars	Details
1.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the financial year 2017-18.	NIL
2.	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the financial year 2017-18.	NIL
3.	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the financial year 2017-18.	NIL
4.	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the financial year 2017-18.	NIL

Note: Voting rights on the above mentioned equity shares would remain frozen till the owner of such equity shares claims the shares.

9. OTHER INFORMATIONS

(a) Management Discussion and Analysis Report

A Management Discussion and Analysis Report which forms part of the Annual report is given by means of a separate annexure and is attached to the Directors' Report.

(b) Certificate from Statutory Auditor regarding compliance of conditions of corporate governance

A certificate from the statutory auditor is enclosed as “**Annexure-II**” certifying the compliance of corporate governance requirements by the Company.

(c) CEO/CFO Certificate

In terms of the requirement of the Regulation 17(8) of the LODR, the certificates from CEO/CFO had been obtained is enclosed as “**Annexure III**”.

- (d) As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimation etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

By order of the Board of Directors
For **SRI AMARNATH FINANCE LIMITED**

Sd/-

RAKESH KAPOOR
MANAGING DIRECTOR
DIN: 00216016

Sd/-

MANISH KAPOOR
DIRECTOR
DIN: 00025655

Dated: 14th August 2018

Place: Delhi

DECLARATION REGARDING AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that the Company has received affirmations on compliance with the Code of conduct for the financial year ended March 31, 2018 from all the Board Members and Senior Management Personnel pursuant to the requirements of Regulation 26(3) of LODR.

For **SRI AMARNATH FINANCE LIMITED**

S/d-
RAKESH KAPOOR
MANAGING DIRECTOR
(DIN:00216016)

DATE: 14THAUGUST, 2018
PLACE: DELHI

CERTIFICATE ON CORPORATE GOVERNANCE

**TO THE MEMBERS OF
SRI AMARNATH FINANCE LIMITED**

We have examined all relevant records of **SRI AMARNATH FINANCE LIMITED** (“the Company”), for the purpose of certifying of the conditions of corporate Governance under regulation 34(3) and 54(f) read with Schedule V of SEBI (LODR) Regulation, 2015 for the financial year March 31, 2018. I have obtained all the information and explanations, which are to the best of my knowledge and belief, were necessary for the purpose of certification.

The Compliance of the condition of corporate Governance is responsibility of the management. My examination has been limited to a review of the procedure and implementations thereof. This certificate is neither an assurance for the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of my examination of the records produced explanations and information furnished, we certify that the company has complied with the conditions of corporate governance as stipulated in Regulation 34(3) and 54(f) read with Schedule V of SEBI (LODR) Regulation, 2015.

**FOR M/S. VINOD VISHAL & CO.
(CHARTERED ACCOUNTANTS)
FIRM REG. NO. 09112N**

Sd/-

**CA. DIVYA GUPTA
(PARTNER)
M. NO. 537766**

**PLACE: DELHI
DATED: 26.05.2018**

***SRI AMARNATH FINANCE LIMITED
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CEO/CFO CERTIFICATE

**TO THE BOARD OF DIRECTORS OF
SRI AMARNATH FINANCE LIMITED**

This is to certify that:

1. We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended 31 March 2018 and that to the best of our knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent or illegal or violative of Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4. We have indicated to the Auditors and the Audit & Risk Management Committee:
 - a) Significant changes in internal control over financial reporting during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

RAKESH KAPOOR
MANAGING DIRECTOR
(DIN:00216016)

Sd/-

PARVEEN KUMAR
CHIEF FINANCE OFFICER

SRI AMARNATH FINANCE LIMITED
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MANAGEMENT DISCUSSION & ANALYSIS REPORT

In compliance of Regulation 34(3) and 54(f) read with Schedule V of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find Management Discussion and Analysis Report forming part of Annual Report.

1. Industry Structure & Developments

The long-term fundamentals of Indian economy continue to be strong due to rising incomes and large investments these growth drivers are expected to sustain over a long period. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

NBFCs are integral part of the country's financial system complementing the services of commercial banks. The main reason attributed to the growth of NBFCs is the comprehensive revaluation of the banking system. Other factors include high level of customer orientation, lesser pre/post sanctions requirements and higher rates of interest on deposits being offered by NBFCs.

2. Opportunities and Threats

OPPORTUNITIES

- The players in the NBFC sector still have a lot of scope to cover large market and rural markets are still untapped.
- With the increased desire of individuals to improve their standard of living the NBFC industry is getting to new category of client (individuals) in a big way with large share of business coming from this segment part from corporate clients.
- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization
- Focus on selling new product/services

THREATS

- If the economic downturn in prolonged it can reduce the financing need of people due to shrinking business opportunities.
- Private banks are also working on the similar business model as the NBFCs do thereby giving a very strong competitions to the NBFCs
- RBI and government restrictions: with more stringent norms governing the functioning of NBFC and certain government restrictions act as a hindrance in smooth functioning of NBFC.
- Inflation could trigger increase in consumer price inflation, which would dampen growth
- Increased competition in both local & overseas markets
- Unfavorable economic development

- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

3. Segment-wise/ Product-wise Performance

Segment reporting is not applicable to the Company. Company is engaged in the business of granting loans and making investments.

The total turnover of the company from its operation for the year under review is Rs. 4,47,65,529 thus thereby registering a growth of 10% (approx) from last year. i.e., 2016-17

4. Risks and Concerns

As an NBFC, Sri Amarnath Finance Limited exposed to credit risk, liquidity risk and interest rate risk. The Company has invested in people, processes and technology to mitigate risks posed by external environment and by its borrowers. To mitigate these risks, Company has diversified its revenue steam across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach, it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighting the pros and cons of such a decision-making takes note of the risk attributable

The Company continues to have a conservative provisioning policy which is significantly more stringent than the RBI norms.

5. Internal Control Systems and Their Adequacy

The Company's well defined organization structure, documented policy guidelines, predefined authority levels, and an extensive system of internal controls ensure optimal utilization and protection of resources, IT security, accurate reporting of financial transactions and compliance with applicable laws and regulations. The Internal Control systems are guided to ensure that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are authorized, recorded, and reported correctly. The Company has an exhaustive budgetary control system. Actual performance is reviewed with reference to the budget by the management on an ongoing basis. The Company's internal auditors review business processes and controls. The Audit Committee of the Board then discusses significant findings and corrective measures initiated

6. Discussion on Financial Performance with respect to Operational Performance

The details of the financial performance of your Company are reflected in the Balance Sheet, Profit & Loss Account and other Financial Statements, appearing separately. Highlights are provided below:

(Rs.)

Particulars	2018	2017
Revenue from Operations	4,47,65,529	4,06,64,207

Other Income	51,026	2,91,564
Total Revenue	4,48,16,555	4,09,55,771
Profit Before Interest, Depreciation & Tax	1,50,57,476	13,433,709

The financial performance of your Company has been further explained in the Directors' Report of your Company for the year 2018, appearing separately.

