


# **26<sup>th</sup> Annual Report**

**RANJIT SECURITIES LIMITED**

**2019-2020**



**317-318, Transport Nagar  
Scheme No. 44,  
Indore (M.P.)-452014**

**RANJIT SECURITIES LIMITED (AS ON 31ST MARCH, 2020)****BOARD OF DIRECTORS**

S. no.	Name of Directors	Designation
1	Shri Taranjeet Singh Hora	Chairman & Managing Director
2	Smt. Ranjeet Kaur Hora	Director
3	Shri Harman Singh Hora	Director
4	Shri Manmohan Gambhir	CFO (Till 08/06/2019)
5.	Harman Singh Hora	CFO (From 08/06/2019)
5	Shri Pawan Kumar Mishra	Independent Director
6	Shri. Yugansh Soni	Independent Director
7	Shri. Amarjeet Singh Sudan	Independent Director

**AUDIT COMMITTEE**

S. no.	Name of Directors	Designation
1	Shri Pawan Kumar Mishra	Independent Director- Chairman
2	Shri. Yugansh Soni	Independent Director- Member
3	Shri. Amarjeet Singh Sudan	Independent Director- Member

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

S. no.	Name of Directors	Designation
1	Shri Pawan Kumar Mishra	Independent Director- Chairman
2	Shri. Amarjeet Singh Sudan	Independent Director- Member
3	Shri. Yugansh Soni	Independent Director- Member

**NOMINATION AND REMUNERATION COMMITTEE**

S. no.	Name of Directors	Designation
1	Shri. Amarjeet Singh Sudan	Independent Director- Chairman
2	Shri. Yugansh Soni	Independent Director- Member
3	Shri Pawan Kumar Mishra	Independent Director- Member

**RISK MANAGEMENT COMMITTEE**

S. no.	Name of Directors	Designation
1	Shri Pawan Kumar Mishra	Independent Director- Chairman
2	Shri. Yugansh Soni	Independent Director- Member
3	Shri. Amarjeet Singh Sudan	Independent Director- Member

**COMPANY SECRETARY CUM COMPLIANCE OFFICER-** Ms. Durga Ratnani**AUDITOR**

M/s Jain Doshi & Co.,  
Ground Floor, Mansarovar Apts,  
7-D, Ratlam Kothi, Indore (M.P.) -452001

**BANKERS**

Bank of Baroda  
ICICI BANK

**SECRETARIAL AUDITORS**

Shiwali Jhanwar And Co.  
203, Centre Point, Sapna Sangeeta Road,  
Indore (M.P.) 452001

**INTERNAL AUDITOR**

Jay Kumar Nagpal & Associates  
G-3, Yashwant Plaza, 79 South Tukoganj,  
Indore, (M.P.) 452001

**REGISTRAR & SHARE TRANSFER AGENT**

M/s Universal Capital Securities Pvt. Ltd.  
C 101, 247 Park, LBS Road, Vikhroli West,  
Mumbai - 400083, Maharashtra  
Old Address: 21, Shakil Niwas, Mahakali Caves Road,  
Mumbai - 400093, Maharashtra

**STOCK EXCHANGE**

BSE: Scrip Code: 531572

**REGISTERED OFFICE**

317-318, Transport Nagar,  
Scheme no. 44, Indore (M.P.) 452014  
Email id- [compliance@ranjitsecurities.com](mailto:compliance@ranjitsecurities.com)  
Website:- [www.ranjitsecurities.com](http://www.ranjitsecurities.com)

### **NOTICE OF 26<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **26<sup>th</sup> Annual General Meeting** of the members of **M/s Ranjit Securities Limited** will be held on **Monday, 30<sup>th</sup> November, 2020 at 03.00 P.M.** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") at Registered office of the Company at **317-318, Transport Nagar, Scheme 44, Indore, M.P. 452014** to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2020 and Statement of Profit and Loss and Cash flow Statement for the financial year ended 31<sup>st</sup> March, 2020 along with schedules appended thereto, and the reports of the Boards and Auditors thereon on that date.
2. To appoint a director in place of **Mr. Harman Singh Hora (DIN: 00209317)**, who retires by rotation and being eligible offers himself for re-appointment.

**By Orders of the Board**

**Ranjit Securities Ltd.**

**Durga Ratnani**

**ACS: 56895**

**Place: Indore**

**Date: 26<sup>th</sup> October, 2020**

**CIN: L67120MP1994PLC008680**

**317-318, Transport Nagar, Scheme 44,**

**Indore, M.P. 452014**

#### **NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 26th AGM is not annexed with the notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM without any restriction to all the members, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM as the total members of the Company are below 1000.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

6. The Notice calling the AGM alongwith complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company [www.ranjitsecurities.com](http://www.ranjitsecurities.com) as soon as possible after the Meeting is over.
9. In compliance with the aforesaid MCA Circulars dated 5<sup>th</sup> May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the year 2019-20 will also be available on the Company's website - [www.ranjitsecurities.com](http://www.ranjitsecurities.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.
10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
11. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
12. The company has notified closure of Register of Members and Share Transfer Books from Tuesday, 24<sup>th</sup> November, 2020 to Monday, 30<sup>th</sup> November, 2020, (both days inclusive) for the purpose of the Annual General Meeting.
13. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
14. 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 on Monday, the 23<sup>rd</sup> November, 2020.
15. CS Shiwali Jhanwar, Practicing Company Secretary (**ACS NO. 40572, CP: 17259**) Proprietor of M/s. Shiwali Jhanwar And Co., Company Secretaries, Indore has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
16. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID [compliance@ranjitsecurities.com](mailto:compliance@ranjitsecurities.com) so that the information required may be made available at the Meeting.
17. The Members are requested to:
- Intimate changes, if any, in their registered addresses immediately.
  - Quote their ledger folio number in all their correspondence.
  - Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
18. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent **M/s Universal Capital Securities Pvt. Ltd., C 101, 247 Park, LBS Road, Vikhroli West, Mumbai - 400083**, Maharashtra (Old Address: 21, Shakil Niwas, Mahakali Caves Road, Mumbai - 400093, Maharashtra), having email Id [info@uniseq.in](mailto:info@uniseq.in), to receive the soft copy of all communication and notice of the meetings etc., of the Company.
19. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 26<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [compliance@ranjitsecurities.com](mailto:compliance@ranjitsecurities.com).
20. As per SEBI Circular dated 20<sup>th</sup> April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company, **M/s Universal Capital Securities Pvt. Ltd., C 101, 247 Park, LBS Road, Vikhroli West, Mumbai - 400083**, Maharashtra (Old Address: 21, Shakil Niwas, Mahakali Caves Road, Mumbai - 400093, Maharashtra), having email Id [info@uniseq.in](mailto:info@uniseq.in).
21. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1<sup>st</sup> April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
- 22. Voting through electronic means**
- Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.
- (i) The voting period begins on 27<sup>th</sup> November, 2020 (Friday) at 9.00 AM (IST) and ends on 29<sup>th</sup> November, 2020 (Sunday) at 5.00 P.M (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant the first two letters of their name and the 8 digits of the sequence number in the PAN field.

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).
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(ix) After entering these details appropriately, click on "SUBMIT" tab.

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

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

(xii) Click on the EVSN for the relevant "Ranjit Securities Limited" on which you choose to vote.

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

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

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

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

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

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

Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

23. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:

i) For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) by email to [compliance@ranjitsecurities.com](mailto:compliance@ranjitsecurities.com) / [info@unisec.in](mailto:info@unisec.in).

ii). For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@ranjitsecurities.com](mailto:compliance@ranjitsecurities.com) / [info@unisec.in](mailto:info@unisec.in).

iii). The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

24. Instructions for shareholders attending the AGM through VC/OAVM are as under:

i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.

ii). Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.

iii). Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv). Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v). Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@ranjitsecurities.com](mailto:compliance@ranjitsecurities.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@ranjitsecurities.com](mailto:compliance@ranjitsecurities.com) (company email id). These queries will be replied to by the company suitably by email.

vi). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

25. Instructions for shareholders for E-Voting during the AGM are as under:-

i) The procedure for e-Voting during the AGM is same as the instructions mentioned above for Remote evoting.

ii). Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

iii). If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

iv). Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

26. Note for Non - Individual Shareholders and Custodians

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

ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

iv). The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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

vi). Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address

viz; [compliance@ranjitsecurities.com](mailto:compliance@ranjitsecurities.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800-22-5533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

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

28. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> November, 2020 (Monday), may obtain the login ID and password by sending a request at [info@unisec.in](mailto:info@unisec.in).

29. 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 i.e. 23<sup>rd</sup> November, 2020 only shall be entitled to avail the facility of remote evoting as well as e- voting at the AGM.

30. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow evoting to all those members who are present/logged-in at the AGM but have not cast their votes by availing the remote e-voting facility.

31. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - [www.ranjitsecurities.com](http://www.ranjitsecurities.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd.

32. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:

M/s Universal Capital Securities Pvt. Ltd.,

C 101, 247 Park, LBS Road, Vikhroli West,

Mumbai - 400083, Maharashtra

(Old Address: 21, Shakil Niwas,

Mahakali Caves Road,

Mumbai - 400093, Maharashtra),

Tel: 022-28207203-05, 49186178-79

E-mail: [info@unisec.in](mailto:info@unisec.in)

33. As the 26<sup>th</sup> AGM is being held through VC, therefore, the route map is not annexed to this Notice.

**By Orders of the Board**

**Ranjit Securities Ltd.**

**Durga Ratnani**

**Company Secretary cum Compliance officer**

**ACS: 56895**

**Place: Indore**

**Date: 26<sup>th</sup> October, 2020**

**CIN: L67120MP1994PLC008680**

**317-318, Transport Nagar, Scheme 44,**

**Indore, M.P. 452014**

**Brief profile of the director seeking re-appointment as per Item No. 2 (Ordinary Business) of the Notice at the ensuing Annual General Meeting, Regulation 36(3) of SEBI (LODR) Regulation, 2015 and the Companies Act, 2013 are as under:**

<b>Name of Director</b>	<b>Mr. Harman Singh Hora</b>
<b>Director Identification Number</b>	<b>00209317</b>
<b>Date of Birth</b>	<b>06/10/1986</b>
<b>Date of Appointment</b>	<b>29/09/2018</b>
<b>Expertise / Experience in specific Functional areas</b>	<b>+9 years experience in finance and marketing</b>
<b>Qualification</b>	<b>B.Com</b>
<b>No. &amp; % of Shares held</b>	<b>203600 &amp; 7.58%</b>
<b>List of outside Company's directorship held</b>	<b>-</b>
<b>Chairman / Member of the Committees of the Board, Directors of other Companies in which she is director</b>	<b>Yes</b>
<b>Relations with the another directors of the Company</b>	<b>Son of Mr.Taranjeet Singh Hora and Mrs. Ranjeet Kaur Hora</b>

**DIRECTORS' REPORT**  
**&**  
**MANAGEMENT DISCUSSION AND ANALYSIS**

To  
The Members,  
**Ranjit Securities Ltd.**

The Directors take pleasure in presenting their **26<sup>th</sup> Annual Report** together with the Audited Financial Statements (standalone) of the Company (**Ranjit Securities Limited**) for the year ended **31<sup>st</sup> March, 2020**. The Management Discussion and Analysis has also been incorporated in the Report.

**HIGHLIGHTS OF PERFORMANCE:**

- Total Revenue for the year is Rs. 148.01 Lakhs as compared to Rs. 74.42 Lakhs in the previous year.
- Profit Before tax for the year was Rs. 31.13 Lakh as compared to profit of Rs. 10.42 Lakh in the previous year.
- Profit after tax for the year was Rs. 25.16 Lakh as compared to profit of Rs. 2.15 Lakh in the previous year.

**FINANCIAL RESULTS:(Amount in Rupees in Lakhs)**

S.no.	Particulars	31.03.2020	31.03.2019
1.	Revenue from Operations (Net) and other income	148.01	74.42
2.	Profit Before Tax (PBT)	31.13	10.42
3.	Provision for Tax	5.97	8.26
4.	<b>Profit After Tax (PAT)</b>	<b>25.16</b>	<b>2.15</b>
5.	Balance brought forward from previous year	0.00	0.00
6.	<b>Profit available for Appropriations</b>	<b>35.02</b>	<b>10.29</b>
7.	Surplus carried to the next year's account	29.98	9.86
8.	Paid up Equity Share Capital	268.74	268.74
9.	<b>EPS (Equity Shares of Rs. 10/- each) Basic &amp; Diluted (in Rs.)</b>	<b>0.94</b>	<b>0.08</b>

**IMPACT OF COVID-19**

In the last month of FY 2019-2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees, and on minimizing disruption to services for all our customers. Our Company being an NBFC, found it difficult to manage the cash flows including our operating expenses and also faced many challenge in the debt servicing and to sustain the operations of company during lockdown.

**DIVIDEND:**

Due to inadequate profit during the year under review, your directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2020. (Previous year Nil)

**SHARE CAPITAL AND RESERVES:**

During the year under review, there was no change in the share capital of the company. The Company has not issued any shares with differential voting rights, granted stock options nor sweat equity. The Paid up Equity Share Capital as on 31<sup>st</sup> March, 2020 was Rs. 268.74 Lakhs divided into 26,87,400 equity shares of Rs. 10/- each. As on 31<sup>st</sup> March, 2020, none of the Directors of the Company hold any security or instruments convertible into equity shares of the Company.

The Company Shares are listed with the BSE Ltd. However, the BSE has suspended trading of the shares of the Company.

**TRANSFER TO RESERVES:**

During the year under review, your company has transferred amount of Rs. 5,03,182 to the special reserves as stipulated by RBI. (Previous year Rs. 43,039)

**FINANCE AND DEPOSITS:**

Cash and cash equivalent as at 31<sup>st</sup> March, 2020 was Rs. 20.34 Lacs.

Your Company continues to focus on judicious management of its working capital, Receivables and other working capital parameters were kept under strict check through continuous monitoring.

**(i) The details relating to deposits, covered under Chapter V of the Act:-**

- (a) Accepted during the year : Nil
- (b) Remained unpaid or unclaimed as at the end of the year : Nil
- (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: Nil

**(ii) Details of deposits which are not in compliance with the requirements of Chapter V of the Act:**

The Company has not accepted any deposits which are not in compliance of the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.

**RBI NORMS**

The Company is a Non Deposit Taking Non-Systemically Important Non-Banking Financial Company. The Company continues to fulfill all the norms and standards laid down by the Reserve Bank of India (RBI) pertaining to capital adequacy, statutory liquidity ratio etc. Certificate from statutory auditors for complying the prudential norms for NBFC is attached with Audit report.

**KNOW YOUR CUSTOMER AND ANTI MONEY LAUNDERING MEASURE POLICY:**

The board has approved the Know Your Customer and Anti Money Laundering Policy (KYC and PMLA Policy) in accordance with RBI Guidelines. Company also adheres to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. There were no suspicious transactions noticed during the period.

**FAIR PRACTICE CODE:**

The company has in place a fair practice code (FPC), as per RBI Regulations which includes guidelines from appropriate staff conduct when dealing with the-customers and on the organizations policies vis-a-vis client protection. Your company and its employees duly complied with the provisions of FPC and also displayed at the registered office of the Company.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not provided any guarantees or security or investment. For the particulars of loans given and investments made by the company pursuant to the Section 186 of the Companies Act, 2013, kindly refer the relevant notes forming part of the notes to the financial statements provided in the annual report.

**INDUSTRY OUTLOOK AND OPPORTUNITIES:**

The Company is mainly having investment activities in the selected. The Security market in the financial year was having good growth and encouraging beyond the expectation. However, the Company does not foresee any substantial changes in its business and profitability in the coming year.

Considering the COVID-19 outbreak and resultant lockdown, which aggravated the issues faced by the economy on account of slowdown, the outlook in the near to mid-term period remains uncertain. The consumer sentiments and demand are expected to remain muted during 2020-21.