7. Economic Outlook

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

8. Human Resources

The Company keeps developing its organizational structure consistently over time efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel; are directed on imparting continuous training to improve the management practices. The objective of your company is to create a workplace where every person can achieve his or her potential. The employees are encouraged to put in their best. Lots of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

The employees are satisfied and having good relationship with management.

9. Cautionary Statement

Certain statements in the Management Discussion and Analysis describing your Company's views about the industry, expectations/predictions, objectives etc. may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied in these statements. Your Company's operations may, inter-alia, be affected by the supply and demand situations, input prices and availability, changes in Government regulations, tax laws, government or court decisions and other factors such as industry relations and economic developments etc. Investors should bear this in mind when considering the above statements.

By order of the Board of Directors

For **SRI AMARNATH FINANCE LIMITED**

Sd/-

RAKESH KAPOOR
MANAGING DIRECTOR
DIN: 00216016

MANISH KAPOOR
DIRECTOR
DIN: 00025655

Dated: 14th August 2018

Place: Delhi

SRI AMARNATH FINANCE LIMITED
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DECLARATION OF INDEPENDENCE

To
The Board of Directors,
Sri Amarnath Finance Limited
4883-84, Second Floor, Main Road,
Kucha Ustad Dag, Chandni Chowk, Delhi-110006

Dear Sir

Sub: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013

I, **Sujan Mal Mehta**, hereby certify that I am a Non-executive Independent Director of Sri Amarnath Finance Limited and comply with all the criteria of independent director as envisaged under section 149(6) of Companies Act, 2013. I hereby certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
4. None of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor any of my relatives:
 - a. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b. is or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year –
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
6. holds together with my relatives 2% or more of the total voting power of the company; or

7. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
8. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
9. I am not less than 21 years of age.

DECLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,
Sd/-

SUJAN MAL MEHTA
(INDEPENDENT DIRECTOR)
DIN:01901945

DECLARATION OF INDEPENDENCE

To
The Board of Directors,
Sri Amarnath Finance Limited
4883-84, Second Floor, Main Road,
Kucha Ustad Dag, Chandni Chowk, Delhi-110006

Dear Sir

Sub: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013

I, **Rajesh Singal**, hereby certify that I am a Non-executive Independent Director of Sri Amarnath Finance Limited and comply with all the criteria of independent director as envisaged under section 149(6) of Companies Act, 2013. I hereby certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
4. None of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor any of my relatives:
 - a. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b. is or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year –
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;

6. holds together with my relatives 2% or more of the total voting power of the company; or
7. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
8. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
9. I am not less than 21 years of age.

DECLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,
Sd/-

RAJESH SINGAL
(INDEPENDENT DIRECTOR)
DIN: 00002555

DECLARATION OF INDEPENDENCE

To
The Board of Directors,
Sri Amarnath Finance Limited
4883-84, Second Floor, Main Road,
Kucha Ustad Dag, Chandni Chowk, Delhi-110006

Dear Sir

Sub: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013

I, **Rajesh Sabharwal**, hereby certify that I am a Non-executive Independent Director of Sri Amarnath Finance Limited and comply with all the criteria of independent director as envisaged under section 149(6) of Companies Act, 2013. I hereby certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
4. None of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor any of my relatives:
 - a. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b. is or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year –
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
6. holds together with my relatives 2% or more of the total voting power of the company; or
7. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its

holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or

8. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
9. I am not less than 21 years of age.

DECLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,
Sd/-

RAJESH SABHARWAL
(INDEPENDENT DIRECTOR)
DIN: 08065166

DECLARATION OF INDEPENDENCE

To
The Board of Directors,
Sri Amarnath Finance Limited
4883-84, Second Floor, Main Road,
Kucha Ustad Dag, Chandni Chowk, Delhi-110006

Dear Sir

Sub: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013

I, **Pooja Bedi**, hereby certify that I am a Non-executive Independent Director of Sri Amarnath Finance Limited and comply with all the criteria of independent director as envisaged under section 149(6) of Companies Act, 2013. I hereby certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
4. None of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor any of my relatives:
 - a. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b. is or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year –
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
6. holds together with my relatives 2% or more of the total voting power of the company; or

7. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
8. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
9. I am not less than 21 years of age.

DECLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,
Sd/-

POOJA BEDI
(INDEPENDENT DIRECTOR)
DIN: 0008193642

DECLARATION OF INDEPENDENCE

To
The Board of Directors,
Sri Amarnath Finance Limited
4883-84, Second Floor, Main Road,
Kucha Ustad Dag, Chandni Chowk, Delhi-110006

Dear Sir

Sub: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013

I, **Harlin Arora**, hereby certify that I am a Non-executive Independent Director of Sri Amarnath Finance Limited and comply with all the criteria of independent director as envisaged under section 149(6) of Companies Act, 2013. I hereby certify that:

1. I am/was not a promoter of the company or its holding, subsidiary or associate company;
2. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
3. I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
4. None of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Neither me nor any of my relatives:
 - a. holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b. is or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year –
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
6. holds together with my relatives 2% or more of the total voting power of the company; or

7. is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
8. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
9. I am not less than 21 years of age.

DECLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,
Yours faithfully,
Sd/-

HARLIN ARORA
(INDEPENDENT DIRECTOR)
DIN: 0008193621

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2018
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2018

To,
The Members,
SRI AMARNATH FINANCE LIMITED
4883-84, Second Floor, Main Road Kucha Ustad Dag,
Chandni Chowk Delhi Central Delhi- 110006

Date of Incorporation	:	19/02/1985
Authorized Share Capital	:	10,00,00,000.0
Paid up Share Capital	:	9,98,00,000.0

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions **SRI AMARNATH FINANCE LIMITED** hereinafter referred to as (“**the company**”). Secretarial Audit was conducted in a manner that provided to me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **SRI AMARNATH FINANCE LIMITED** 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st Day of March, 2018** (**‘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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SRI AMARNATH FINANCE LIMITED** (**‘The Company’**) for the financial year ended on **31st Day of March, 2018** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder:

SRI AMARNATH FINANCE LIMITED
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- 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; (Not applicable to the company during the audit period)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme)Guidelines, 1999;
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - g. 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;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other relevant guidelines and circulars issued by the Reserve Bank of India from time to time.

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

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable:

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors, including appointment of 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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

Disclaimer: - The above fact and figure are corrected and true to the best of my knowledge as per the document and information provided by the Company and its officer. Any false or incorrect information is responsibility of management.

Place: New Delhi

Date: 04th June, 2018

Anurag Gupta & Associates

Sd/-

Anurag Gupta

(Proprietor)

ACS No. 49293

C P No.:17887

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

Annexure- A

To,
The Members,
SRI AMARNATH FINANCE LIMITED
4883-84, Second Floor,
Main Road Kucha Ustad Dag,
Chandni Chowk, Delhi - 110006

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the management representations about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability nor of the efficacy of the effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi

Date: 04June, 2018

Anurag Gupta & Associates

Anurag Gupta
(Proprietor)
ACS No. 49293
C P No.:17887

FORM NO. AOC-2**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

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 arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis – NONE

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2. Details of material* contracts or arrangements or transactions at Arm's length basis (during the financial year 2017-18)-

S. No	Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
(a)	(b)	(c)	(d)	(e)	(f)	
1	BR Kapoor and Sons Private Limited (Private Company in which Director is Director/Member)	Loan Given/ Interest received or accrued during the year/ Loan received/ Interest accrued last year but received during the year	On Going	The company has in ordinary course of business at arm length interest rate received/acrued interest amounting to Rs. 39,60,000/- on a loan given by the Company.	30.04.2014	NIL
2	BRK Infotech & Developers Private Limited (Private Company in which Director is Director/Member)	Loan Given/ Interest received or accrued during the year/ Loan received/ Interest accrued last year but received during the year		The company has in ordinary course of business at arm length interest rate received interest accrued last year but received in this year amounting to Rs. 52,65,000/- on a loan given by the Company	30.04.2014	NIL
3	Mr. Rakesh Kapoor (Director)	Interest received or accrued during the year/ Interest accrued last year but received during the year		The company has in ordinary course of business at arm length interest rate received/acrued interest amounting to Rs. 16,39,725/- on a loan given by the Company and disbursed loan of Rs. 1,50,00,000/-.	30.04.2014	NIL
4	Mr. Karan Kapoor (Relative of Director)	Interest received or accrued during the year/ Interest accrued last year but received during the year		The company has in ordinary course of business at arm length interest rate received/acrued interest amounting to Rs.5,40,000/- on a loan given by the Company.	30.04.2014	NIL
5	Mr. Manish Kapoor (Director)	Interest received or accrued during the year/ Interest accrued last year but received during the year		The company has in ordinary course of business at arm length interest rate received/acrued interest amounting to Rs. 16,39,725/- on a loan given by the Company and disbursed loan of Rs. 1,50,00,000/-.	30.04.2014	NIL
6	Mr. Raghav Kapoor (Relative of Director)	Interest received or accrued during the year/ Interest accrued last year but received during the year		The company has in ordinary course of business at arm length interest rate received/acrued interest amounting to Rs.4,50,000/- on a loan given by the Company.	30.04.2014	NIL

7	Mr. Rishab Kapoor (Relative of Director)	Interest received or accrued during the year/ Interest accrued last year but received during the year		The company has in ordinary course of business at arm length interest rate received/acrued interest amounting to Rs. 5,40,000/- on a loan given by the Company.	30.04.2014	NIL
8	Mrs. Ramesh Kumari Kapoor (Relative of Director)	Interest received or accrued during the year		The company has in ordinary course of business at arm length interest rate received/acrued interest amounting to Rs.13,50,000/- on a loan given by the Company.	30.04.2014	NIL
9	Mr. Uday Kapoor (Relative of Director)	Interest received or accrued during the year/ Interest accrued last year but received during the year		The company has in ordinary course of business at arm length interest rate received/acrued interest amounting to Rs. 4,50,000/- on a loan given by the Company.	30.04.2014	NIL

*Note: *Material – Since the definition of Material is not defined/ provided under Companies Act, 2013 read with rules made thereunder, an inference is being drawn from the explanation to Regulation 23(1) of the SEBI (LODR) Regulations 2015, i.e., transaction with related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a Financial Year, exceeds 10% of the Annual Consolidated Turnover of the Company as per the last audited Financial Statements of the Company*

By order of the Board of Directors
For **SRI AMARNATH FINANCE LIMITED**

Sd/-

RAKESH KAPOOR
MANAGING DIRECTOR
DIN: 00216016

Sd/-

MANISH KAPOOR
DIRECTOR
DIN: 00025655

Dated: 14th August 2018
Place: Delhi

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SRI AMARNATH FINANCE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of Sri Amarnath Finance Limited ("the company"), which comprises the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are

appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018 and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

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

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

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

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

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

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

The basis of the written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

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"; and

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

The Company does not have any pending litigation which would impact its financial position.

The Company did not have any long-term contracts including derivate contracts for which there were any material foreseeable losses.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR VINOD VISHAL & CO.
CHARTERED ACCOUNTANTS
FRN No. 09112N**

Sd/-

**CA. DIVYA GUPTA
(PARTNER)
M. No. 537766**

Place : Delhi

Date : 26.05.2018

ANNEXURE - A TO THE AUDITORS' REPORT

THE ANNEXURE REFERRED TO IN INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE COMPANY ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2016, WE REPORT THAT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) According to explanation given to us, fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us the company has not held any immovable property as on 31.03.2018.
- (ii) The Company is a service company, primarily rendering Finance services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company
- (iii) The Company has granted loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
 - (a) according to information given to us rate of interest and other terms and conditions of grant of such loan to bodies corporate listed in register maintained under section 189 of the act is not prejudicial to the interest of the Company.
 - (b) according to information given to us the loan granted to the bodies corporate listed in the register maintained under section 189 of the company act 2013 the borrowers have been regular in the payment of principal and interest as stipulated.
 - (c) according to information given to us, there is no overdue amounts in respect of the loan granted to a bodies corporate listed in the register maintained under section 189 of the Act.
- (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) The company has not accepted any deposited from the public
- (vi) According to the information and explanation given to us, the provision of the clause (3)(vi) are not applicable to the company as the company is not engaged in the production of goods or providing services covered by the companies (cost records and audit) rules, 2014.
- (vii)
- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues to the appropriate authority.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.
- b) According to information and explanations given to us, there are no material dues of income tax or sales tax or service tax or duty of custom or duty of excise or value added tax have not been deposited by the Company on account of any dispute
- (viii) Based on our audit procedure and as per the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of loan or borrowing to a financial institution or bank.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and the term loan.
- (x) According to the information and explanations given to us, no material 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 given to us managerial remuneration has been paid or provided in accordance of requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 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. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and the registration has been obtained.