In the world economy in year 2019, things had just started looking up when the deadly Covid-19 outbreak in the late 2019 crippled an already battered economy. The consequent nationwide lockdown broke the global supply chain, magnifying the pre-existing outlook risks. Foreseeing a looming financial crisis, most countries have started re-strategizing as a protective measure to cultivate the domestic industries. Going forward, while the fight to emerge from the pandemic is still on, economies are trying to reboot. Each sector, across every economy in the world, will have to reinvent its model to sustain in the post-Covid-19 world order.

**MARKET DEVELOPMENT:**

The Company has made investment in the selected companies for which no stock market is available for liquidity; however it is almost risk free from the changes in the capital market. The Company is making efforts to realize the investment and loans for better deployment for growth of the company.

After the COVID-19 impact gradually tapers off, the financial services sector is poised to grow eventually on the back of strong fundamentals, adequate liquidity in the economy, significant government and regulatory support, and the increasing pace of digital adoption. In fact, digital transactions will play a larger role in the financial eco-system than hitherto witnessed.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

In view of the Paid up capital, Profits and Turnover of your company during the previous three years, it does not fall under the provisions of the Section 135 of the Companies Act, 2013 and the rules made their under.

**HUMAN RESOURCES:**

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

Ranjit's HR processes such as hiring and on-boarding, fair transparent online performance evaluation and talent management process, state-of-the-art workmen development process, and market aligned policies have been seen as benchmark practices in the Industry. During the year under review, the following Human Resources initiatives received greater focus:

**(i)Employer of Choice:** Employees are encouraged to express their views and are empowered to work independently. Employees are given the opportunity to learn through various small projects which make them look at initiatives from different perspectives and thus provide them with a platform to become result oriented. This has helped greatly in overall development of the employee and has significantly arrested the attrition rate.

**(ii)Leadership Development:** As a part of leadership development, talented employees have been seconded to the senior leadership team to mentor them and prepare them for the next higher role.



**(iii)Industrial Relations:** Ranjit's Industrial Relation's policy shares relevant business information with the Unions in order to enlighten them and make them sensitive towards business requirements. This has helped to build a healthy relationship and resolve issues through mutual dialogue.

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

The Company has placed an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaint was received during the year under review.

**RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY:**

The current economic environment carries with it an evolving set of risks. The Company recognizes that these risks need to be managed to protect its customers, employees, shareholders and other stakeholders, to achieve its business objectives and enable sustainable growth. Risk and opportunity management is therefore a key element of the overall strategy.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Company emphasizes on those risks that threaten the achievement of business objectives of the Group over the short to medium term. An overview of these risks is provided hereafter, including the actions taken to mitigate these risks and any related opportunities:

- i) **Strategic and Commercial risks:** It is being taken care by the Risk Management Committee and reporting to the Board on need basis.
- ii) **Regulatory compliance risks:** The regulatory environment has resulted into increased regulatory scrutiny that has raised the minimum standards to be maintained by the Company. This signifies the alignment of corporate performance objectives, while ensuring compliance with regulatory requirements. The Company recognizes that regulatory requirements can at times be challenging, and therefore will, strive to understand the changing regulatory standards, so as to strengthen its decision making processes and integrate these in the business strategy of each of the industries in which it operates. Drive business performance through the convergence of risk, compliance processes and controls mechanisms to ensure continued operational efficiency and effectiveness.
- iii) **Financial risks:** It includes among others, exposure to movements in interest rates and the Company also maintains sufficient liquidity, so that it is able to meet its financial commitments on due dates and is not forced to obtain funds at higher interest rates.
- iv) **Day-to-day Risk Management:** Management and staff at the Company's facilities, assets and functions identify and manage risk, promoting safe, compliant and reliable operations. These requirements, along with business needs and the applicable legal and regulatory requirements, underpin the practical plans developed to help reduce risk and deliver strong, sustainable performance.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

Your Company has a vigil mechanism named vigil mechanism/Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the vigil mechanism Policy is explained in the Corporate Governance Report and also posted on the website of the Company and annexed to this Report as "**Annexure 1**". There were no complaints under the above said system during the Financial Year 2018-19.

**SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES:**

During the year under review, your company is not having any subsidiary, Associate and Joint Venture Companies at any moment therefore the financial statements are prepared on standalone basis.

**BOARD OF DIRECTORS' & KEY MANAGERIAL PERSONNELS AND BOARD MEETINGS:**

**(i)Independent Directors:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing obligation and disclosure Requirement) Regulation, 2015. Your directors satisfy about their independency.

Our definition of 'Independence' of Directors is derived from the SEBI (Listing obligation and disclosure Requirement) Regulation, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Reg. 17(10) of SEBI (LODR) Regulation, 2015, and Section 149(6) of the Companies Act, 2013;

- a) Shri Yugansh Soni (DIN: 06652396)
- b) Shri Amarjeet Singh Sudan (DIN: 00209275)
- c) Shri Pawan Kumar Mishra (DIN: 02806679)

The Independent directors are not liable to retire by rotation.

**Independent Directors re-appointed:**

Re-appointment of Mr. Pawan Kumar Mishra (DIN:02806679), Mr. Yugansh Soni (DIN:06652396) and Mr. Amarjeet Singh Sudan (DIN:00209275) as Independent Directors in last AGM by passing special resolution w.e.f. 1st April, 2019 to 31st March, 2024.

**(ii) Women Director:**

The Company have Smt. Ranjeet Kaur Hora (DIN:00200028) as Director w.e.f. 12<sup>th</sup> June, 1997 and has been categorized as Women Directors and complies with the provision of appointment of women director in the company.

**Director seeking re-appointment:**

Mr. Harman Singh Hora (DIN: 00209317) who retires by rotation and being eligible offers himself for re-appointment in the ensuing AGM.

**(iii) Key Managerial Personnel:**

The Company have Mr. Manmohan Gambhir as a CFO (till 08/06/2019) and Mr. Harman Singh Hora (From 08/06/2019); Mr. Taranjeet Singh Hora (DIN: 00200864) as a Managing Director and Ms. Durga Ratnani as a Company secretary cum Compliance Officer. During the Year under review following changes had made in Key Managerial Personnel:

S.No.	Name of the KMP	Designation	Date of Event	Cessation/Appointment
1.	Mr. Harman Singh Hora	CFO	08/06/2019	Appointment
2.	Mr. Manmohan Gambhir	CFO	08/06/2019	Cessation

**Managing Director re-appointed:**

Re-appointment of Mr. Taranjeet Singh Hora (DIN: 00200864) as a Managing Director in last AGM by passing special resolution for his 2<sup>nd</sup> term for a period of Five years w.e.f. 1st December, 2019.

**(iv) Directors seeking re-appointment:**

Mr. Harman Singh Hora (DIN: 00209317) who retires by rotation and being eligible offers himself for re-appointment.

**(v) Meetings of the Board:**

The Board meets at regular interval to discuss and decide on Company/business policy and strategy apart from other Board business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors and invitees. Meetings of the Board are held in Indore, at the Registered Office of the Company. The Agenda of the Board meetings are circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Year ended 31<sup>st</sup> March, 2020, **7(Seven)** Board meetings were held on 30<sup>th</sup> May, 2019, 08<sup>th</sup> June, 2019, 14<sup>th</sup> August, 2019, 27<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019, 14<sup>th</sup> February, 2020 and 11<sup>th</sup> March, 2020. The maximum interval between any two meetings did not exceed 120 days.

**(vi) Company's policy on Directors' appointment and remuneration:**

The Policy of Ranjit's on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is appended as "**Annexure 2**" to this Report and hosted on the Company's website at [www.ranjitsecurities.com](http://www.ranjitsecurities.com)

**(vii) Annual evaluation by the Board**

The evaluation framework for assessing the performance of Directors comprises on the following key areas:

- Attendance of Board Meetings and Board Committee Meetings
- Quality of contribution to Board deliberations
- Strategic perspectives or inputs regarding future growth of Company and its performance
- Providing perspectives and feedback going beyond information provided by the management
- Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. An executive member of the Board does not participate in the discussion of his evaluation.

**DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies as mentioned in Note 01, 02 and 03 of the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of Company as at March, 31<sup>st</sup> 2020 and of the profit and Loss of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;

- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**(i)Details in respect of fraud reported by auditor u/s 143(12) other than those which are reportable to the central government:**

There is no fraud which are reportable by the Auditors to the Central Government, and which needs to be disclosed in the Board report during the year under review.

**(ii)Disclosure for frauds against the Company:**

In terms of the provisions of section 134(3) (ca) of the Companies Act, 2013, there were no fraud committed against the Company by any person which are reportable under section 141(12) by the Auditors to the Central Government as well as non reportable frauds during the year 2019-20.

**COMMITTEES OF THE BOARD**

During the year under review, in accordance with the Companies Act, 2013, the Board has the following 5 **(Five)** Committees as follows:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Risk management Committee.
- (e) Internal Control Committee

**RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business as details has been given in the relevant schedule in the financial statements annexed with the Boards' Report and also given in the prescribed **Form AOC-2** as the "**Annexure 3**". There are no materially significant related party transactions made by the Ranjit's with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee and the Committee has accorded its Omni bus Approval and also reviewed the same periodically by Board for approval on a quarterly basis. The Company has developed a Related Party Transactions Policy, Standard Operating Procedures for purpose of identification and monitoring of such transactions.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at [www.ranjitsecurities.com](http://www.ranjitsecurities.com)

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

**INTERNALAUDITORS**

The Board has appointed **M/s. Jay Kumar Nagpal & Associates**, Chartered Accountant, as an Internal Auditor of the company and takes his suggestions and recommendations to improve and strengthen the internal control systems. His scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

**OBSERVATION OF THE AUDITOR AND MANAGEMENT COMMENTS THEREOF:**

There are some observations made by the Auditor of the Company's Auditors, M/s Jain Doshi & Co. (Firm Reg. No. 007365C) in their report explanation on that has given below by the board:

**Comments by the Statutory Auditor for the year 2019-20:**

There are some qualifications, reservation or adverse remark or disclaimer given by the Auditors in their report and the management submits its comments as under.

1. **Observation:** A criminal case has been filed before CJM Gwalior by the Registrar of the Companies, M.P. against the company and its directors under section 295(4) & (5), 211, 372(8) and 383(1A) of Companies Act, 1956 but the impact of the above on the result for the year cannot be presently determined due to pending ultimate outcome of the matter.

**Management Comments:** The Company and its concerning directors have submitted their reply to the ROC and the Hon'ble Court for their defences. It is hopeful that the Court may decide the matter in favor of the Company and likely that no major fine would be imposed and it's thus not put any impact on the financial position of the company.

2. **Observation:** The Company shares are suspended from trading at Bombay Stock Exchange Ltd. (BSE). However, the company has applied for Revocation of suspension of share with BSE which is yet to be concluded.

**Management Comments:** The Company has complied with almost all the condition of revocation of suspension of share of the company and company has taking regular follow up from the stock exchange and the management is making all the possible efforts for revocation of suspension of trading at the BSE Ltd., which is having nationwide terminals, and it has not put any impact on the financial position of the company.

**Emphasis of Matter by the Statutory Auditors**

**Other Matters Specified by the Statutory Auditors**

(i) The title deeds of immovable properties are held in the name of the company. Title deed is yet to be registered in respect of a Plot for which advance is given of Rs. 16,19,055/-.

Management Comments: The Company is trying to get the registry of the plot in the name of the company, however in any case, if the registry could not be made, the company shall recover the amount from the seller and the transaction are not prejudice to the interest of the company.

(ii) A case filed by Commercial Tax department is pending against the Company in MP High Court Bench, Indore. Liabilities under which amounting to Rs. 2,31,104/-, but company yet has not been receive any further notice from Hon'ble court either for further hearing or for penalty.

Management Comments:

(iii) A case filed by Commercial Tax department is pending against the Company in MP High Court Bench, Indore. Liabilities under which amounting to Rs. 2,31,104/-, but company yet has not been receive any further notice from Hon'ble court either for further hearing or for penalty.

(iii) (a) Demand of Rs. 37,432/- has been raised by Income Tax department as default on account of TDS deduction, interest on late payments, penalty for late filling U/s 234E for different past years, for which no provision has been made in books of accounts of the company. Details are as follows:

Name of the statute	Nature of dues	Period to which the amount relates	Amount due
Income Tax Department	Short payment of tax	AY 2012-13	20,462/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2013-14	2210/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2014-15	11960/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2015-16	1940/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2016-17	750/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2018-19	110/-

Management Comments: Due to inadvertent company has not paid the amount due to Income Tax Department. But by the end of this year company will pay all the pending dues to Income Tax Department.

#### **SECRETARIAL AUDITORS:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of directors has appointed CS Shiwali Jhanwar (Mem No. 40572, C.P. No. 17259) a Company Secretary in Practice to undertake the Secretarial Audit of the Company for the year 2019-20. The Report of the Secretarial Audit in the **Form MR-3** is annexed herewith as "**Annexure 4**".

There are some qualifications, reservations or adverse remarks or disclaimer in Secretarial Audit report under the various provision applicable on the company they are following as under:-

#### **Companies Act:-**

A Criminal case has been filed before Chief Judicial Magistrate of Gwalior by the Registrar of the Companies, M.P. against the company and its directors under section 295(4) & (5), 211, 372(8) and 383(1A) of Companies Act, 1956. The matter is still pending with ROC and Court.

Management Comments: The Company and its concerning directors have submitted their reply to the ROC and the Hon'ble Court for their defences. It is hopeful that the Court may decide the matter in favor of the Company and likely that no major fine would be imposed and it's thus not put any impact on the financial position of the company.

#### **SEBI & Listing Compliances:-**

1. The Company's shares are suspended from trading at Bombay Stock Exchange Ltd. (BSE). However the Company has applied for Revocation of suspension of Share with BSE which is yet to be concluded. The Company has automatically delisted its trading from Madhya Pradesh Stock Exchange (MPSE) and Ahmedabad Stock Exchange (ASE) due to exit order issued by SEBI.

Management Comments: The Company has complied with almost all the condition of revocation of suspension of share of the company and company has taking regular follow up from the stock exchange and the management is making all the possible efforts for revocation of suspension of trading at the BSE Ltd., which is having nationwide terminals.

#### **Other laws as per Auditor Reports:-**

1. A case filed by Commercial Tax department is pending against the Company in MP High Court Bench, Indore. Liabilities under which amounting to Rs. 2,31,104/-, but company yet has not been receive any further notice from Hon'ble court either for further hearing or for penalty.

Management Comments: Same as per the Explanation given in "**other Matters specified by the Statutory Auditors**".

## **ENHANCING SHAREHOLDERS VALUE**

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

## **CORPORATE GOVERNANCE**

**Non-applicability of Corporate Governance provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Pursuant to the provisions of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the provisions of the Corporate Governance are not applicable to the Companies having paid up equity share capital not exceeding **Rs. 10 Crore** and Net Worth not exceeding **Rs. 25 Crore**, as on the last day of previous financial year or on the Companies listed on SME Exchange.

In view of above, as per the latest Audited Financial Statement of the Company as at 31<sup>st</sup> March 2020, the paid-up Equity Share Capital and the Net Worth of the Company does not exceed the respective threshold limit of Rs. 10 Crore and Rs. 25 Crore, as aforesaid; hence compliance with the provisions of the Corporate Governance are not applicable to the Company.

However, the Company is making compliances of some of the regulations voluntarily in the interest of the best corporate governance and a separate section on corporate governance practices followed by the Company, together with the Corporate Governance Report is attached as "**Annexure-5**".

## **MD & CFO certification**

Certificate obtained from Shri Taranjeet Singh Hora Chairman & Managing Director and Shri Harman Singh Hora, Chief Financial Officer, pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and for the year under review was placed before the Board at its meeting held on 31<sup>st</sup> August, 2020.

A copy of the certificate on the financial statements for the financial year ended March, 31, 2020 is annexed along with this Report as "**Annexure 6**".

## **Code of Conduct and ethics**

The Company has formulated the code of conduct for the Board members and senior executives under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 and the SEBI (Prohibition of Insider Trading) Regulations, 1992/2016. A certificate to that effect for the proper compliances given by the Managing Director is annexed as the "**Annexure-7**" with this Report.