**FOR VINOD VISHAL & CO
CHARTERED ACCOUNTANTS**

FRN No. 09112N

Sd/-

**CA. DIVYA GUPTA
(PARTNER)**

M. No. 537766

Place: Delhi

Date: 26.05.2018

ANNEXURE – B TO THE AUDITORS' REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Sri Amarnath Finance Limited ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS' RESPONSIBILITY

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

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR VINOD VISHAL & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 09112N**

Sd/-

**CA. DIVYA GUPTA
(PARTNER)
M. No. 537766**

Place: New Delhi
Date: 24.05.2017

**SRI AMARNATH FINANCE LIMITED
ANNUAL REPORT 2017-2018**

SRI AMARNATH FINANCE LIMITED**BALANCE SHEET AS AT 31.03.2018**

(INR)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017
I EQUITY AND LIABILITIES			
1 <u>Shareholders Funds</u>			
(A) Share Capital	3	99,800,000	99,800,000
(B) Reserves And Surplus	4	472,286,687	464,045,154
2 <u>Non Current Liabilities</u>			
(A) Long Term Provision	5	2,537,393	2,147,039
3 <u>Current Liabilities</u>			
(A) Other Current Liabilities	6	417,629	193,955
(B) Short Term Provisions	7	191,344	694,324
TOTAL		575,233,053	566,880,472
II ASSETS			
1 <u>Non-Current Assets</u>			
(A) Fixed Assets	8	10,622,271	4,158,814
(B) Non-Current Investments	9	13,130	13,130
(C) Deferred Tax Assets	10	827,091	506,781
(D) Long-Term Loans And Advances	11	486,848,137	389,259,833
2 <u>Current Assets</u>			
(A) Cash And Cash Equivalents	12	69,995,691	161,925,986
(B) Short-Term Loans And Advances	13	360,785	804,539
(C) Other Current Assets	14	6,565,948	10,211,389
TOTAL		575,233,053	566,880,472

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

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

FOR VINOD VISHAL & CO.

FOR SRI AMARNATH FINANCE LIMITED

CHARTERED ACCOUNTANTS

FRN No. 09112N

Divya Gupta

(Partner)

M.NO. 537766

RAKESH KAPOOR

(Director)

DIN: 00216016

PRITI JAIN

(Managing Director)

DIN : 00537234

Place: New Delhi

Date: 26.05.2018

BHAWANA TULI
(Company Secretary)

M. No. A34118

PARVEEN KUMAR
Chief Finance Officer

SRI AMARNATH FINANCE LIMITED
ANNUAL REPORT 2017-2018

SRI AMARNATH FINANCE LIMITED**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31.03.2018**

(INR)

PARTICULARS	NOTE NO.	Current Period 2017-2018	Previous Period 2016-2017
Revenue From Operations	15	44,765,529	40,664,207
Other Income	16	51,026	291,564
Total Revenue		44,816,555	40,955,771
Employee Benefits Expenses	17	4,866,857	5,929,523
Depreciation And Amortization Expenses	8	2,913,482	1,867,210
Administration & Other Expenses	18	24,892,222	21,592,540
Total Expenses		32,672,561	29,389,272
Profit After Depreciation		12,143,994	11,566,499
Less: Contingent Provision For Std. Assets	19	390,354	96,760
Less: Provision For Doubtful Assets	19	-	-
Profit Before Tax		11,753,640	11,469,738
Tax Expense			
Current Tax		3,762,290	3,977,750
Short Provision of Tax for Earlier Year		70,126	134,270
Deferred Tax		(320,310)	(271,667)
Profit (Loss) For The Period		8,241,534	7,629,385
Earning Per Equity Share			
Basic		0.83	0.76
Diluted		0.83	0.76

Schedules referred to above and notes attached there to form an integral part of Statement of Profit & Loss

This is the Statement of Profit & Loss referred to in our Report of even date.

FOR VINOD VISHAL & CO.
CHARTERED ACCOUNTANTS
FRN No. 09112N

FOR SRI AMARNATH FINANCE LIMITED

Divya Gupta
(Partner)
M.NO. 537766

RAKESH KAPOOR
(Director)
DIN: 00216016

PRITI JAIN
(Managing Director)
DIN : 00537234

Place: New Delhi
Date: 26.05.2018

BHAWANA TULI
(Company Secretary)
M. No. A34118

PARVEEN KUMAR
Chief Finance Officer

SRI AMARNATH FINANCE LIMITED
ANNUAL REPORT 2017-2018

SRI AMARNATH FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018

(IN LACS)

	PARTICULARS	2017-2018	2016-2017
A.	<u>CASH FLOWS FROM OPERATION ACTIVITIES :</u>		
	Net Profit Before Tax and Extraordinary Items	117.54	114.70
	Adjustments For :		
	Depreciation	29.13	18.67
	Bad debts Written off	0.70	0.27
	Profit/loss on sale of investment/fixed asset	-	-
	Operating Profit Before Working Capital Changes	147.37	133.64
	Adjustments For :		
	Increase/Decrease In Current Assets	40.89	(33.06)
	Increase/Decrease In Current Liabilities	1.11	15.13
	Increase/Decrease In Loans & Advances	(1,203.15)	75.14
	Cash Generated From Operations	(1,013.78)	190.85
	Direct Tax Paid	(38.32)	(41.12)
	Net Cash From Operating Activities	(1,052.10)	149.73
B.	<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
	Purchase of Fixed Assets	(110.01)	(57.30)
	Sale of Fixed Assets	16.24	-
	Sale of investment	-	-
	Net Cash Used In Investment Activities	(93.77)	(57.30)
C.	<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
	Net Cash From In Financing Activities	-	-
	NET INCREASE IN CASH & CASH EQUIVALENTS	(1,145.87)	92.43
	CASH & CASH EQUIVALENTS (Opening Balance)	1,415.04	1,322.61
	CASH & CASH EQUIVALENTS (Closing Balance)	269.17	1,415.04

Schedules referred to above and notes attached there to form an integral part of Statement of Profit & Loss
This is the Statement of Profit & Loss referred to in our Report of even date.

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

FOR VINOD VISHAL & CO.
CHARTERED ACCOUNTANTS
FRN No. 09112N

FOR SRI AMARNATH FINANCE LIMITED

DIVYA GUPTA
(Partner)
M.NO. 537766

RAKESH KAPOOR
(Director)
DIN: 00216016

PRITI JAIN
(Managing Director)
DIN : 00537234

Place: New Delhi
Date: 26.05.2018

BHAWANA TULI
(Company Secretary)
M. No. A34118

PARVEEN KUMAR
Chief Finance Officer

SRI AMARNATH FINANCE LIMITED
ANNUAL REPORT 2017-2018

NOTES TO THE FINANCIAL STATEMENTS

Note 1: CORPORATE INFORMATION

SRI AMARNATH FINANCE LIMITED is a public company incorporated in India. The company is engaged in the business of Non Banking Financial Company as defined in Section 45-IA of Reserve Bank of India Act, 1934. The company has its registered office at New Delhi.

Note 2: SIGNIFICANT ACCOUNTING POLICIES

(a) Basis for preparation of Accounts:

The financial Statement have been prepared in conformity with generally accepted accounting principle to comply in all material respect with the notified accounting standards ('AS') as amended, the relevant provisions of the companies Act, 2013 ('the Act') and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to an Non - Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year. The company adopts accrual system of accounting unless otherwise stated.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

(c) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Intangible Assets expected to provide future enduring economic benefits are carried at cost less accumulated amortization and impairment losses, if any. Cost comprise of purchase price and directly attributable expenditure on making the assets ready for its intended use.

(d) Depreciation & Impairment of Assets

Depreciation on fixed assets is provided on written down value method over the useful life and in the manner prescribed in Schedule- II to the Companies Act, 2013.

(e) Investment

Long-term investments are stated at cost. Provision of diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. As in case of **SRI AMARNATH FINANCE LIMITED** such decline is presumed to be temporary hence no provision has been created.

(f) Revenue Recognition**(i) Loan Income**

In respect of loan agreements, the income is accrued by applying the impact rate in the transaction on declining balance on the amount financed for the period of the agreement.

(ii) Dividend income on investments is accounted for as and when the right to receive the same is established.**(iii) No income is recognized in respect of Non-performing assets, if any, as per the prudential norms for income recognition introduced for Non-Banking Financial Corporation by Reserve Bank of India vide its notification no.DFC.NO.119/DG/ (SPT)-98 date 31-01-1998 and revised notification no. DNBS.192/DG (VL)-2007 dated 22-02-2007.****(g) Provisions of Assets**

The company makes provisions for standard and Non-performing Assets as per the Non-Banking Financial (Non-Deposit Accepting of Holding Companies prudential Norms Reserve Bank) Directions, 2007, as amended from time to time. The company also makes additional provisions towards loan assets, to the extent considered necessary, based on the management's best estimate. Loan assets which as per the management are not likely to be recovered are considered as bad debts and written off.

Provisions on standards assets are made as per the notification DNBS.PD.CC.No. 207/03.02.002/2010-11 issued by Reserve Bank of India.

(h) Provisions, contingents Liabilities and contingent Assets

(i) A Provision is recognized when the company has present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(ii) Contingent Liabilities are disclosed separately by way of note to financial statements after careful evaluation by the managements of the facts and legal aspects of the matter involved in case of:

(a) a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.

(b) a possible obligation, unless the probability of outflow of resources is remote.

(iii) Contingent Assets are neither recognized, nor disclosed in the financial statements

(i) Employee Benefits

Company do not follow the provision of the accounting Standard-15 “Employee benefits” as the company do not have employee more than 10 personnel’s. So it is the policy of the company that any kind of provision mentioned in the AS -15 will not be entertained. And the company does not make provision for gratuity also.

In case the company’s employee limits goes beyond the prescribed limits then AS-15 for Employee benefits will be taken into consideration.

(j) Taxation

Current Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provision of the Income Tax Act, 1961 and the other applicable tax laws.

Deferred Tax

Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a year different from when they were recognised in the financial statements.

(k) Earning per share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted averages number of equity shares outstanding during the year.

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

(l) Cash and Cash Equivalents Cash and cash equivalents in the cash flow statements comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amount of cash.

Notes to Financial Statements

NOTE 3. SHARE CAPITAL

IN (Rs)

PARTICULARS	AS AT	
	31st MARCH 2018	31ST MARCH 2017
Authorised Share Capital 10,000,000 (Previous Year 10,000,000) Equity Share of Rs. 10 Each	100,000,000	100,000,000
	<u>100,000,000</u>	<u>100,000,000</u>
Issued, Subscribed & Paid up Share Capital Shares at the end of the Accounting Period 99,80,000 (Previous Year 99,80,000) Equity Shares of Rs. 10/-	99,800,000	99,800,000
	<u>99,800,000</u>	<u>99,800,000</u>

3.1 The company has only one class of equity Shares having Par Value of Rs. 10 per Share. All these Shares have Same right & preferences with respect to payment of dividend, repayment of Capital & Voting.

3.2 The reconciliation of the number of Shares outstanding is set out Below

PARTICULARS	AS AT	
	31st MARCH 2018	31ST MARCH 2017
Equity Shares at the beginning of the year	9,980,000	9,980,000
Add : Issued during the year	-	-
Equity Shares at the end of the Year	<u>9,980,000</u>	<u>9,980,000</u>

3.3 Shares In The Company Held By Each Shareholder Holding More Than 5% shares

Name of the Shareholders	AS AT		AS AT	
	31st MARCH 2018		31ST MARCH 2017	
	% of Shares held	No. Of Share	% of Shares held	No. Of Share
Sunshine Capital Limited	14.83	1,480,000	14.83	1,480,000
Avail Financial Services Private Limited	14.76	1,473,500	14.76	1,473,500
Worldlink Telecom Limited	9.77	975,000	9.77	975,000
Reliable Finance Corpn. Private Limited	-	-	5.01	500,000.00

Notes to Financial Statements

NOTE 4: RESERVES & SURPLUS

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
<u>Reserve Under Section 45(IC) of Reserve Bank of India Act, 1934</u>		
At The Beginning Of The Accounting Period	4,968,020	3,442,143
Additions During The Year	1,648,307	1,525,877
At The End Of The Accounting Period	<u>6,616,327</u>	<u>4,968,020</u>
<u>Investment Allowance Reserve</u>		
At The Beginning Of The Accounting Period	9,280	9,280
Additions During The Year	-	-
At The End Of The Accounting Period	<u>9,280</u>	<u>9,280</u>
<u>Securities Premium Account</u>		
At The Beginning Of The Accounting Period	450,000,000	450,000,000
Additions During The Year	-	-
At The End Of The Accounting Period	<u>450,000,000</u>	<u>450,000,000</u>
<u>Surplus</u>		
At The Beginning Of The Accounting Period	9,067,853	2,964,345
Additions During The Year	8,241,534	7,629,385
(Balance In Statement Of Profit & Loss)		
<u>Transfer To Reserves</u>		
Reserve U/S 45(IC)	(1,648,307)	(1,525,877)
Fixed assets Written off	-	-
At The End Of The Accounting Period	<u>15,661,080</u>	<u>9,067,853</u>
Grand Total	472,286,687	464,045,154

NON CURRENT LIABILITIES :-

NOTE: 5 LONG TERM PROVISION

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Provision for Standard Assets	1,947,393	1,557,039
Provision for Bad Debts	590,000.00	590,000.00
Grand Total	2,537,393	2,147,039

Notes to Financial Statements

CURRENT LIABILITES :-

NOTE 6 : OTHER CURRENT LIABILITIES

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Expenses Payable	417,629	193,955
Grand Total	417,629	193,955

NOTE 7 : SHORT TERM PROVISION

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Provision for Taxation	191,344	694,324
Grand Total	191,344	694,324