## **PARTICULARS OF REMUNERATION OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under section 197(12) of the Act read with Rule 5 and 8(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "**Annexure 9**".

## **CONSOLIDATED FINANCIAL STATEMENTS**

Since your company is not having any subsidiary company, associate company or joint venture, therefore it is not required to prepare Consolidated Financial Statements for the year 2019-20.

## **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "**Annexure-10**".

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments, if any, affecting the financial position of the Company which had occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return as on 31<sup>st</sup> March, 2020 in **FORM MGT-9** is annexed herewith as "**Annexure-11**".

## **PREVENTION OF INSIDER TRADING**

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

## **ADEQUACY OF THE INTERNAL FINANCIAL CONTROL**

The Company is having adequate internal control according to the size of the Company, it has internal auditors and the Audit Committee and the vigil mechanism system is also in force. Further that the statutory auditors has also examined the internal control procedure and provided their report as an annexure to the Auditors Report.

## **ACKNOWLEDGEMENTS**

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**For and on behalf of the Board**

**Place: Indore**

**Date: 31<sup>st</sup> August, 2020**

**Taranjeet Singh Hora**

**Chairman & Managing Director**

**DIN: 00200864**

## **Annexure '1'**

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

#### **1. Preface**

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2 This policy is formulated to provide employee an avenue to lodge Complaints, in line with the commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle-blowing in good faith.
- 1.3 As per Clause 49 of the Listing Agreement/SEBI (LODR) Regulation, provides, to establish a mechanism called "Whistle Blower/Vigil Mechanism Policy" for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.
- 1.4 The purpose of this policy is to provide a framework to protect employees wishing to raise a concern about serious irregularities within the Company.

#### **2. Definitions**

- 2.1 "The Company" means **Ranjit Securities Limited**.
- 2.2 "Audit Committee" means the Audit Committee of the Board constituted by the Board of Directors of Ranjit Securities Limited in accordance with provisions of Section 177(1) of Companies Act, 2013 read with SEBI (LODR) Regulations, 2015.
- 2.3 "Competent Authority" means the Taranjeet Singh Hora, Managing Director of Ranjit Securities Limited and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest (WTD being the subject person), Competent Authority means Chairman of the Audit Committee.
- 2.4 "Dedicated Confidential Section" means any Section/Department of the Company which is decided by the Competent Authority from time to time for maintaining the records as per the Whistle Blower/Vigil Mechanism Policy.
- 2.5 "Disciplinary Action" means any action that can be taken on completion of / during the investigation proceedings by the Competent Authority as he/she deems fit considering the gravity of the matter.
- 2.6 "Employees" mean the entire permanent employees which are working in Ranjit Securities Limited.
- 2.7 "Improper Activity" means unethical behavior, actual or suspected fraud, embezzlement etc., violation of the Company's general guidelines on conduct, moral turpitude, unlawful conduct etc. by an employee of Ranjit Securities Limited.
- 2.8 "Investigators" means those persons authorized, appointed, consulted or approached by the Competent Authority in connection with conducting investigation into a protected disclosure.
- 2.9 "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 2.10 "Subject" means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.
- 2.11 "Vigilance and Ethics Officer" means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- 2.12 "Whistle Blower" means an Employee or Director making a Protected Disclosure under this policy.

#### **3. Scope**

This policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of money, and other matters or activity on account of which the interest of the company is affected.

Whistle Blower/Vigil Mechanism Policy shall be applicable for all permanent employees and to all the Directors of the Company.

#### **4. Interpretation**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Regulation(s) as amended from time to time.

#### **5. Guiding Principles**

- 5.1 Protected disclosures shall be acted upon in a time bound manner.
- 5.2 Complete confidentiality of the Whistle Blower will be maintained.
- 5.3 The Whistle Blower and/or person(s) processing the protected Disclosure will not be subjected to victimization.
- 5.4 Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 5.5 "Subject" of the Protected Disclosure i.e. Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- 5.6 The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.
- 5.7 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

#### **6. Whistle Blower – Role & Protections**

##### **Role:**

- 6.1 The whistle Blower's role is that a reporting party with reliable information.
- 6.2 The Whistle Blower is not required or expected to conduct any investigations on his own.
- 6.3 The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he/she shall not have a right to participate.
- 6.4 Protected Disclosure will be appropriately dealt with by the Competent Authority.
- 6.5 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

##### **Protections:**

- 6.6 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.
- 6.7 Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- 6.8 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 6.9 The identity of the Whistle Blower shall be kept confidential.
- 6.10 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

#### **Procedures – Essential and Handling Procedure Disclosure**

- 7.1 The Protected Disclosure/Complaint should be attached to a letter bearing the identity of the Whistle blower/complaint i.e. his/her Name, Employee Code and Location and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/ sealed should be addressed to the Competent Authority and should be super scribed "Protected Disclosure". (If the envelope is not super scribed and closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).
- 7.2 If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his/her protected disclosure directly to the Chairman of the Audit Committee, Ranjit Securities Limited.
- 7.3 Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- 7.4 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the Whistle blower, should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- 7.5 Investigations into any improper activity which is subject matter of an inquiry or order under the Commission of Inquiry Act, 1952 will not come under the purview of this policy.
- 7.6 The Contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

##### **Taranjeet Singh Hora,**

Managing Director (Competent Authority)

Vigil Mechanism/ Whistle Blower

Ranjit Securities Limited

317-318, Transport Nagar, Scheme No. 44, Indore (M.P.)

- 7.7 The Contact details for addressing protected disclosures to the Chairman, Audit Committee are as follows:

##### **Pawan Kumar Mishra**

Chairman of Audit Committee,

Whistle Blower/Vigil Mechanism

Ranjit Securities Limited in addition to above, the exact address shall be displayed prominently on the notice Board of all locations.

7.8 The Competent Authority shall mark the envelope containing the Protected Disclosure to a dedicated Confidential Section, which shall maintain a record thereof.

7.9 The Competent Authority shall weed out frivolous complaints after a preliminary enquiry by the Confidential Section. The Competent Authority based on the recommendations of the Confidential Section and depending upon the merit of the case shall forward the Complaint to the investigator(s) nominated for this purpose without disclosing the identity of the Whistle Blower.

### **Investigations and Role of Investigators**

#### **Investigation:**

8.1 Investigation shall be launched if the Competent Authority is satisfied after preliminary review that:

a) The alleged act constitutes an improper or unethical activity or conduct; and  
b) The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information; it is felt that the concerned matter deserves investigation.

8.2 The decision taken by the Competent Authority to conduct an investigation is by itself not to be construed as an accusation (ilzam) and is to be treated as a neutral fact finding process.

8.3 The identity of the subject(s) and the Whistle Blower will be kept confidential.

8.4 Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.

8.5 Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

8.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the subject(s).

8.7 Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

8.8 The investigation shall be completed normally within 60 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.

8.9 Subject(s) have a right to be informed of the outcome of the investigation.

#### **Role of Investigator(s)**

8.10 Investigators(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from Competent Authority when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the Competent Authority.

8.11 All Investigators shall perform their role in an independent and unbiased manner; Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviors and observance of professional standards.

8.12 All Investigators are authorized to take reasonable steps including reprimand against the Whistle blower in case of repeated frivolous complaints.

### **9. Action**

9.1 The competent authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and/or to prevent the re-occurrence of such improper activity.

9.2 If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed in the confidential section.

### **10. Reporting & Review**

The competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted and of the action taken to the Audit Committee for review.

### **11. Notification**

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. The Whistle Blower policy shall be prominently displayed on all Notice Boards of the Company, this policy, including amendments thereof shall be made available on Company's website and Board Report of the Company.

### **12. Annual Affirmation**

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle bower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

### **13. Amendment**

This Policy can be modified at any time by the Board of Directors of the Company. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.



**COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Policy of Company (RSL) on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178.

**Remuneration Criteria for Non-Executive Directors**

- a) The Company is not having policy to pay any commission or remuneration to its non executive directors.
- b) If the nominee directors appointed by the Financial Institutes, the Company pays Rs. 5,000/- for attending each meeting of the Board of directors and committee thereof. Presently there are no nominee directors available in the Company.
- c) The Company reimburses the actual travelling and lodging expenses to the Non Executive Directors for attending the Board and Committee and the members meetings from time to time.
- d) The Company is not paying any sitting fee as well as ESOP, etc to its other Non executive and independent directors.

**Remuneration Criteria for the Executive Directors and KMP:**

- a) The Company is not having policy to pay any commission to its executive directors.
- b) The Executive director being appointed for a period of 5 years at a time.
- c) The Company is not paying any sitting fee as well as ESOP, etc to its executive directors.

The Company is paying remuneration to its CS as per the terms of the appointment approved by the Remuneration Committee and they are also entitled for the annual increments based on their performance, evaluated by the Remuneration Committee and Board on annual basis.

**Particulars of contracts/arrangements entered into by the company with related parties****Form 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) 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:

**1. Details of contracts or arrangements or transactions not at arm's length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions 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 resolution was passed in general meeting as required under first proviso to section 188
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement s/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance s, if any
(a)	(b)	(c)	(d)	(e)	(f)
NIL	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board

Place: Indore  
Date: 31<sup>st</sup> August, 2020

Taranjeet Singh Hora  
Chairman & Managing Director  
DIN: 00200864

**Form MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,  
The Members,  
M/s. Ranjit Securities Limited,  
317-318, Transport Nagar,  
Scheme No. 44,  
Indore (M.P.)**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Ranjit Securities Limited (hereinafter called "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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020('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 the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. 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 (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period)
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015
- (vi) The Company is a Non deposit taking Non-Banking Finance Company (NBFC) registered with Reserve Bank of India (RBI). Therefore, there are specific legal requirement applicable to the Company such as prudential norms by Reserve Bank of India issued by time to time regarding which the Company has complied with the following:
  - a) As reported by the management of the Company, there are no quarterly and half yearly compliances prescribed by RBI for these types of Companies. Hence we do not found any document regarding the same.
  - b) The Company has filed required forms with RBI related to annul compliances. The Company has submitted all the documents called by RBI time to time in a prescribed manner.
  - c) The Company declared that it has not accepted any deposit from public or any other during the audit period.

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

  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India w.e.f. 1<sup>st</sup> July, 2015.
  - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Ltd (BSE).
  - (iii) SEBI (LODR) Regulations, 2015.

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 observations, that

**Companies Act:-**

1. A Criminal case has been filed before Chief Judicial Magistrate of Gwalior by the Registrar of the Companies, M.P. against the company and its directors under section 295(4) & (5), 211, 372(8), 209A and 383(1A) of Companies Act, 1956. The matter is still pending with ROC and Court.

**SEBI & Listing Compliances:-**

1. The Company's shares are suspended from trading at Bombay Stock Exchange Ltd. (BSE). However the Company has applied for Revocation of suspension of Share with BSE which is yet to be concluded. The Company has automatically delisted its trading from Madhya Pradesh Stock Exchange (MPSE) and Ahmadabad Stock Exchange (ASE) due to exit order issued by SEBI.

**Other laws as per the Audit Reports:-**

1. A case filed by Commercial Tax department is pending against the Company in MP High Court Bench, Indore. Liabilities under which amounting to Rs. 2,31,104/-.
2. Demand of Rs.37,432/- has been raised by Income Tax department as default on account of TDS deduction, interest on late payments, penalty for late filing U/s 234E for different past years, for which no provision has been made in books of accounts of the company. Details are as follows:

Name of the statute	Nature of dues	Period to which the amount relates	Amount due
Income Tax Department	Short payment of tax	AY 2012-13	20,462/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2013-14	2210/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2014-15	11960/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2015-16	1940/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2016-17	750/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2018-19	110/-

**I further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is changes in the composition of the Board of Directors and KMP that took place during the period as mentioned below :

S.No	Name of Director/KMP	Designation	Appointment/Resignation	Date of Appointment/Resignation
1.	Mr. Manmohan Gambhir	CFO	Resignation	08/06/2019
2.	Mr. Harman Singh Hora	CFO	Appointment	08/06/2019
3.	Mr. Taranjeet Singh Hora	Managing Director	Reappointed by the members offer himself for reappointment	30/09/2019
4.	Mrs. Ranjeet Kaur Hora	Whole Time Director	Reappointed by the members offer herself for reappointment	30/09/2019

Adequate notice is given to all directors to schedule the Board Meetings and 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**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.

**I further report that** the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, quarterly financial results under Clause 41 of the Listing Agreement and/or Regulation 33 of SEBI (LODR) Regulations, 2015 and the annual financial statements, Cost Records have not been reviewed in this audit report, since the same have been subject to the statutory financial audit/cost audit by other designated professionals. This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

**I further report that** during the audit period of the Company, there was no specific events/action other than mentioned above having a major bearing on the Company and Also laws, rules, regulations, guidelines, standards etc. referred to above.

**I further report that** during the audit period of the Company has certain specific events which have bearing on company's affairs which are as follows: -

1) The Operations of the company was closed from 25th March, 2020 till month of June due to nationwide lockdown pursuant to the COVID-19 Pandemic.

**Place: Indore**

**Date: 19<sup>th</sup> October, 2020**

**CS SHIWALI JHANWAR**

**ACS No: 40572**

**CP No: 17259**

**UDIN-A040572B001001290**

**'Annexure A'**

**To,  
The Members,  
M/s. Ranjit Securities Limited  
317-318, Transport Nagar,  
Scheme No. 44,  
Indore (M.P.)**

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

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

**Place: Indore**

**Date: 19<sup>th</sup> October, 2020**

**CS SHIWALI JHANWAR**

**ACS No: 40572**

**CP No: 17259**

**UDIN-A040572B001001290**

**Report of Corporate Governance**  
**Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2020**

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Ranjit Securities Ltd. (RSL) philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company's Code of Business Conduct, its Fraud Risk Management Policy and its well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders. This, together with meaningful sustainable development policies followed by the Company has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates.

Your Company has complied with the requirements of Corporate Governance as laid down under the SEBI (LODR) Regulations, 2015.

**GOVERNANCE STRUCTURE**

The Company's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

**Board of Directors**

Company's Board plays a pivotal role in ensuring that the Company runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company; ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

**Committee of Directors**

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee. Each of these Committees has been mandated to operate within a given framework.

**Management Structure**

Management Structure for running the business of the Company as a whole is in place with appropriate delegation of powers and responsibilities. This broadly is as under:

**Managing Director**

The Managing Director is in overall control and responsible for the day-to-day working of the Company. He gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various committees.

**BOARD OF DIRECTORS****Composition of the Board as on March, 31, 2020**

Category	No. of Directors
Non Executive & Independent Directors	3
Executive Director including Managing Director	3

**Directors' Profile**

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. The brief profile of the Company's Board of Directors is as under:

Name of Directors	Shri Taranjeet Singh Hora	Smt. Ranjeet Kaur Hora	Shri Harman Singh Hora
DIN	00200864	00200028	00209317
Status of directorship	Managing Director & Chairman	Women Director	Director
Date of Birth	17/06/1958	06/01/1960	06/10/1986
Date of Appointment	30/09/1994	12/07/1997	29/09/2018
Expertise / Experience in specific functional areas	26 years Experience in Management & Administration	19 year experience in Administration	+9 years experience in finance and marketing
Qualification	B.A.	B.Com	B.Com
No. & % of Equity Shares held	389700 & 14.5%	410900 & 15.29%	203600 & 7.58%
List of outside Company's directorship	1. Intelligent Development Agency Pvt. Ltd.		1.TDSFincap Private Limited 2. TDS Infra Estate

held	2. Green Age Medical Superspecialities Pvt. Ltd. 3. TDS Infra Estate Developers Pvt. Ltd.		Developers Private Limited 3. AarjaBuildcon Private Limited 4.HSH Construction Private Limited 5.Drishyam Realty Consultant (OPC) Private Limited 6.Drishyam Realty Private Limited 7. TDS Enterprises Private Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	-	-	-
Chairman / Member of the committees of the Board of other Public Companies in which he is director	-	-	-
Interest relations among the directors	Spouse of Smt. Ranjeet Kaur Hora	Spouse of Shri Taranjeet Singh Hora	Son of Shri Taranjeet Singh Hora and Smt. Ranjeet Kaur Hora

Name of Directors	Shri Pawan Kumar Mishra	Shri Amarjeet Singh Sudan	Shri Yugansh Soni
DIN	02806679	00209275	06652396
State of directorship	Independent Director	Independent Director	Independent Director
Date of Birth	01/03/1970	25/12/1955	05/11/1986
Date of Appointment	30/09/2009	11/10/2004	30/07/2013
Expertise / Experience in specific functional areas	8 year experience in Administration	11 year experience in Administration	5 year experience in Administration
Qualification	B.Com	12 <sup>th</sup>	B.sc
No. & % of Equity Shares held	0	200 & 0.01 %	0
List of outside Public Company's directorship held	-	-	-
Chairman/ Member of the Committees of the Board of Directors of the Company	1. Audit Committee 2. Risk Management Committee 3. Stakeholders' Relationship committee 4. Nomination & Remuneration Committee	1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination & Remuneration Committee 4. Risk Management	1.Audit Committee 2.Nomination & Remuneration Committee 3. Risk Management Committee 4. Stakeholders' Relationship Committee
Interest relations among the directors	. ---	. ----	----

#### **Board Training and Induction**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, Clause 49 of the Listing Agreement and other SEBI (LODR) Regulations, 2015 and the other relevant regulations and his affirmation taken with respect to the same.