Notes to the Financial Statement

Note : 8 Fixed Asset

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Sr. No	Particulars	Useful Life	Gross Block				Depreciaton					Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Adjustment	Deduction during the year	Value at the end	WDV as on 31.03.2018	WDV as on 31.03.2017
I	Tangible Assets												
1	Vehicles	8 Year	1,673,710	-	-	1,673,710	1,673,710	-	-	-	1,673,710	-	-
2	Air Conditioner	5 years	91,000	-	-	91,000	88,213	-	-	-	88,213	2,787	2,787
3	Office Equipment	5 years	6,400	-	-	6,400	6,400	-	-	-	6,400	-	-
4	Furniture & fixture	10 Years	1,490,525	-	-	1,490,525	1,274,731	56,991	-	-	1,331,723	158,802	215,794
5	Car	8 Years	5,730,000	10,969,701	3,200,000	13,499,701	1,789,766	2,844,895	-	1,575,739	3,058,922	10,440,778	3,940,234
6	Invetor	5 years	-	31,500	-	31,500	-	11,596	-	-	11,596	19,903	-
	SUB TOTAL		8,991,635	11,001,201	3,200,000	16,792,836	4,832,820	2,913,482	-	1,575,739	6,170,564	10,622,271	4,158,814
	Total (Current Year)		8,991,635	11,001,201	3,200,000	16,792,836	4,832,820	2,913,482.24	-	1,575,739	6,170,564	10,622,271	4,158,814
	(Previous Year)		3,261,635	5,730,000	-	8,991,635	2,965,611	1,867,209.70	-	-	4,832,820	4,158,814	296,023

In Terms Of Our Report Of Even Date Annexed

FOR VINOD VISHAL & CO.
 CHARTERED ACCOUNTANTS
 FRN No. 09112N

FOR SRI AMARNATH FINANCE LIMITED

Divya Gupta
 (Partner)
 M.NO. 537766

RAKESH KAPOOR
 (Director)
 DIN: 00216016

PRITI JAIN
 (Managing Director)
 DIN : 00537234

Place: New Delhi
 Date: 26.05.2018

BHAWANA TULI
 (Company Secretary)
 M. No. A34118

PARVEEN KUMAR
 Chief Finance Officer

Notes to Financial Statements

NON CURRENT ASSETS :-

NOTE 9: NON CURRENT INVESTMENT

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Quoted Equity Shares	-	-
Investment in Jewellery	13,130	13,130
Grand Total	13,130	13,130

* Market value of Shares Quoted Shares

-

-

** Fair Value of shares

-

-

NOTE 10 : DEFFERED TAX ASSETS (NET)

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Opening Balance	506,781	235,114
Created During the Year	320,310	271,667
Closing Balance	827,091	506,781

NOTE :11 LONG TERM LOAN & ADVANCES

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Unsecured Loan		
Loan & Advances to Others		
Loans at agreement values less installment received (include overdue Amount)		
Standard Assets	289,393,990	199,342,174
Doubtful Assets (NPA)	-	-
Loan & Advances to Related Parties		
Loan at agreement values less installment received (include overdue Amount)		
Standard Assets	197,454,147	189,917,659
Doubtful Assets (NPA)	-	-
Grand Total	486,848,137	389,259,833

Notes to Financial Statements

NOTE : 12 CASH & CASH EQUIVALENTS

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Cash in Hand	3,742	370,775
Bank balance with Current account	34,476,631	10,955,212
Cheque in Hand	15,318	
FDR with BOB	35,500,000	150,600,000
Grand Total	69,995,691	161,925,986

NOTE : 13 SHORT TERM LOAN & ADVANCES

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Balance from Revenue Authorities	360,785	804,539
Grand Total	360,785	804,539

NOTE : 14 OTHER CURRENT ASSETS

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Prepaid Car Insurance	24,036.00	102,128.00
Intt. Receivable on FDR	6,210,369	9,880,686
Advance to staff	99,575	228,575
Other Receivable	20,000	-
Prepaid Expenses	11,968	-
Advance Paid to Lalit Hotel	200,000	-
Grand Total	6,565,948	10,211,389

Notes to Financial Statements

NOTE 15: REVENUE FROM OPERATIONS

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Interest On Loan	36,520,498	31,338,482
Interest On FDR	8,245,031	9,325,725
Grand Total	44,765,529	40,664,207

Interest from loan include Interest Income from relative parties amounting to Rs. 1,58,34,450/-

NOTE : 16 OTHER INCOME

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Interest on Income Tax Refund	51,026	291,564
Grand Total	51,026	291,564

NOTE : 17 EMPLOYEE BENEFITS EXPENSES

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Salary Expenses	4,800,105	5,859,071
Staff Welafare Expense	66,752	70,452
Total	4,866,857	5,929,523

Notes to Financial Statements

NOTE : 18 ADMINISTRATION & OTHER EXPENSES

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Annual charges for Credit rating	17,250	34,400
Advertisement Expenses	203,240	31,898
Audit Remuneration	70,115	22,975
Bank Charges	13,504	3,607
Bad Debts W/off	22,727,050	19,858,377
Provision for Bad Debts	-	590,000
Brokerage	400,000	
Meeting & Conference	-	100,000
Car Insurance	109,092	17,007
Conveyance Expenses	61,602	53,445
Trading Expenses	1,150	491
Legal & Professional charges	357,820	85,524
Listing Compliance Charges	464,095	298,851
Misc. Expenses	157,737	46,460
Postal Charges	40,070	33,380
Printing & Stationery	68,592	25,183
Repair & Maintenance	185,155	342,981
ROC Compliance Charges	4,700	11,400
Telephone & Mobile Expenses	3,050	29,561
Website Expense	8,000	7,000
Grand Total	24,892,222	21,592,540

NOTE : 18.1 PAYMENT TO AUDITORS AS:

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
a) Auditor		
Statutory Audit fees	26,100	11,488
Tax Audit fees	26,100	11,488
b) Certifications and consultantion Fees	17,915	-
c) Cost Audit Fees	-	-
Grand Total	70,115	22,975

Notes to Financial Statements

NOTE : 19 PROVISIONS

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
Provision on Standard Assets	390,354	96,760
Grand Total	390,354	96,760

NOTE : 20 EARNING PER SHARE

IN (Rs)

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
i)Net Profit after tax as per statement of profit & Loss attributable to Equity Shareholders	8,241,533.51	7,629,385.18
ii)Weighted Average number of Equity shares used as denominator for calculating EPS	9,980,000.00	9,980,000.00
iii) Basic and Diluted Earning Per Shares	0.83	0.76
iv)Face value Per equity shares	10.00	10.00

NOTE : 20.1 CALCULATION OF WEIGHTED AVERAGE NUMBER OF EQUITY SHARES

PARTICULARS	AS AT 31st MARCH 2018	AS AT 31ST MARCH 2017
i)No. of Shares at the beginning of the year	9,980,000.00	9,980,000.00
ii)Equity shares issued during the year	-	-
iii)Total no. of equity shares outstanding at the end of the year	9,980,000.00	9,980,000.00
iv)Weighted Average no. of equity shares outstanding during the year	9,980,000.00	9,980,000.00