By way of an introduction to the Ranjit, the Director is presented with a book on the Company which traces its history over 23 years of its existence, relevant Annual Reports, activities pursued by the Company. Further, with a view to familiarize him with the Company's Operations, the functioning of various divisions/departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business. The MD also has a one-to-one discussion with the Director. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company.

#### **Board Meetings held during the Year:**

Date on which the Board Meetings were held	Total Strength of the Board	No of Directors Present
30 <sup>th</sup> May, 2019	06	06
08 <sup>th</sup> June, 2019	06	06
14 <sup>th</sup> August, 2019	06	06
27 <sup>th</sup> August, 2019	06	06
14 <sup>th</sup> November, 2019	06	06
14 <sup>th</sup> February, 2020	06	06
11 <sup>th</sup> March, 2020	06	06

**Attendance of Directors at Board Meetings and Annual General Meeting:**

Name of Director	Date of the Board Meetings 2019-20							At the AGM held on 30.09.2019
	30 May, 19	14 Aug, 19	27 Aug, 19	14 Nov, 19	03 Dec, 18	14 Feb, 20	11 March, 20	
Shri Taranjeet Singh Hora	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Smt. Ranjeet Kaur Hora	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Harman Singh Hora	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes
Shri Pawan Kumar Mishra	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Amarjeet Singh Sudan	Yes	Yes	Yes	Yes	Yes	Yes	Yes	NA
Shri Yugansh Soni	Yes	Yes	Yes	Yes	Yes	Yes	Yes	NA

CS  
and  
CFO  
wer

e also available during all the Board Meetings held in the year 2019-20 and the Statutory Auditors were permanent invitees for all the Board Meetings.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure. It monitors overall operating performance and reviews such other items which require Board's attention. It directs and guides the activities of the Management towards the set goals and seeks accountability. It also sets standards of corporate behavior, ensures transparency in corporate dealings and compliance with laws and regulations. The Agenda for the Board Meeting covers items set out as guidelines in Clause 49 of the Listing Agreement and SEBI (LODR) Regulations, 2015 to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

**COMMITTEES OF THE BOARD**

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

**(a) Audit Committee - Mandatory Committee**

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (LODR) Regulation, 2015. Some of the important functions performed by the Committee are:

**Financial Reporting and Related Processes**

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements and /or recommendation, if any, made by the Statutory Auditors in this regard.

- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgment about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

#### **Internal Controls and Governance Processes**

- Review the adequacy and effectiveness of the Company's system and internal controls.
- Review and discuss with the Management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- To oversee and review the functioning of a vigil mechanism (implemented in the Company as a Fraud Risk Management Policy) and to review the findings of investigation into cases of material nature and the actions taken in respect thereof.
- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Cost Auditors considering their independence and effectiveness and their replacement and removal.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
- To recommend to the Board the remuneration of the Statutory Auditors/Cost Auditors.
- To discuss with the Statutory Auditors/Internal Auditors any significant difficulties encountered during the course of the Audit.
- Review annual Cost Audit Report submitted by the Cost Auditor.

#### **Other Duties**

- To approve the appointment, removal and terms of remuneration of the Internal Auditor and to approve the appointment of the Chief Financial Officer.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

#### **(a) The composition of the Audit Committee as at 31<sup>st</sup> March, 2020 and its meetings and attendance thereon:**

The Audit Committee of the Board was consisting of all the three independent directors viz Shri Pawan Kumar Mishra, acted as the Chairman and Shri Yugansh Soni and Shri Amarjeet Singh Sudan as the members. During the period under review, 4 (Four) Meetings of the Audit Committee were held on 30<sup>th</sup> May, 2019; 14<sup>th</sup> August, 2019; 14<sup>th</sup> November 2019 and 14<sup>th</sup> February, 2020 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendances at the Audit Committee meeting held			
		30.05.2019	14.08.2019	14.11.2019	14.02.2020
Shri Pawan Kumar Mishra	ID/Chairman	Yes	Yes	Yes	Yes
Shri Yugansh Soni	ID/Member	Yes	Yes	Yes	Yes
Shri Amarjeet Singh Sudan	ID/Member	NA	NA	NA	Yes

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess knowledge of finance, accounting practices and internal controls. Ms. Durga Ratnani as Compliance officer was also available and assisted during all the Committee Meetings held during his tenure as a company secretary cum compliance officer.

The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. The MD and the CFO attends Audit Committee Meetings. The CS is also the Secretary to the Committee. The Internal Auditor reports placed to the Audit Committee.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Internal Auditor to get their inputs on significant matters relating to their areas of audit.

#### **Self Assessment by the Audit Committee**

The Audit Committee has set in place a process to measure and benchmark its performance each year. The assessment broadly covers composition, structure and committee meetings; overview of the financial reporting process; internal control systems and overview of internal and external audits. The results of the self assessment are presented to the Audit Committee along with the action plan in the areas requiring improvement.

#### **(b) Stakeholders' Relationship Committee -Mandatory Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders' /Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- Delay in transfer/transmission of shares issued by the Company from time to time;
- issue of duplicate share certificates for shares reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;



- to authorize the Company Secretary and Head Compliance/other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

**(c) Composition of the Stakeholders' Relationship Committee as at 31<sup>st</sup> March, 2020 and details of the Meetings of the Committee:**

The Stakeholders Relationship Committee of the Board was consisting of all the three independent directors viz Shri PawanKumar Mishra, acted as the Chairman and Shri Amarjeet Singh Sudan and Shri Amarjeet Singh Sudan as the members. During the period under review 4(four) meeting of the committee was held on 30<sup>th</sup>May,2019; 14<sup>th</sup> August ,2019; 14<sup>th</sup> November, 2019and 14<sup>th</sup>February, 2020, Ms. DurgaRatnaniCompany Secretary cum Compliance Officer also functions as the Compliance Officer to the Committee.

Name of the Member	Category	Attendances at the Stakeholders' Relationship Committee held			
		30.05.2019	14.08.2019	14.11.2019	14.02.2020
Shri Pawan Kumar Mishra	ID/Chairman	Yes	Yes	Yes	Yes
Shri Amarjeet Singh Sudan	ID/Member	Yes	Yes	Yes	Yes
Shri Amarjeet Singh Sudan	ID/Member	NA	NA	NA	Yes

During the year under review,there was no complaint received during the year; Hence there is no investor grievance pending to be resolved.

**(d) Nomination and Remuneration Committee -Mandatory Committee**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The Committee is governed by a Charter.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

The Nomination and Remuneration Committee of the Board was consisting of all the three independent directors' viz., Shri Amarjeet Singh Sudan, acted as the Chairman and Shri YuganshSoni and Shri Pawan Kumar Mishra as the members. During the period under review, no meeting was committee held.

**(e) Risk Management Committee Mandatory Committee**

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
  - Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
  - Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
  - Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.
- Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, and potential impact analysis and mitigation plan.

The Risk management Committee of the Board was consisting of all the three independent directors viz Shri Pawan Kumar Mishra, acted as the Chairman and Shri YuganshSoni and Shri Amarjeet Singh Sudan as the members. During the period under review, no meeting of the committee was held. Ms. DurgaRatnaniCompany Secretary also functions as the Compliance Officer to the Committee during his tenure in the company.

**(f) Independent Directors' Meeting**

During the year under review, the Independent Directors met on 24<sup>th</sup>March, 2020,under the Chairmanship of the Lead Independent Director, Shri Pawan Kumar Mishra inter alia, to discuss:

- Independent Directors and the Board of Directors as a whole;
- Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Performance of the Managing Director Shri Taranjeet Singh Hora.
- Timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

Ms. DurgaRatnaniCompliance Officer also functions as the Compliance Officer to the Committee during her tenure in the company.

**(g) Internal Committee for (Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

In compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Board has constituted an Internal Committee and Mrs. Ranjeet Kaur Hora is the chairperson of the Committee and Ms. DurgaRatnani Company Secretary to look into the complaints of the women employees relating to the Sexual Harassment of Women at Workplace. As there was no reference to the Committee, No meeting was held during the year 2019-20.

**POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, Managing Director, Whole-time Directors, senior management and Key Managerial Persons and their remuneration. This Policy is accordingly derived from the said Charter.

**1. Criteria of selection of Non Executive Directors**

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of Trading Marketing, other Marketing, governance and general management.
- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Director.
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;
  - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

**2. Remuneration**

The Non Executive Directors are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings as detailed hereunder:

- i. A Non Executive Director is entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

**3. CEO & Managing Director - Criteria for selection /appointment**

For the purpose of selection of the MD and WTD the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

**• Remuneration for the Managing Director & Whole-time Directors**

- i. At the time of appointment or re-appointment, the Managing Director and Whole-time director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the Managing Director and Whole-time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director and Whole-time director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits. The variable component comprises performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:
  - a. responsibility required to be shouldered by the Managing Director and Whole-time director, the industry benchmarks and the current trends;
  - b. the Company's performance vis-à-vis the annual budget achievement and individual performance.

**• Remuneration Policy for the Senior Management Employees**

- I. In determining the remuneration of the Senior Management Employees and Key Managerial Personnels, the N&R Committee shall ensure/consider the following:
  - i. the relationship of remuneration and performance;
  - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
  - iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;

- iv. The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, and current compensation trends in the market.
- II. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

### **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and as per the applicable regulation of SEBI (LODR) Regulation, 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 and Compliance 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.

### **TERMS OF APPOINTMENT & REMUNERATION OF MANAGING DIRECTOR & WHOLE-TIME DIRECTOR: (Due salary of Ex Directors: Shri Manmohan Gambhir (WTD & CFO (till 08/06/2019) and Smt. Urmila Gambhir (WTD))**

Particulars	Shri Taranjeet Singh Hora (Managing Director)	Shri Manmohan Gambhir (WTD & CFO (till 08/06/2019))	Smt. Urmila Gambhir (WTD)
Period of Appointment	01.12.2019 to 30.11.2024	Members had not given consent for re-appointment as a WTD w.e.f. 29 <sup>th</sup> Sep, 2018	Resigned w.e.f. 16 <sup>th</sup> Aug, 2018
Salary	Rs. 1,32,000/- PA, Medical Reimbursement of Rs. 10000/-	Rs.1,32,000/- PA, Medical Reimbursement of Rs. 10000/-	Rs. 60,000/- PA, Medical Reimbursement of Rs. 10000/-
Allowances	-	-	-
Perquisites	-	-	-
Retiral Benefits	-	-	-
Performance Bonus	-	-	-
Deferred Bonus	-	-	-
Minimum Remuneration	As per provisions of the Section II A of part II of Scheduled V the Companies Act, 2013	As per provisions of the Section II A of part II of Scheduled V the Companies Act, 2013	As per provisions of the Section II A of part II of Scheduled V the Companies Act, 2013
Notice Period and fees	Not specified.	Not specified.	Not specified.

### **GENERAL BODY MEETINGS**

#### **(a) Details of the Last Three Annual General Meetings held**

AGM	Financial Year	Date	Time	Venue
23 <sup>rd</sup>	2016-17	30 <sup>th</sup> Sep, 2017	03.00 P.M.	317-318, Transport Nagar, Scheme No. 44, Indore, M.P. 452014
24 <sup>th</sup>	2017-18	29 <sup>th</sup> Sep, 2018	03.00 P.M.	317-318, Transport Nagar, Scheme No. 44, Indore, M.P. 452014
25 <sup>th</sup>	2018-19	30 <sup>th</sup> Sep, 2019	03.00 P.M.	317-318, Transport Nagar, Scheme No. 44, Indore, M.P. 452014

There was no Special Resolution passed at the 23<sup>rd</sup> Annual General Meeting of the company but special resolution passed at the 24<sup>th</sup> AGM and 25<sup>th</sup> AGM are as follows:

1. To re-appoint **Mr. Pawan Kumar Mishra** as an Independent Director of the Company pass with or without modification(s) the following resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), **Mr. Pawan Kumar Mishra (DIN:02806679)** who was appointed as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the

company and members has given consent for reappointment, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years, i.e upto 31<sup>st</sup> March , 2024.

2. To re-appoint **Mr. KailashMandpe** as an Independent Director of the Company pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV and other applicable provisions, if any , of Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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. KailashMandpe (DIN: 02670345)** who was appointed as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the company and members has given consent for reappointment, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years, i.e upto 31<sup>st</sup> March , 2024.

3. To re-appoint **Mr. YuganshSoni** as an Independent Director of the Company pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV and other applicable provisions, if any , of Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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. YuganshSoni (DIN : 06652396)** who was appointed as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the company and members has given consent for reappointment, not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years, i.e upto 31<sup>st</sup> March , 2024.

4. To re-appoint **Mr. Amarjeet Singh Sudan** as an Independent Director of the Company pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV and other applicable provisions, if any , of Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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. Amarjeet Singh Sudan (DIN : 00209275)** who was appointed as an Independent Director upto 31<sup>st</sup> March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the company and members has given consent for reappointment , not liable to retire by rotation and to hold office for a second term of 5(Five) consecutive years, i.e upto 31<sup>st</sup> March , 2024.

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, and read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company the consent of the Company be and is hereby accorded to re-appoint Mr. Taranjeet Singh Hora as the Managing Director (DIN No. 00200864) of the Company for 2nd term for a period of Five years with effect from 01<sup>st</sup>December,2019 on the total monthly remuneration upto Rs. 1,00,000/- p.m.

**FURTHER RESOLVED THAT** where in any financial year the Company has no profits or inadequate profits then remuneration as decided above be paid or granted to Mr. Taranjeet Singh Hora as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II A of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof”.

**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable the break of salary and increments, incentives within the aforesaid limits during the period of his tenure and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution for and on behalf of the Company from time to time.

**(b) Extraordinary General Meeting (EGM) and resolution through postal ballot**

No Extraordinary General Meeting and no resolution were passed through the postal ballot process held during the financial year 2019-20.

**MEANS OF COMMUNICATION**

- Financial Results

The Quarterly, Half Yearly, Annual Financial Results are generally published in Freepress and ChouthaSansar. The Results are also displayed on the Company's website [www.ranjitsecurities.com](http://www.ranjitsecurities.com) under Investors Shareholder's Information after the submission to BSE.

- ***Presentations to Institutional Investors/Analysts***

During the year no such presentations were made to Institutional Investors/Analysts.

## **GENERAL SHAREHOLDER INFORMATION**

### **Date, Day, Time and Venue of the Annual General Meeting through VC/OAVM**

Date: 30<sup>th</sup> November, 2020

Day: Monday

Time: 03:00 P.M.

Venue: 317-318, Transport Nagar, Scheme no. 44, Indore (M.P.) 452014.

## **OTHER DISCLOSURE**

### **(a) SUBSIDIARY COMPANIES**

Your company is not having any subsidiary company or joint Venture during the year 2019-20.

### **(b) RELATED PARTY TRANSACTIONS**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements. The details of the related Party Transactions have also given with this report in the Form 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) 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.

The Audit Committee and the Board has approved a policy for related party transactions which has been uploaded on the Company's website.

### **(c) STRUCTURES AND PENALTIES**

No structures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

### **(d) COMPLIANCE WITH ACCOUNTING STANDARDS**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

### **(e) INTERNAL CONTROLS**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances. The Company's business processes have a strong monitoring and reporting process resulting in financial discipline and accountability.

### **(f) CODE OF CONDUCT**

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website [www.ranjitsecurities.com](http://www.ranjitsecurities.com). The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

### **(g) VIGIL MECHANISM/WHISTLE BLOWER POLICY**

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

Your Company has a Risk Management Policy (RM) to deal with instances of fraud and mismanagement, if any. The RM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be met out to any person for a genuinely raised concern.

### **(h) PREVENTION OF INSIDER TRADING**

Your Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company

Secretary & Head Compliance is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

#### **(i) COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS**

- As per the requirements of the SEBI (LODR) Regulations, 2015, the unaudited quarterly results are announced within forty-five days from the close of the quarter. The audited annual results are announced within 60 days from the close of the financial year. The aforesaid financial results are sent to BSE Limited (BSE) where the Company's equity shares are listed, immediately after these are approved by the Board. The results are thereafter given by way of a Press Release to news agencies/ and are published in leading English and Hindi daily newspapers. The Audited Financial Statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.
- The Company also informs by way of intimation to BSE all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members and subsequently issues a Press Release in regard to the same.
- The Annual Report of the Company, the quarterly and the annual results and the press releases of the Company are also placed on the Company's website: [www.ranjitsecurities.com](http://www.ranjitsecurities.com) and can also be downloaded.
- In compliance with the SEBI (LODR) Regulations, 2015, the quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically on BSE's on-line portal website [www.listing.bseindia.com](http://www.listing.bseindia.com).
- A separate dedicated section under 'Corporate Governance' on the Company's website gives information on unclaimed dividends, quarterly compliance reports/ communications with the Stock Exchanges and other relevant information of interest to the investors /public.

#### **(j) GENERAL INFORMATION TO SHAREHOLDERS**

Financial Year Ended: March 31<sup>st</sup>, 2020

##### **(i) INVESTOR SERVICES**

The Company has a Registrar and Share Transfer Agent M/s Universal Capital Securities Pvt. Ltd., having their office at 21, Shakil Niwas, Mahakali caves Road, Andheri (E) Mumbai, which offers all share related services to its Members and Investors.

These services include transfer/transmission/dematerialization of shares, payment of dividends, sub-division/consolidation / renewal of share certificates and investor grievances.

The Share Transfer Agent is registered with SEBI as Registrar to an Issue/Share Transfer Agent in Category I Share Transfer Agent and the registration code is **INR000004082**.

##### **(ii) Address for Correspondence with the Share Transfer Agent of the Company**

For transfer/transmission/ subdivision/DEMAT/ loss of shares/ dividend/general inquiries and investor grievance remaining unattended: [investor@ranjitsecurities.com](mailto:investor@ranjitsecurities.com)

Members who hold shares in dematerialized form should correspond with the Depository Participant with whom they maintain Demat Account/s, for their queries relating to shareholding, change of address, credit of dividend through NECS. However, queries relating to non-receipt of dividend, non-receipt of annual reports, or on matters relating to the working of the Company should be sent to the Share Transfer Agent of the Company.

Members who hold shares in physical form should address their queries to the Share Transfer Agent of the Company.

Members are requested to ensure that correspondence for change of address, change in bank details, processing of unclaimed dividend, subdivision of shares, renewals/split/consolidation of share certificates, issue of duplicate share certificates should be signed by the first named Member as per the specimen signature registered with the Company. The Share Transfer Agent of the Company may also, with a view to safeguard the interest of its Members and that of the Company, request for additional supporting documents such as certified copies of PAN Cards and other proof of identity and/or address.

Members are requested to indicate their DP ID & Client ID/ Ledger Folio number in their correspondence with the Company and also to provide their Email addresses and telephone numbers/FAX numbers to facilitate prompt response from the Share Transfer Agent of the Company.

##### **(iii) Exclusive E-Mail ID**

The Company has designated an e-mail ID to enable the Members and Investors to correspond with the Company. The e-mail ID is [investor@ranjitsecurities.com](mailto:investor@ranjitsecurities.com)

##### **(iv) Market Information**

###### **Listing on Stock Exchanges**

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name and Address of the Stock Exchanges	Stock/Scrip Code	ISIN for CDSL/NSDL Dematerialized Shares
BSE Ltd., Mumbai	531572	INE863D01017

###### **Equity Share Price on BSE April, 2019– March, 2020**

Company's trading is suspended since December, 2004 accordingly no market price data is available and application for revocation of suspension of share is pending.

\*(Source BSE Limited)

## (I) SHARE TRANSFER SYSTEM/ DIVIDEND AND OTHER RELATED MATTERS

### i. Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

### ii. Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them.

Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the MCA's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

### iii. Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders/legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

### iv. Sub-division of shares

The Company had not subdivided any share in the past 5 years.

### v. Dividend & Unclaimed Dividends

The Company has not declared any dividend in the past 10 years; therefore it was not required to transfer any unpaid dividend to the IEPF established by the Government. And no information is available to disclose in this respect as such.

### vi. Pending Investors' Grievances

Any Member/Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Compliance Officer at the Registered Office with a copy of the earlier correspondence.

### vii. Redressal of investor grievances through SEBI SCORES mechanism

SEBI has issued various circular for Listed Companies to register itself on SCORES. It is a web based centralized grievance redress system of SEBI. SCORES enables investors to lodge and follow up their complaints and track the status of Redressal of such complaints online from the SCORES website.

Your Company is also registered on SCORES and promptly redressing investor grievances.

### viii. Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before the Board of Directors.

### ix. Dematerialization of Shares & Liquidity as on March 31<sup>st</sup> 2020

The shares of the Company are compulsorily traded in electronic mode and have established connectivity with both the Depositories namely National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

As on March 31<sup>st</sup>, 2020 the number of shares held in dematerialized and physical mode are as under:

Particulars	Number of Shares	Percentage(%) to Total Number of Shareholders
Held in DEMAT mode in NSDL	1187799	44.20
Held in DEMAT mode in CDSL	44101	1.64
Sub Total (DEMAT mode)	1231900	45.76
Physical Mode	1455500	54.16
<b>Total</b>	<b>2687400</b>	<b>100.00</b>

### x. Distribution of Shareholding as on March, 31<sup>st</sup>, 2020

Nos. of shares	No. of Owners	% of Share Holders	Share Amount (Rs)	% to Total
Up to 500	198	22.424	716900	2.668
500-1000	341	38.618	2674000	9.950
1001-2000	248	28.086	3883100	14.449
2001-3000	52	5.889	1277000	4.752
3001-4000	21	2.378	762000.00	2.835
4001-5000	2	0.227	95000.00	0.354
5001-10000	8	0.906	619000.00	2.303
10001 and above	13	1.472	16847000	62.689
<b>Total</b>	<b>883</b>	<b>100.00</b>	<b>26874000.00</b>	<b>100.00</b>

### xi. Shareholding Pattern as on 31<sup>st</sup> March, 2020

	No. of Shares held	Percentage
Promoters & directors	1143800	42.56
<b>Banks, Financial Institutions, Insurance Companies &amp; Mutual Funds</b>		
i. Banks	0	0
ii. Financial Institutions	0	0

iii. Insurance Companies	0	0
iv. Mutual Funds/UTI	0	0
v. Bodies Corporate	600	0.022
Central & State Governments	0	0
Foreign Institutional Investors	0	0
NRIs / Foreign Nationals	10	0
Public and Others	1542990	57.416
<b>TOTAL</b>	<b>26,87,400</b>	<b>100.00</b>

#### **DECLARATIONS**

Board Meeting for consideration of Accounts for the financial year ended March, 31, 2020	31 <sup>st</sup> August, 2020 (extension due to Covid-19)
Posting/Mailing of Annual Reports	On or before 03/11/2020
Book Closure Dates	24/11/2020 to 30/11/2020 (both days inclusive)
Last date for receipt of Proxy Forms	Proxy form is not relevant in case of AGM by VC
Date, Time & Venue of the 26 <sup>th</sup> Annual General Meeting	On Monday dated 30/11/2020 At 03:00 P.M., at the Registered office of the Company at 317-318, Transport Nagar, Scheme no. 44, Indore (M.P.) 452014
Board Meeting for consideration of unaudited quarterly results	Within forty five days from the end of the quarter, as stipulated under the Listing Agreement with the Stock Exchanges (extension due to Covid-19)
Audited results for the current financial year ending March 31, 2020	Within sixty days from the end of the last quarter, as stipulated under the Listing Agreement with the Stock Exchanges (extension due to Covid-19)

For and on behalf of the Board

**Place: Indore**  
**Date: 31<sup>st</sup> August, 2020**

**Taranjeet Singh Hora**  
**Chairman & Managing Director**  
**DIN: 00200864**



**MD AND CFO CERTIFICATION**

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Ranjit securities Limited ("the Company") to the best of our knowledge and belief certify that:

- (A) We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2019-20 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) 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.
  - (3) no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (B) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (C) We have indicated to the auditors and the Audit committee:
- (1) significant changes in internal control over financial reporting during the Financial Year 2019-20
  - (2) significant changes in accounting policies during the period and that the same have been disclosed in the notes of the financial statements; and
  - (3) instances of significant fraud of which they 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.

**Taranjeet Singh Hora**  
**(Managing Director)**  
**DIN 00200864**

**Harman Singh Hora**  
**(Chief Financial Officer)**

Place: Indore  
 Date: **31<sup>st</sup> August, 2020**

Annexure '7'

**Compliance with Code of Business Conduct and Ethics**

As required under Schedule V(D) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with BSE Limited, I hereby affirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Ranjit Code of Business Conduct and Ethics, as applicable to them, for the year ended March 31st, 2020.

For Ranjit Securities Limited

Place: Indore  
 Date: **31<sup>st</sup> August, 2020**

**Taranjeet Singh Hora**  
**Chairman & Managing Director**  
**(DIN: 0200864)**

Annexure '8'

**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

**To**  
**The Members,**  
**Ranjit Securities Limited**

We have examined the compliance of conditions of Corporate Governance by Ranjit Securities Limited (the 'Company') for the year ended 31st March, 2020 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance applicable as stipulated in the provisions as specified in Chapter IV of the SEBI- (Listing Obligations and Disclosure Requirements)

Requirements, 2015 and pursuant to the Listing Agreement with the BSE Ltd. We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March 2020, no investor grievances are pending against the Company, as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted its affairs.

Place: Indore

Date: 19/10/2020

CS Shiwali Jhanwar

Membership No.: 40572

COP no.: 17259

UDIN-A040572B001001290

Annexure '9'

**DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH THIS RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- None of the employee drawing the remuneration in excess of Rs. 102.00 Lakhs during the financial year as well as none of the employees was drawing remuneration in excess of Rs. 8.50 Lakh per month for the part of the year.
- Particulars of the Top 10 employee in respect of the remuneration drawn during the year 2019-20 are as under.  
(Due salary of Ex Directors: Shri Manmohan Gambhir (WTD & CFO (till 08/06/2019) and Smt. Urmila Gambhir (WTD))

S. No.	Name of Employee	Designation of the employee	Remuneration received In Rs. During the F.Y. 2019-20	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age of such employee	Last employment held by such employee before joining the company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Taranjeet Singh Hora	Managing Director	132000/- plus 10000/- Medical exp.	-	B.A	30/09/1994	60yr	N.A.	Spouse of Smt. Ranjeet Kaur Hora
2	Manmohan Gambhir	Whole Time Director & CFO	132000/- plus 10000/- Medical exp.	-	B.com	30/09/1994	60yr	N.A.	Spouse of Smt. Urmila Gambhir
3	Urmila Gambhir	Whole Time Director	60000/- plus 10000/- Medical exp.	-	B.com	12/07/1997	56yr	N.A.	Spouse of Shri Manmohan Gambhir
4	Rajesh Awasthi	Sales Manager	2,64,000		B.com, MBA	13/05/2019	46	N.A.	-
5	Ankit Dubey	Credit Manager	2,55,600	Full Time	12th	01/02/2019	29	N.A.	
6.	Sathishan Balakrishnan	Branch Manager	2,54,400	Full Time	12th	01/02/2019	36	N.A.	
7	Vikal Reshwal	Credit Manager	2,12,000	Full Time	12 <sup>th</sup>	28/05/2019	34	N.A.	

8	Durga Ratnani	Company Secretary	2,52,120		Associate member of ICSI	09/11/2018		N.A.	
9	Rajesh Meena	Branch Manager	2,53,200	Full Time	B.com	01/02/2019	35	N.A.	
10.	Ashish Nimbiwal	Branch Manager	2,52,120	Full Time	BA, PGDSA	01/02/2019	34	N.A	

**Annexure '10'**

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]

**A. Conservation of energy:**

S.No	Particulars	Comments
(i)	the steps taken or impact on conservation of energy;	In view of business activities no substantial steps are required to be taken by the Company.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	As above
(iii)	the capital investment on energy conservation equipments	Nil

**B. Technology absorption:**

S. No.	Particulars	Comments
(i)	the efforts made towards technology absorption	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	N.A.
(iv)	(a) the details of technology imported	N.A.
(v)	(b) the year of import	N.A.
(vi)	(c) whether the technology been fully absorbed	N.A.
(vii)	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
(viii)	the expenditure incurred on Research and Development	NIL

**C. Foreign exchange earnings and Outgo:**

S. no.	Particulars	2019-20	2018-19
1.	The Foreign Exchange earned in terms of actual inflows during the year;	NIL	NIL
2.	and the Foreign Exchange outgo during the year in terms of actual outflows.	NIL	NIL

**For and on behalf of the Board**

Place: Indore

Date: 31<sup>st</sup> August, 2020

**Taranjeet Singh Hora**  
Chairman & Managing Director  
DIN- 00200864

CIN	<b>L67120MP1994PLC008680</b>
Registration Date	30/09/1994
Name of the Company	<b>RANJIT SECURITIES LIMITED</b>
Category / Sub-Category of the Company	Company Limited by Shares
Address of the Registered Office and contact details	317-318, Transport Nagar, Scheme no. 44, Indore (M.P.) 452014. Email id- <a href="mailto:compliance@ranjitsecurities.com">compliance@ranjitsecurities.com</a> Website- <a href="http://www.ranjitsecurities.com">www.ranjitsecurities.com</a>
Whether listed company	Yes (Trading suspended by BSE)
Name, address and contact details of Registrar and Transfer Agent, if any	Universal Capital Securities Pvt. Ltd. 21, ShakilNiwas, Mahakali Caves Road, Mumbai - 400093