21. Previous year's figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.
22. In the opinion of Board of Director, the current Assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.
23. During the year, the Company has not sold any Investments.
24. Statutory Reserve represents the Reserve Fund created u/s 45-IC of the Reserve Bank of India Act, 1934. An amount of **Rs.1,648,307.00** (PreviousYear**Rs. 1,525,877.00**) representing 20% of Net Profit is transferred to the fund for the year.
25. Provision for Standard & Non Performing Assets:
Provision for non performing assets (NPAs) is made in the financial statements according to the Prudential Norms prescribed by RBI for NBFCs. The Company also makes additional provision towards loan assets, based on the management's best estimate. Additional provision of 0.40% on Standard assets has also been made during the year, as per stipulation of RBI on Standard assets. Company has made provisions for Standard Assets as well as Non-Performing Assets as per the table below:

Particulars	2017-18	2016-17 (INR)
<u>Doubtful Assets</u>	0	0
Total Non-Performing Assets	0	0
Provision already available	0	0
Additional Provision made during the year	0	0
Reversed during the year	0	0
Total Provision at the end of the Year	0	0
<u>Standard Assets</u>	486,848,137	389,259,833
Provision already available	1,557,039	1,460,279
Additional provision made during the year	390,354	96,760
TOTAL PROVISION	1,947,393	1,557,039

- BRK Infotech & Developers Private Limited
- BRK Overseas Private Limited
- BRK Fincap Private Limited
- GangajalAppareals LLP
- RM Dress Creation Private Limited
- Gemini Media Tech Private Limited

29.2. The following transactions were carried out with related parties in the ordinary course of Business during the year*

Particulars	(In Rupees)	
	Key management personnel and their relatives	Enterprises over which Key management personnel exercise significant influence
Transactions during the year		
Loan & Advance given	37,059,450.00 (5,130,000.00)	9,225,000.00 (9,558,887.00)
Loan & Advance received	13,505,179.00 (-)	25,242,783.00 (26,730,000.00)
Balances outstanding at the year end:-		
Loans/Advances	90,814,271.00 (67,260,000.00)	106,639,876.00 (122,657,659.00)

*Figures in () are related to previous year.

30. Earning per Share "AS-20" issued by the Institute of chartered Accountants of India:
(In Rupees)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(A) Profit after taxation as Statement	8,241,533.51	7,629,385

	of Profit and Loss (in Rupees)		
(B)	Weight Average number of equity Shares outstanding during the year	9,980,000	9,980,000
(C)	Nominal value of Equity shares (in rupees)	10.00	10.00
(D)	Basic Earning per Share	0.83	0.76
(E)	Diluted Earning per share	0.83	0.76

31. There are no micro, Small and Medium Enterprises, to whom the Company owes dues which outstanding for more than 45 days as at 31st March 2018. This information as required to be disclosed under the micro, small and medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.
32. The Company estimates the deferred tax created / (credit) using the applicable rate of Taxation based on the impact of timing Differences between financial Statements and Estimated taxable income for the current Year.

Details of Deferred Tax Assets (Liabilities) are As follows:

Calculation of Deferred Tax Assets	
Depreciation as per Companies Act	2,913,482.24
Depreciation as per Income Tax act	1,876,881.00
Timing Difference	(1,036,601.24)
Deferred Tax Assets/Liability	320,310.00

In terms of my report of even date annexed

FOR VINOD VISHAL & CO.
CHARTERED ACCOUNTANTS
FRN No. 09112N

Sd/-
CA. DIVYA GUPTA
(PARTNER)
M. No. 537766

Place : New Delhi
Date : 26.05.2018

FOR SRI AMARNATH FINANCE LIMITED

Sd/-
RAKESH KAPOOR
(Director)
DIN: 00216016

Sd/-
BHAWANA TULI
(Company Secretary)
M. No. A34118

Sd/-
PRITI JAIN
(Managing Director)
DIN: 00537234

Sd/-
PARVEEN KUMAR
(Chief Finance Officer)

SRI AMARNATH FINANCE LIMITED
ANNUAL REPORT 2017-2018

**SCHEDULE OF THE BALANCE SHEET OF A NON DEPOSIT TAKING
NON-BANKING FINANCIAL COMPANY**

SRI AMARNATH FINANCE LIMITED

(As required in terms of paragraph 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank Directions, 2007)

(Rs. In Lacs)

Particulars			
Liabilities Side:			
(1)	Loan and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount Overdue
	a) Debenture : Secured		
	: Unsecured		
	(Other than falling within the meaning of public deposit*)	NIL	NIL
		NIL	NIL
	b) Deferred Credit		
	c) Term Loans		
	d) Inter corporate Loan and Borrowing	NIL	NIL
	e) Commercial Paper	NIL	NIL
	f) Other loans (Specify nature)	NIL	NIL
		NIL	NIL
	• Please See Note 1 below	NIL	NIL
Assets side:			
		Amount outstanding	
(2)	Break up of Loans and Advance including bill receivables [other than those included in (4) below]:		
	a) Secured	NIL	
	b) Unsecured	4868.48	
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i)	Lease assets including lease rentals under sundry debtor:		
	a) Financial Lease	NIL	

(5)	Borrower group wise classification of assets financed as in (2) and (3) above: Please see note 2 below			
	Category	Amount of Net of provision		
		Secured	Unsecured	Total
	1. Related Parties**			
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	1066.40	1066.40
	(c) Other related parties	NIL	908.14	908.14
	2. Other than Related parties	NIL	2893.94	2893.94
	Total	NIL	4868.48	4868.48
(6)	Investor group wise classification of all investments (current and long term) in share and securities (both quoted and unquoted): Please see note 3 below:			
	Category	Market Value / Break up or Fair value of NAV		Book value (Net of Provision)
	1. Related Parties**			
	(a) Subsidiaries	NIL		NIL
	(b) Companies in the same group	NIL		NIL
	(c) Other related parties	NIL		NIL
	2. Other than Related parties	NIL		NIL
	Total	NIL		NIL

** As per Accounting Standard of ICAI (Please see note 3)

(7) Other Information:

Particulars		Amount
(i)	Gross Non Performing Assets	
	(a) Related parties	NIL
	(b) Other than related parties	NIL
(ii)	Net Non Performing assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	NIL
(iii)	Assets acquired in satisfaction of debt	NIL

Notes:

1. As defined in paragraph 2 (1) (xii) of the Non Banking Financial Companies acceptance of public deposits (Reserve Bank) directions, 1998.
2. Provisioning norms shall be applicable as prescribed in Non Banking financial (Non-Deposit Accepting or Holding) companies Prudential Norms (Reserve Bank Directions, 2007).
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investment and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investment and break up / fair value /NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in(4) above.

SRI AMARNATH FINANCE LIMITED

CIN:L74899DL1985PLC020194

Reg. Office: 4883-84, Second Floor, Main Road, KuchaUstad Dag,
ChandniChowk, Delhi-110006

Email:amarnath01finance@gmail.com, Tel: 011-23953204/23392222

Website: www.sriamarnathfinance.in

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the **33rd Annual General Meeting** of the Company being held on **Tuesday, the 25th Day of September 2018 at 11.00 a.m.atNiskanSankirtan Mandal, 19/32 Moti Nagar New Delhi-110015** and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the meeting.