**All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:**

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Financial Services	64990	100%

i) **Category-wise Shareholding:**

[illegible]

b) Other – Individuals	-	-	-	-	-	-	-	-	0
c) Bodies Corporate	-	-	-	-	-	-	-	-	0
d) Banks / FI	-	-	-	-	-	-	-	-	0
e) Any Other...	-	-	-	-	-	-	-	-	0
<b>Sub-Total (A)(2):</b>	-	-	-	-	-	-	-	-	0
<b>Total Share holding of Promoters (A) = (A)(1) + (A)(2)</b>	<b>1125900</b>	<b>17900</b>	<b>1143800</b>	<b>42.562</b>	<b>1125900</b>	<b>17900</b>	<b>1143800</b>	<b>42.562</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	0
b) Banks / FI	-	-	-	-	-	-	-	-	0
c) Central Govt.	-	-	-	-	-	-	-	-	0
d) State Govt.(s)	-	-	-	-	-	-	-	-	0
e) Venture Capital Funds	-	-	-	-	-	-	-	-	0
f) Insurance Companies	-	-	-	-	-	-	-	-	0
g) FIIs	-	-	-	-	-	-	-	-	0
<b>ii) Foreign Venture Capital Funds</b>	-	-	-	-	-	-	-	-	0
i) Others (specify)	-	-	-	-	-	-	-	-	0
<b>Sub-Total (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non-Institutions</b>									
<b>a) Body Corporate</b>									
i) Indian	-	465500	465500	17.32	0	600	600	0.022	0
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
iii) Individual Share holders holding nominal share capital upto Rs.1 lakh	79490	914400	993890	36.983	81590	912300	993890	36.983	0
iv) Individual Share holders holding nominal share capital in excess of Rs.1 lakh	22400	59800	82200	3.06	22400	524700	547100	20.358	0
<b>c) Others (specify)HUF</b>	<b>0</b>	<b>2000</b>	<b>2000</b>	<b>0.074</b>	<b>2000</b>	<b>0</b>	<b>2000</b>	<b>0.074</b>	<b>0.074</b>
i) NRI / OCBs	10	0	10	0	10	0	10	0	0
<b>Sub-Total (B) (2):</b>	<b>103900</b>	<b>1439700</b>	<b>1543600</b>	<b>57.44</b>	<b>106000</b>	<b>1437600</b>	<b>1543600</b>	<b>57.44</b>	<b>0</b>
<b>Total Public Share holding (B) =(B) (1)+ (B) (2)</b>	<b>103900</b>	<b>1439700</b>	<b>1543600</b>	<b>57.44</b>	<b>106000</b>	<b>1437600</b>	<b>1543600</b>	<b>57.44</b>	<b>0</b>
<b>Grand Total (A+B)</b>	<b>1229800</b>	<b>1457600</b>	<b>2687400</b>	<b>100</b>	<b>1231900</b>	<b>1455500</b>	<b>2687400</b>	<b>100</b>	<b>0.00</b>

ii) Shareholding of Promoters:

Shareholders Name	Shareholding at the beginning of the year 01/04/2019			Shareholding at the end of the year 31/03/2020			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	
Harman Singh Hora	203600	7.58	0	203600	7.58	0	0.00
Manmohan Gambhir	121500	4.52	0	121500	4.52	0	0.00
Ramesh kumar Gambhir	100	0	0	100	100	0	0.00

Ranjeet Kour Hora	410900	15.29	0	410900	15.29	0	0.00
Taranjeet Singh	389700	14.50	0	389700	14.50	0	0.00
Urmila Gambhir	100	0	0	100	0	0	0.00
Satnam Kaur	3000	0.11	0	3000	0.11	0	0.00
Surendra Singh Hora	11900	0.44	0	11900	0.44	0	0.00
Surendra Singh Hora HUF	3000	0.11	0	3000	0.11	0	0.00
<b>TOTAL</b>	<b>11,43,800</b>	<b>42.56</b>	<b>0</b>	<b>1143800</b>	<b>42.56</b>	<b>0</b>	<b>0.00</b>

iii) **Change in Promoters' Shareholding (Please specify, if there is no change):**

	Shareholding at the beginning of the year 01/04/2019		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 01/04/2019	1143800	42.56	1143800	42.56
Datewise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	0.00			
At the end of the year 31/03/2020	1143800	42.56	1143800	42.56

**Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs): Fill in 31/03/2020**

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year 01/04/2019		Shareholding at the end of the year 31/03/2020		Changes during the year					Reason
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	Date	No. shares before Change	No. shares After Change	Increase	Decrease	
Flag Finin Ltd.	385000	14.33	100	0.003	01/08/2019	385000	100	-	384900	Share Transfer
Flag Leasing & Investment Ltd.	80000	2.98	0	0	01/08/2019	80000	0	-	80000	Share Transfer
Naresh Kumar Chouhan	0	0	116300	4.33	01/08/2019	0	116300	116300		Share Transfer
Inderjit kaur chhabra	0	0	116200	4.32	01/08/2019	0	116200	116200		Share Transfer
Balmeet singh chhabra	0	0	116200	4.32	01/08/2019	0	116200	116200		Share Transfer
Parmeet singh chhabra	0	0	116200	4.32	01/08/2019	0	116200	116200		Share Transfer
Mohsin Ali	30000	1.12	30000	1.12	-	-	-	-	-	-
Kamalkant Agrawal	22400	0.83	22400	0.83	-	-	-	-	-	-
Hari Ram Goyal	14900	0.55	14900	0.55	-	-	-	-	-	-

Phool Chand Agrawal	14900	0.55	14900	0.55	-	-	-	-	-	-
Surender Singh Hora	11900		11900							
Manoj Taneja	10000	0.37	10000	0.37	-	-	-	-	-	-
Satnam Singh	10000	0.37	10000	0.37	-	-	-	-	-	-
Total	579100	21.55	579100	21.55	-	-	-	-	-	-

**a. Shareholding of Directors and Key Managerial Personnel:**

Name of Director /KMPs	Shareholding at the beginning of the year 01/04/2019		Shareholding at the end of the year 31/03/2020	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Taranjeet Singh Hora	389700	14.50	389700	14.50
Ranjeet Kaur Hora	410900	15.29	410900	15.29
Manmohan Gambhir (CFO till 08/06/2019)	121500	4.52	121500	4.52
Amarjeet Singh Sudan	200	0.007	200	0.007
Harman Singh Hora	203600	7.58	203600	7.58
Total	1126000	41.9	1126000	41.9

**VI. INDEBTNESS:**

Particulars	Secured Loans excluding deposit	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 01/04/2019</b>	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>	0	0	0	0
Addition	0	0	0	0
Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year 31/03/2020</b>	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	0	0	0

**VII. REMUNERATION OF DIRECTOR AND KMP:**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (In Rs.) (Due salary of Ex Directors:Shri Manmohan Gambhir (WTD & CFO (till 08/06/2019) and Smt. Urmila Gambhir (WTD))**

S.No.	Particular of Remuneration	Shri Taranjeet Singh Hora (MD & Chairman)	Shri Manmohan Gambhir (WTD & CFO)	Smt. Urmila Gambhir (WTD)	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	132000/- plus 10000 Medical expenses	132000/- plus 10000 Medical expenses	60000/- plus 10000 Medical expenses	354000/-
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	0			0
	(c) Profits in lieu of salary under Section	0			0

	17(3) Income Tax Act, 1961				
2	Stock Options	0			0
3	Sweat Equity	0			0
4	Commission				
	- as % of profit	0			0
	- others, specify....	0			0
5	Others, please specify	0			0
	<b>Total</b>	<b>142000</b>	<b>142000</b>	<b>70000</b>	<b>354000</b>
	Ceiling as per the Schedule V of the Act	1200000	1200000	300000	2700000

**B. Remuneration to Independent Directors and Non Executive Directors:** The Company is not paying any remuneration to its Independent and Non Executive directors during the year under review.

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTd in Financial Year 2019-20:**

S. No.	Particular of Remuneration	DurgaRatnani (CS)*	Shri Manmohan Gambhir ( CFO till 08/06/2019)	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2,06,569	Detail is given above in point A	2,06,569
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961			0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961			0
2	Stock Options			0
3	Sweat Equity			0
4	Commission			
	- as % of profit			0
	- others, specify....			0
5	Others, please specify			0
	<b>Total</b>	2,06,569		2,06,569

#### **VIII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES:**

No punishment, or penalty or compounding fee was demanded/ordered or paid by the Company or any of its directors or the officer during the year under review.

**For and on behalf of the Board**

**Place: Indore**

**Dated: 31<sup>st</sup> August, 2020**

**Taranjeet Singh Hora**  
**Chairman & Managing Direct**  
**DIN- 00200864**





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**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of **Ranjit Securities Limited**  
**Report on the audit of the financial statements**

**Opinion**

We have audited the accompanying financial statements of **Ranjit Securities Limited** ("the Company"), which comprise the balance sheet as at March 31, 2020, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including the summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit and cash flows for the year ended on that date.

**Basis for opinion**

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter**

1. As described in Note No 22(v) to the standalone financial results, in respect of accounts overdue but standard at 29/02/2020 where moratorium benefit had been granted to the customers the staging of those accounts at 31/03/2020 is based on the days past due status as on 29/02/2020 in accordance with the Reserve Bank of India COVID19 Regulatory package.
2. As described in Note No.22 (vi) to the standalone financial results, the extend to which the COVID19 pandemic will affect the financial performance of the company is **dependent on** the future developments, which is highly uncertain as of now.
3. A case had been filed before CJM Gwalior by the Registrar of the Companies, M.P. against the company and its directors under section 295 (4) & (5), 211, 372 (8), 383 (1A) & 209A of Companies Act, 1956, which is still not concluded.
4. The Company's shares are suspended from trading at Bombay Stock Exchange Ltd. (BSE), However, the company has applied for Revocation of suspension of share with BSE which is yet to be concluded.

Our opinion is not modified in respect of these matters.

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a

whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. **We have determined the matters described below to be the key audit matters to communicate in our report.**

Sl No	Key Audit Matters	Auditor's Response
<b>1</b>	<b>Impairment of loans:</b>	<b>Principal audit procedures performed:</b>
<b>(a)</b>	Classification of assets to stage 1, 2, or 3 using criteria in accordance with RBI's Covid-19 regulatory circulars;	We tested assets in stage 1, 2 and 3 on sample basis to verify that they were allocated to the appropriate stage.
<b>(b)</b>	Measurement of individual borrowers' provisions including Covid-19 impact assessment of multiple economic scenarios;	For exposure determined to be individually impaired, we tested a samples of loans and advances and examined Management's estimate of future cash flows, assessed their reasonableness and checked the resultant provision calculations.

#### **Information other than the financial statements and auditor's report thereon**

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

#### **Management's responsibility for the financial statements**

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies ; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The boards of directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditors' responsibilities for the audit of the financial statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such control
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other legal and regulatory requirements**

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

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. Except point no 3 mentioned in Emphasis of Matter, the Company does not have any other pending litigation which would impact its financial position.
  - ii. The company has made provision as on 31/03/2020 as required under applicable law or Accounting standards for material foreseeable losses, if any, on long term contracts. The company did not have any long term derivative contracts as on 31/03/2020.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company}.

**For Jain Doshi & Co.,**  
Chartered Accountants  
Firm Registration No. : 007365C

( Rakesh Kumar Jain)  
Partner  
Membership No. : 075938

Place : Indore  
Date : 31/08/2020

UDIN: 20075938AAAAU5962

**“ANNEXURE-A” TO THE AUDITORS’ REPORT OF  
Ranjit Securities Limited**

The Annexure referred to in our independent Auditors Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2020 we report that :

- (i).
  - (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) These fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification;
  - (c) The title deed of one immovable property (Plot) is yet to be registered in the name of the company for which advance is given of Rs. 16,19,055/- by the company. Except this title deeds of other immovable properties are held in the name of the company.
- (ii) The company is finance and Investment Company, hence having regards to the nature of the business of the company, the Clause (a), (b) & (c) of paragraph (ii) of the order is not applicable to the company.
- (iii) The Company has not granted any other loans secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (“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 Companies Act, 2013 In respect of loans, investments, guarantees, and security during the year.
- (v) The company has not accepted deposits, Hence, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or other relevant provisions of the Companies Act, 2013 and the rules framed there under, is not applicable to the company.
- (vi) No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal for compliance by the company. However, **A case had been filed before CJM Gwalior by the Registrar of the Companies, M.P. against the company and its directors under section 295 (4) & (5), 211, 372 (8), 383 (1A) & 209A of Companies Act, 1956, which is still not concluded.**
- (vii) Maintenance of cost records has been not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- (viii)
  - (a) According to the records of the Company, The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities to the extent payable by the company. However,

Name of the statute	Nature of dues	Period to which the amount relates	Amount due
Income Tax Department	Short payment of tax	AY 2012-13	20,462/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2013-14	2210/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2014-15	11960/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2015-16	1940/-

Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2016-17	750/-
Income Tax Department	On account of short payment, late filing fee and interest on late payment	FY 2018-19	110/-

- (b) There was no dispute for dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax except as under which have not been deposited on account of dispute :

Name of the statute	Nature of dues	Amount due	Period for which amount relates
Commercial Tax Liability	Commercial Tax	2,31,104/-	2001-02

- (ix) The company has not taken any loans or borrowing from a financial institution, bank, Government and has no dues to debenture holders.
- (x) No Moneys were raised by way of initial public offer or further public offer (including debt instruments) and term loans by the company during the financial year ended 31/03/2020.
- (xi) No Fraud by the company or No fraud on the Company by its officers or employees neither has been noticed by us nor reported to us during the year.
- (xii) During the financial year, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xiii) In our opinion and according to the information and explanations given to us, Clause (xii) of the order relating to Nidhi Companies is not applicable to the company.
- (xiv) All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xvi) The company has not entered into any non-cash transactions with directors or persons connected with him ;
- (xvii) Being a Non Banking Finance Company, The company is duly registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Jain Doshi & Co.**  
Firm Reg. No.: 007365C  
Chartered Accountants

Place: Indore  
Date: 31/08/2020

(Rakesh Kumar Jain)  
Partner  
Membership No.: 075938

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

**Management's responsibility for internal financial controls**

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were 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 in 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 control 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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **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 of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Jain Doshi & Co.**  
Firm Reg. No.: 007365C  
Chartered Accountants

Place: Indore  
Date: 31/08/2020

(Rakesh Kumar Jain)  
Partner  
Memb No. 075938



**RANJIT SECURITIES LIMITED**

CIN: L67120MP1994PLC008680

Balance Sheet As at 31st March, 2020

Particulars	Note No.	As On 31/03/2020	As On 31/03/2019
<b>(I) Equity And Liabilities</b>			
<b>A) Shareholder's Funds</b>			
Share Capital	"02"	4,26,10,000	4,26,10,000
Reserves And Surplus	"03"	50,90,196	25,74,286
		4,77,00,196	4,51,84,286
<b>B) Non-Current Liabilities</b>			
Other Long Term Liabilities	"04"	0	18,000
		0	18,000
<b>C) Current Liabilities</b>			
Short Term Borrowings	"05"	15,05,000	65,317
Other Current Liabilities	"06"	17,80,390	25,67,417
Short-Term Provisions	"07"	80,69,542	90,41,503
		1,13,54,932	1,16,74,237
<b>TOTAL</b>		<b>5,90,55,128</b>	<b>5,68,76,522</b>
<b>(II) Assets</b>			
<b>A) Non-Current Assets</b>			
Property Plant & Equipments	"08"	26,48,937	4,06,911
Intangible Assets	"08"	1,14,734	1,52,931
Non-Current investments	"09"	6,83,994	6,83,994
Deferred Tax Assets (Net)	"10"	1,36,247	2,52,968
Long Term Loans and Advances	"11"	3,12,66,557	3,56,88,655
		3,48,50,469	3,71,85,458
<b>B) Current Assets</b>			
Trade Receivables	"12"	10,02,263	9,55,735
Cash & Cash Equivalents	"13"	20,34,080	46,11,324
Short Term Loans & Advances	"14"	2,03,83,892	1,40,20,364
Other Current Assets	"15"	7,84,424	1,03,641
		2,42,04,659	1,96,91,064
<b>TOTAL</b>		<b>5,90,55,128</b>	<b>5,68,76,522</b>
<b>Significant Accounting Policies</b>			
<b>Notes To Accounts forming part of Financial Statements</b>			
	"01"		
	"02" - "24"		
<b>As Per Our Report Of Even Date For Jain Doshi &amp; Co.</b>			
<b>For And On Behalf Of The Board</b>			
Chartered Accountants FRNo. 007365C			
 (Rakesh Kumar Jain) Partner M. No.: 075938 <b>UDIN : 20075938AAAAU5962</b> Place : Indore Date : 31/08/2020			
Taranjeet Singh Hora (Managing Director) DIN: 00200864			
Harman Singh Hora Director DIN 00209317			

**RANJIT SECURITIES LIMITED**

CIN: L67120MP1994PLC008680

**Statement Of Profit And Loss For The Year Ended 31st March, 2020**

Particulars	Note No.	For The Year Ended 31/03/2020	For The Year Ended 31/03/2019
<b>(I) Income</b>			
Revenue From Operations	"16"	1,05,81,487	64,04,016
Other Income	"17"	42,19,588	10,38,285
Total		<u><b>1,48,01,075</b></u>	<u><b>74,42,301</b></u>
<b>(II) Expenditure</b>			
Employee Benefit Expenses	"18"	96,85,380	34,05,290
Finance Costs	"19"	30,198	66,628
Depreciation/Amortisation		2,54,535	1,24,784
Provisions for loans		-1273,738	7,36,307
Provision for Depeciation in value of Investment		23,236	-
Other Expenses	"20"	29,68,682	20,67,340
Total		<u><b>1,16,88,293</b></u>	<u><b>64,00,349</b></u>
(III) Profit (Before Exceptional and Extraordinary Items and Tax)		31,12,782	10,41,952
(IV) Prior Period Items		-	-
(V) Profit Before Tax		31,12,782	10,41,952
(VI) Tax Expense			
Current Tax		4,82,764	4,50,000
Excess provision for Tax relating to prior year		-2,612	5,41,312
Deferred Tax		<u>1,16,720</u>	<u>-164,554</u>
		5,96,872	8,26,758
(VII) Profit / (Loss) For The Year		<u><b>25,15,910</b></u>	<u><b>2,15,194</b></u>
Earning Per Equity Share			
Basic	"21"	.94	.08
Diluted		.94	.08
Significant Accounting Policies	"01"		
Notes To Accounts forming part of Financial Statements	"01" to "24"		
<b>As Per Our Report Of Even Date</b>			
<b>For Jain Doshi &amp; Co.</b>		<b>For And On Behalf Of The Board</b>	
Chartered Accountants			
FRNo. 007365C			
(Rakesh Kumar Jain)		Taranjeet Singh Hora	
Partner		(Managing Director)	
M. No.: 075938		DIN: 00200864	
		Harman Singh Hora	
		Director	
		DIN 00209317	
Place : Indore			
Date : 31/08/2020			

**RANJIT SECURITIES LIMITED**

CIN: L67120MP1994PLC008680

**Cash Flow Statement****For The Year Ended 31st March, 2020**

<b>Particulars</b>	<b>For The Year Ended 31/03/2020</b>	<b>For The Year Ended 31/03/2019</b>
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit Before Tax and Prior Period		
Adjustment As Per P&L A/c	31,12,782	10,41,952
<u>Adjustment For:-</u>		
Dividend Income	-1313	-1,313
Depreciation/ Amortisation	2,54,535	1,24,784
Bad Debts Written off	0	11,33,777
Provision for loans assets	-1273,738	7,36,307
Provision for Dep In Investments	23,236	0
	-997,280	19,93,555
<b>Operating Profit (Before Working Capital Changes)</b>	<b>21,15,502</b>	<b>30,35,507</b>
<b>Working Capital Changes :</b>		
Long term loans	44,22,098	73,84,727
Short term loans	-6363,528	-8392,149
Other Current Assets	-680,783	24,802
Trade & Other Receivables	-46,528	-21,617
Other Current Liabilities	-805,027	7,70,233
Provisions of expenses	245778	0
	-3227,990	-234,004
<b>Cash Generated From Operations</b>	<b>-1112,488</b>	<b>28,01,503</b>
Payment For Income Tax	-447,388	-608,970
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>-1559,876</b>	<b>21,92,533</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Purchase Of Fixed Assets	-2458,364	-181,700
Dividend Received	1,313	1,313
Sale Of Fixed Assets	-	-
Sale Of Investments	-	-
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>-2457,051</b>	<b>-180,387</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from Call In Arrears Received	-	-
Increase / (Decrease) In Borrowings	14,39,683	65,317
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	<b>14,39,683</b>	<b>65,317</b>
<b>Net Increase / Decrease In Cash &amp; Cash Equivalents (A+B+C)</b>	<b>-2577,244</b>	<b>20,77,463</b>
Opening Balance Of Cash & Cash Equivalents	46,11,324	25,33,861
<b>Closing Balance Of Cash &amp; Cash Equivalents</b>	<b>20,34,080</b>	<b>46,11,324</b>

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**Notes:**

1. Minus figures are representing Cash Outflow
2. Cash & Cash Equivalents represent Cash and Bank Balances only.
3. The above Cash Flow Statement has been prepared under the Indirect Method as setout in the Accounting Standard 3 on Cash Flow Statements issued by the Institute Of Chartered Accountants Of India.
4. Previous Year figures have been reclassified / regrouped & re-casted wherever considered necessary to confirm to the Current Year figures

**As Per Our Report Of Even Date****For Jain Doshi & Co.**

Chartered Accountants

FRNo. 007365C

**For And On Behalf Of The Board**

(Rakesh Kumar Jain)

Partner

M. No.: 075938

Taranjeet Singh Hora

(Managing Director)

DIN: 00200864

Harman Singh Hora

Director

DIN 00209317

Place : Indore

Date : 31/08/2020

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**RANJIT SECURITIES LIMITED**

CIN: L67120MP1994PLC008680

Notes Forming Part Of Financial Statements For The Year Ended 31st March, 2020

<b>Note No. "02"</b> <b>Share Capital</b>	<b>Amount As on</b> <b>31/03/2020</b>	<b>Amount As on</b> <b>31/03/2019</b>
<b>I. <u>Authorised Share Capital</u></b>		
50,00,000 Equity Shares Of Rs.10/-	<u>5,00,00,000</u>	<u>5,00,00,000</u>
<b>II. <u>Issued, Subscribed &amp; Paid Up Capital</u></b>		
26,87,400 Equity Shares @ Rs.10/- each fully paid up	2,68,74,000	2,68,74,000
<b>III. <u>Equity Shares Forfeited</u></b>		
(Amount Originally Paid-Up of 23,12,600 Equity Shares)	1,57,36,000	1,57,36,000
	<u>4,26,10,000</u>	<u>4,26,10,000</u>

**a. Reconciliation Of The Shares Outstanding At The Beginning & At The End Of The Reporting Year**

<b>Particulars</b>	<b>No. of Equity Shares</b> <b>31/03/2020</b>	<b>No. of Equity Shares</b> <b>31/03/2019</b>
Outstanding At the Beginning Of Year	50,00,000	50,00,000
Add : Additon During the year	-	-
Outstanding At the End of the Year	50,00,000	50,00,000

**b. Shareholders Holding More Than 5% Share in the Company**

<b>Particulars</b>	<b>As At 31/03/2020</b>		<b>As At 31/03/2019</b>	
	<b>%</b>	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>
Taranjeet Singh Hora	14.50%	3,89,700	14.50%	3,89,700
Ranjeet Kaur Hora	15.29%	4,10,900	15.29%	4,10,900
Flag Finin Ltd.	-	,100	14.33%	3,85,000
Harman Singh Hora	7.58%	2,03,600	7.58%	2,03,600

**c. Terms/rights attached to equity shares**

The company has one class of equity shares having a par value of ` 10 per share. Each shareholder is eligible for one vote per share held.

**RANJIT SECURITIES LIMITED**

<b>Note No. "03"</b> <b>Reserves &amp; Surplus</b>	<b>Amount As on</b> <b>31/03/2020</b>	<b>Amount As on</b> <b>31/03/2019</b>
<b>A) Special Reserve ( As Stipulated By RBI )</b>		
Balance at the beginning Of the Year	15,88,566	15,45,527
Add : Reserve transfer from P&L for the Year	<u>5,03,182</u>	<u>43,039</u>
Reserve at the end of the year	20,91,748	15,88,566
<b>B) Surplus in Statement of Profit and Loss</b>		
Balance at the beginning Of the Year	9,85,720	8,13,565
Add : Profit after Tax for the Year	25,15,910	2,15,194
Profit Available For Appropriation	<u>35,01,630</u>	<u>10,28,759</u>
<b>Less : Appropriation</b>		
Profit Transfer To Special Reserve (from Current Year Profit As Stipulated By RBI)	<u>-503,182</u>	<u>-43,039</u>
	29,98,448	9,85,720
<b>Surplus Balance in Statement of Profit and Loss</b>	<b><u>50,90,196</u></b>	<b><u>25,74,286</u></b>
<b>Note No. "04"</b> <b>Other Long Term Liabilities</b>	<b>Amount As on</b> <b>31/03/2020</b>	<b>Amount As on</b> <b>31/03/2019</b>
<b>A) Others</b>		
1 Security Deposit	0	18,000
Total	<u>0</u>	<u>18,000</u>
<b>Note No. "05"</b> <b>Short term Borrowings</b>	<b>Amount As on</b> <b>31/03/2020</b>	<b>Amount As on</b> <b>31/03/2019</b>
From Related parties	15,05,000	65,317
Form Others	-	-
Total	<u>15,05,000</u>	<u>65,317</u>
<b>Note No. "06"</b> <b>Other Current Liabilities</b>	<b>Amount As on</b> <b>31/03/2020</b>	<b>Amount As on</b> <b>31/03/2019</b>
Statutory Liabilities	52,845	1,51,225
Due to Directors	15,32,500	15,34,000
Due to Others	1,33,045	8,82,192
Security Deposit (Rent)	62,000	0
Total	<u>17,80,390</u>	<u>25,67,417</u>

**RANJIT SECURITIES LIMITED****Note No. "07"****Short Term Provision**

	<b>Amount As on 31/03/2020</b>	<b>Amount As on 31/03/2019</b>
<b>Provision for</b>		
Income Tax	4,82,764	4,50,000
Non Performing Assets	56,08,267	69,27,271
Standard Loan Assets	1,09,282	64,017
Depreciaton in Value of Investments	3,52,730	3,29,494
Audit Fees	79,200	1,22,400
Unearned Interest	6,50,063	6,33,181
Salary payable	7,87,236	5,15,140
Total	<b><u>80,69,542</u></b>	<b><u>90,41,503</u></b>

**RANJIT SECURITIES LIMITED****Note No. "09"****Non-Current Investment**

	<b>Amount As 31/03/2020</b>	<b>Amount As On 31/03/2019</b>
<b>A) <u>Long Term Investment (At Cost)</u></b>		
<b>I Quoted Equity Shares (Fully Paid-Up)</b>		
1 Hemang Resources Limited(BCC Finance Ltd. ) 57200 (P.Y. 57200) Equity Shares of Rs. 10/- Each	143,000	1,43,000
2 Beryl Drugs Ltd. 1000 (P.Y. 1000) Equity Shares of Rs. 10/- Each	20,734	20,734
3 Beryl Securities Ltd. 60000 (P.Y. 60000) Equity Shares of Rs. 10/- Each	512,760	5,12,760
<b>Quoted Equity Shares</b>	6,76,494	6,76,494
<b>II Unquoted Equity Shares (Fully Paid-Up)</b>		
<b>Other than Trade:</b>		
1 The Saraswat Co-Op Bank Ltd. (750 Equity Shares)	7,500	7,500
Total	<b><u>6,83,994</u></b>	<b><u>6,83,994</u></b>

	<b>Amount As on 31/03/2020</b>	<b>Amount As on 31/03/2019</b>
<b>Summary of Long Term Investments</b>		
<b>Quoted</b>		
Aggregate Market Value	7,05,654	8,52,600
Aggregate Book Value	6,76,494	6,76,494
<b>Unquoted</b>		
Aggregate Book Value	7,500	7,500

**RANJIT SECURITIES LIMITED**

<b>Note No. "10"</b>	<b>Amount As on</b>	<b>Amount As on</b>
<b>Deferred Tax Assets/(-)Liabilities</b>	<b>31/03/2020</b>	<b>31/03/2019</b>
<b>Deferred Tax Assets</b>		
Property Plant and Equipments & Intangible Assets	47,782	68,891
Disallowance Under Income Tax Act, 1961	88,465	1,84,077
<b>Total</b>	<b>1,36,247</b>	<b>2,52,968</b>

<b>Note No. "11"</b>	<b>Amount As on</b>	<b>Amount As on</b>
<b>Long Term Loans and Advances</b>	<b>31/03/2020</b>	<b>31/03/2019</b>
<b>A Capital Advances</b>		
Advance for Plot	16,19,055	16,19,055
<b>B Security Deposits</b>		
Telephone Deposit	500	,500
M.P.C.T.	20,130	20,130
Telephone Deposit (Jio)	2,500	
Office Rent Deposit	5,000	
	<b>28,130</b>	<b>20,630</b>
<b>C Loans Under Finance Operation-Unsecured</b>		
Considered Good	2,38,05,536	1,15,98,970
For which provision has been made	58,13,836	2,24,50,000
	<b>2,96,19,372</b>	<b>3,40,48,970</b>
<b>Total</b>	<b>3,12,66,557</b>	<b>3,56,88,655</b>

<b>Note No. "12"</b>	<b>Amount As on</b>	<b>Amount As on</b>
<b>Trade Receivable</b>	<b>31/03/2020</b>	<b>31/03/2019</b>
<b>Sundry Debtors</b>		
Outstanding for More than 6 Month	9,55,735	9,55,735
Others	46,528	-
<b>Total</b>	<b>10,02,263</b>	<b>9,55,735</b>

**RANJIT SECURITIES LIMITED**

<b>Note No. "13"</b>	<b>Amount As on</b>	<b>Amount As on</b>
<b>Cash and Bank Balances</b>	<b>31/03/2020</b>	<b>31/03/2019</b>
<b>A Cash and Cash Equivalents</b>		
(i) <b>Cash In Hand</b>	7,69,479	7,79,440
(ii) <b>Balance with Banks</b>		
a) With Schedule Banks		
In Current a/c	5,34,112	36,91,395
b) With Other Banks	21,198	21,198
<b>B Other Bank Balances</b>		
In Fixed Deposits		
IDBI Bank Ltd. , Indore	1,19,291	1,19,291
BG Deposit - ICICI Bank Limited A/c *	5,90,000	
<b>Total</b>	<b>20,34,080</b>	<b>46,11,324</b>



\* Against Bank Guarantee given

**RANJIT SECURITIES LIMITED****Note No. "14"****Short Term Loans & Advances**

Loans Under Finance Operation- Unsecured  
 Considered Good  
 For which provision has been made

	<b>Amount As on 31/03/2020</b>	<b>Amount As on 31/03/2019</b>
	1,99,07,461	1,39,97,319
	<u>4,76,431</u>	<u>23,045</u>
	2,03,83,892	1,39,97,319
<b>Total</b>	<b><u>2,03,83,892</u></b>	<b><u>1,39,97,319</u></b>

**Note No. "15"****Other Current Assets**

Sundry Receivables

TDS Receivable

	<b>Amount As on 31/03/2020</b>	<b>Amount As on 31/03/2019</b>
	610,338	--
	1,74,086	1,03,641
<b>Total</b>	<b><u>7,84,424</u></b>	<b><u>1,03,641</u></b>

**RANJIT SECURITIES LIMITED****Note No. "16"****Revenue From Operations**

1 Interest on Finance

	<b>Amount As on 31/03/2020</b>	<b>Amount As on 31/03/2019</b>
	1,05,81,487	64,04,016
	<u>1,05,81,487</u>	<u>64,04,016</u>

**Note No. "17"****Other Income**

Processing & File Charges

Rent

Dividend Received

	<b>Amount As on 31/03/2020</b>	<b>Amount As on 31/03/2019</b>
	37,08,135	6,13,972
	5,10,140	4,23,000
	1,313	1,313
<b>Total</b>	<b><u>42,19,588</u></b>	<b><u>10,38,285</u></b>

**Note No. "18"****Employee Benefit Expenses**

Directors Remuneration

Directors' Medical Expenses

Staff Salary

	<b>Amount As on 31/03/2020</b>	<b>Amount As on 31/03/2019</b>
	0	3,24,000
	0	30,000
	96,85,380	30,51,290
<b>Total</b>	<b><u>96,85,380</u></b>	<b><u>34,05,290</u></b>