ELECTRONIC VOTING PARTICULARS

E VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD

Note: Please read the instructions printed under the Note to the Notice of 33rd AGM dated August 14, 2018 for e-voting process. The E-voting period starts from, September 22, 2018 at 9:30 a.m., and will end on September 24, 2018 at 5:00 p.m. The voting module shall be disabled by NDSL for voting thereafter.

SRI AMARNATH FINANCE LIMITED

CIN:L74899DL1985PLC020194

Reg. Office: 4883-84, Second Floor, Main Road, KuchaUstad Dag,
ChandniChowk, Delhi-110006

Email:amarnath01finance@gmail.com, Tel: 011-23953204/23392222

Website: www.sriamarnathfinance.in

Form No. MGT-11**Proxy form**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L74899DL1985PLC020194
Name of the company : Sri Amarnath Finance Limited
Registered office : 4883 – 84, Second Floor, Main Road, KuchaUstad Dag,
 ChandniChowk, Delhi – 110006

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

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

1. Name : Address :

E-mail Id : Signature :

or failing him

2. Name : Address :

E-mail Id : Signature :

or failing him

3. Name : Address :

E-mail Id : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on **Tuesday, the 25th Day of September, 2018 at 11.00 A.M. NiskanSankirtan Mandal, 19/32 Moti Nagar New Delhi-110015** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	For	Against
Ordinary Business			
1.	Ordinary Resolution for adoption of Audited Financial Statements alongwithfor the year ended March 31, 2018.		
2.	Ordinary Resolution for Re-appointment of Mr. Manish Kapoor who retires by rotation and being eligible offered himself for re-appointment, as a Director of the Company.		
3.	Ordinary Resolution for Ratification of appointment of M/s Vinod Vishal & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration for the financial year 2018-19.		
Special Business			
4.	Ordinary Resolution for approval of related party transactions		
5.	Appointment of Mr. Rajesh Sabarwal as Independent Director for a term of five years		
6.	Appointment of Ms. Pooja Bedi as Independent Director for a term of five years		
7.	Appointment of Ms. Harlin Arora as Independent Director for a term of five years		
8.	Appointment of Mr. Rakesh Kapoor as Managing Director of the Company for a term of five years		
9.	Appointment of Ms. Nishi Seth as Non-Executive Non-Independent Director		

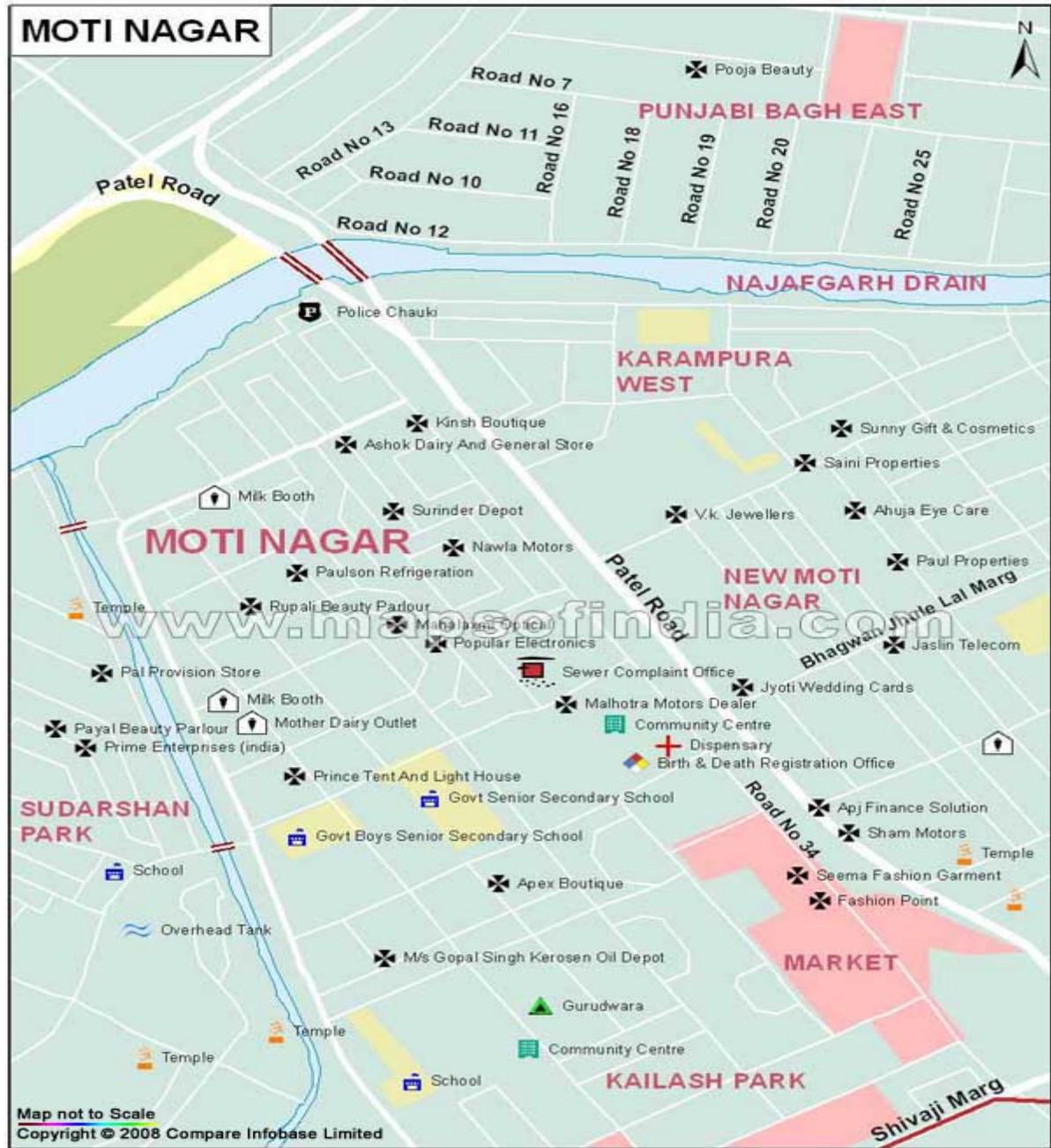
Signed this day of..... 2018

Signature of shareholder
Signature of Proxy holder(s)Affix
Revenue
Stamp

- This form of proxy in order to be effective should be duly filled, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

SRI AMARNATH FINANCE LIMITED
ANNUAL REPORT 2017-2018

Here we are given below the route map for the purpose of company's AGM venue:



If Undelivered, Please return to:

Sri Amarnath Finance Limited

**4883 – 84, Second Floor, Main Road,
Kucha Ustad Dag, Chandni Chowk, Delhi–
110006**