**RANJIT SECURITIES LIMITED****Note No. "19"****Finance Costs**

1 Bank Charges & Commission  
 2 Interest on unsecured loan  
 3 Interest on late payment of Tax

	<b>Amount As on 31/03/2020</b>	<b>Amount As on 31/03/2019</b>
	30,198	6,668
	,	58,931
	<u>1</u>	<u>1,029</u>
<b>Total</b>	<b><u>30,198</u></b>	<b><u>66,628</u></b>

<b>Note No. "20"</b>		<b>Amount As on</b>	<b>Amount As on</b>
<b>Establishment &amp; Other Expense</b>		<b>31/03/2020</b>	<b>31/03/2019</b>
Advertisement		56,243	41,676
Annual Custodial Fees		26,482	33,040
Repairs & Maintenance Renovation		12,36,117	24,000
Computer Maintenance & Web hosting		40,314	
Travelling & Conveyance Expenses		1,98,550	1,350
Electricity Exp		1,58,005	,685
Office Rent		4,33,200	5,500
Legal & Professional Expenses		1,98,028	2,26,680
Listing Fees		61,750	2,95,000
Postage and Telegram		36,702	18,520
Printing & Stationery		81,088	66,706
Professional Tax		2,500	2,500
Property Tax		1,12,961	56,715
GST net of ITC		2,14,137	84,224
Discounts/Rebate		24,645	,
Bad Debts written off		0	11,33,777
Telephone Exp		37,960	8,967
<b>Auditors Remuneration</b>			
Statutory Audit Fees	50,000		50,000
Other services	0		18,000
		50,000	68,000
<b>Total</b>		<b>29,68,682</b>	<b>20,67,340</b>

<b>Note No. "21"</b>		<b>Amount As on</b>	<b>Amount As on</b>
<b>Earning Per Equity Share</b>		<b>31/03/2020</b>	<b>31/03/2019</b>
Profit after Tax		25,15,910	2,15,194
Opening number of Equity Shares		26,87,400	26,87,400
Closing number of Equity Shares		26,87,400	26,87,400
Weighted number of Equity shares		26,87,400	26,87,400
Face Value of the each Equity Shares		Rs. 10/-	Rs. 10/-
<b>Earning per equity shares</b>			
Basic		0.94	0.08
Dilluted		0.94	0.08

**Note No. "08"**

**Property Plant & Equipments & Intangible Assets**

S. No.	Particulars	Gross Block				Depreciation			NET BLOCK	
		Value As At 4/1/2019	During the Year		Total As At 3/31/2020	Upto 3/31/2019	For The Year	Total As At 3/31/2020	As At	As At
			Additions	Deductions					3/31/2020	3/31/2019
A	Tangible Assets									
	1 Office Building	14,48,983	0	0	14,48,983	11,46,934	56,814	12,03,748	2,45,235	3,02,049
	2 Air Conditioner & Cooler	2,99,296	158595	0	4,57,891	2,79,793	15,990	2,95,783	1,62,108	19,503
	3 Cellular & Pager	42,940	7650	0	50,590	42,265	,410	42,675	7,915	,675
	4 Computers	7,13,350	289135	0	10,02,485	6,56,901	56,816	7,13,716	2,88,769	56,449
	5 Fax Machine	18,800	0	0	18,800	18,620	0	18,620	,180	,180
	6 Furniture & Fixtures	11,25,572	581727	0	17,07,299	11,01,926	19,789	11,21,715	5,85,584	23,646
	7 Note Counting Machine	37,400	0	0	37,400	35,025	,	35,025	2,375	2,375
	8 Office Equipments	3,37,639	152297	0	4,89,936	3,35,606	5,558	3,41,164	1,48,772	2,033
	Office Renovation		1245360	0	12,45,360	,	37,361	37,361	12,07,999	,
	Total	40,23,980	24,34,764	0	64,58,744	36,17,069	1,92,738	38,09,807	26,48,937	4,06,911
B	In Tangible Assets									
	Computer Software	181700	23,600	0	2,05,300	28769	61,797	90,566	1,14,734	1,52,931
	Total	181700	23,600	0	2,05,300	28769	61,797	90,566	1,14,734	152931
	Current Year Totals	42,05,680	24,58,364	0	66,64,044	36,45,838	2,54,535	39,00,373	27,63,671	5,59,842
	Previous Year Totals	40,23,980	1,81,700	,	42,05,680	35,21,055	1,24,784	36,45,838	5,59,842	5,02,925

## **Note No. "01": Summary of Significant Accounting Policy**

### **i. Background**

Ranjit Securities Limited (The Company) is a public Limited Company Domiciled in India and Its Shares are listed On Stock Exchange. But, trading is suspended. The Company is principally engaged in providing Loans and Advances and is registered as an NBFC under Section 45 IA of RBI Act, 1934.

### **ii. Basis of Preparation**

The financial statements of the company have been prepared in accordance with generally accepted accounting principle in India (India GAAP). The company has prepared these financial statement to comply with all material respect with the accounting standard notified under section 133 of the companies act 2013, Read with rule 7 of Companies (Accounts) Rules, 2014. The Financial Statement has been prepared under the Historical cost convention on the Accrual Basis Except in case of the Asset which has been recorded on fair value and Assets for Which Provision for Impairment is Made. The accounting policy have been consistently applied by the company and are consistent with those used in the Previous Year.

### **iii. Revenue Recognition**

The Company follows the accrual basis of accounting except, in the following case where the same are recorded on cash basis on ascertainment of risk and obligation.

- Interest and other dues are recognized on accrual basis except in the case of Income of Non-Performing Assets (NPA) which is recognized as & when received as per the Prudential Norms prescribed by the RBI.

- Dividend declared by the respective companies 'up to the close of the accounting period are accounted for as income once the right to receive is established.

### **iv. Use of Estimates**

The preparation of financial statement in conformity with generally accepted accounting principles require estimate and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statement and the reported amounts of revenues and expenses during the reporting period, actual results could differ from these estimates and difference between actual results and estimate are recognized in the periods in which the results are known/materialize.

### **v. Cash Flow Statement**

The cash flow statement is prepared using the "Indirect method set out in Accounting Standard 3" Cash Flow statement which presents cash flow from operating, investing and financing activities of the company. Cash and cash equivalent presented in the cash flow statement consists of cash in hand and unencumbered lightly liquid Bank Balance.

### **vi. Tangible Fixed Assets**

Fixed assets are initially recorded at cost. Cost comprises the Purchase Price and any direct attributable cost of bringing the assets to working condition for its intended use. Following initial recognition. Tangible assets are carried at cost less accumulated depreciation and impairment loss (if any) Gain or loss arising from De recognition of Tangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the assets is derecognized.

### **vii. Retirement Benefit**

Retirement benefits, gratuity medical reimbursement and Leave Payments and other liabilities in respect on employees, shall be accounted as and when company becomes statutory liable.

### **viii. Depreciation**

Depreciation on Fixed assets is provided to the extent of depreciable amount as per written down value (WDV) method. Depreciation is provided based on useful life of the assets as prescribed in schedule II of the Companies Act 2013.

## **Ranjit Securities Limited**

### **ix. Non-Performing Assets & Provision**

All loans where the installments were overdue for more than four months are classified as non-performing assets in accordance with the prudential norms prescribed by the Reserve Bank of India. Provisions for non-performing assets are made as per RBI norms. However prudential norms are not applicable to the company for the current F.Y. as the company is not accepting public deposit and not having assets of Rs.500.00 core or more.

### **x. Investment**

All Investment which is held for more than one year from date of acquisition are classified as long term investment and are stated at cost.

### **xi. Decrease in value of Investments**

Decreases in value of Current Investments in the nature of stock in trade are provided at in aggregate for each category at difference between cost and market value (if lower than cost), at the balance sheet date. And decrease in value of unquoted Investments are ascertained either from the latest balance sheet of the company, if available or value shares at Re. 1/-, as the case may be in accordance with Reserve Bank of India guidelines.

### **xii. Borrowing Cost**

There is no specific borrowing cost regarding acquisition of capital assets.

### **xiii. Taxation**

- The provision for current tax has been provided following current year income tax provisions.
- Deferred tax assets and liabilities are recognized on a prudent basis for future tax consequences of timing differences arising between the carrying value of assets and liabilities and their respective tax basis, and carried forward losses. It is measured using tax rates and tax laws that have been enacted or substantially enacted at the balance sheet date. The impact of changes in deferred tax assets and liabilities is recognized to the profit and loss account.

### **xiv. Earnings Per Share**

The company reports basic and diluted earnings per shares are computed in accordance with "Accounting Standard - 20 Earnings per Share". Basic EPS is calculated by dividing the Net Profit after tax for the year attributable to equity shareholders by the weighted Average number of Equity Shares outstanding during the year.

### **xv. Provision, Contingent Liabilities & Contingent Assets**

The Provision is recognized when the company has a present obligation as a result of past events and it is probable that an outflow of resources would be required to settle the obligation, in respect of which a reliable estimate can be made. A contingent liability is a possible obligation That arise from past events whose existence will be confirmed by the occurrence of one or non-occurrence of one or more uncertain future event beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability arises in extremely rear cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its event in financial statement.

### **xvi. Prior Period Adjustment & Extra-Ordinary Item**

Income and expenditure pertaining to prior period, if any, which were omitted to be recorded in last year due to error or omission in books are duly reflected under head of prior period items in the statement of Profit & loss of current year.

### **xvii. Contingencies & Events Occurring After The Balance Sheet Date**

Accounting for contingencies (gains and losses) arising out of contractual obligations, are made only on the basis of mutual acceptances. Events occurring after the date of the Balance Sheet are considered up to the date of approval of the accounts by the Board, where material.

**xviii. Impairment of Assets**

Fixed asset are reviewed for impairment whenever events or changes in circumstances indicates that the carrying amount of assets may not be recoverable. If such assets are considered to be impaired, the impairment is recognized by debiting the Profit & Loss Account and is measured as the amount by which the carrying cost of assets exceeds the fair value of assets. The impairment loss recognized in prior accounting periods is reversed, if there has been a change in the estimate of recoverable amount. By virtue of this Company has carried out comprehensive exercise, to assess the impairment loss of assets based on such exercise.

**xix. Segment Reporting**

Primary Segment identified based on the nature of product and secondary segment is identified based on geographical location.

**xx. Finance Lease**

Assets taken on lease, under which the lessees effectively have all the risks and rewards of ownership, are classified as finance lease. Finance lease payment is recognized as expenses with reference to lease term and other considerations.

**Note No “22”: OTHER NOTES ON ACCOUNTS:**

- i. Previous year's figures have been regrouped and re-casted, re-arranged wherever necessary to make them comparable with those of the current year.
- ii. Proceedings under section 295 (4) & (5), 211, 372 (8) and 383 (1A) of Companies Act, 1956 were initiated by the Registrar of Companies, MP, against the company and its directors before the Chief Judicial Magistrate, Gwalior (MP).
- iii. The Company's shares are suspended from trading at Bombay Stock Exchange Ltd. (BSE). However, the company has applied for Revocation of suspension of share with BSE which is yet to be concluded.
- iv. In the opinion of the management loans and advances other than doubtful have been considered as good and fully recoverable.
- v. In accordance with Moratorium policy framed as per guidelines issued by Reserve Bank of India (RBI) dated March, 27, 2020 and April 17 2020 relating to COVID 19 –Regulatory Package and approved by Board of Directors of the Company the company have granted moratorium to its eligible customers up to three months for the equated monthly installments (EMIs) falling due between 1/3/2020 to 31/05/2020 and further extended period till 31/08/2020, in respect of accounts overdue but standard , day past due remains status quo as of February 29,2020. The company continue to recognize interest income during the moratorium period. As per the assessment done by the company and in the absence of other customer related credit risk indicators, the granting of moratorium period does not result in automatically triggering of significant increase in credit risk.
- vi. Covid 19 has been declared global pandemic by WHO as it widespread across the globe and caused disruption to the business and economic activities. The Govt of India announced a countrywide lockdown to curtail spread of COVID19 and it impacted future revenue and future cash flow on account of disruption of business and income of some customers.
- vii. The companies have taken precautionary steps towards new financing and close monitoring of customers' profile and income to save the possible loss to the company.
- viii. The Company has been classified as loan Company by the Reserve Bank of India and registration as Non Banking Finance Company with RBI is also continued for the year of Audit.
- ix. Balance of All loan & advances are subject to confirmation and consequential reconciliation, if any from the respective parties. However, the management does not expect any material difference affecting the current year financial statement.
- x. Contingent Liabilities not provided for:
  - a. Estimated amount of contracts remaining to be executed on capital account: Registration fees for registration of plot.
  - b. Commercial Tax Liabilities:

Sl. No	Particulars	31st March 2020	31st March 2019	Remark
1	Revision petition before H'able M.P. High Court Bench, Indore(Pending )	2,31,104/-	2,31,104/-	Pending for hearing.

- c. Liability, if any, In respect of proceedings under section 295 (4) & (5), 211, 372 (8) and 383 (1A) of Companies Act, 1956 initiated by the Registrar of Companies, MP, before the Chief Judicial Magistrate, Gwalior (MP).
- d. Liability, if any, an inspection u/s 209A Companies act, 1956 has been made by the Registrar of Companies M.P. & C.G. Gwalior in previous years. The matter is still pending with ROC and Court.



e. TDS Liabilities, as appearing on TRACES:

Financial Year	Amount (in Rs.)
2012-13	20,462 /-
2013-14	2,212 /-
2014-15	11,949 /-
2015-16	1,936 /-
2016-17	745 /-
<b>Total</b>	

- xi. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. Company do not have any derivative contracts ;
- xii. There is no material Prior Period item except to the extent disclosed in P&L Account as per Accounting Standard-5 issued by ICAI.
- xiii. For the purpose of calculating market value of investment as well as closing stock of shares, where quotations are not available on the last day of the year the latest available quotations are taken as the market value.
- xiv. Details of investment held by the Company (As certified by the Management)  
(Qty. in number of Equity Shares)

S. No.	Name of the Company	Op Balance	Purchase During the year	Sale during the year	Closing Balance	Value (At Cost)
<b>A</b>	<b>Equity Shares (Quoted)</b>					
1	Beryl Drugs Ltd.	1000	Nil	Nil	1000	20,734/-
2	Hemang Resource Ltd. (BCC Finance Ltd.)	57200	Nil	Nil	57200	143,000/-
5	Beryl Securities Ltd.	60000	Nil	Nil	60000	512,760/-
<b>B</b>	<b>Equity Shares (Un-Quoted)</b>					
1	The Saraswat Co-Op. Bank Ltd.	750	Nil	Nil	750	7,500/-
				<b>Total</b>		<b>683,994/-</b>

- xv. Loans and advances under finance operation include Rs. 10,99,545/- (P.Y. Rs. 10,99,545/-) against which legal suit has been filed and case is still pending before District Court. However, the provision for such non-performing assets has been duly made as prescribed by RBI.
- xvi. **Segment Reporting :**  
The Company's entire business is conducted within India .Therefore; there is no reportable geographical segment for the year. The Company's operations are in a single segment i.e. "Finance Activities". Thus the reporting of Accounting Standard (AS) "17" regarding segment reporting issued by the Institute of Chartered Accountants of India is also not applicable to the company for the year.

xvii. Disclosure regarding provision made for non-performing assets:

**A) Loan under Finance Operation:**

<b>Asset Classification</b>	<b>Outstanding As On 31st March, 2020</b>	<b>Outstanding As On 31st March 2019</b>
Standard Assets (Considered Good)	4,37,12,997/-	2,55,96,289/-
Sub-Standard Assets	14,76,431/-	1,72,73,045/-
Doubtful Assets	48,13,836/-	52,00,000/-
Loss Assets	Nil	Nil
<b>TOTAL</b>	<b>5,00,03,264/-</b>	<b>4,80,69,334/-</b>

**B. Movement in Sub Standard Assets Provisions**

<b>Particulars</b>	<b>Amount As On 31st March 2020</b>	<b>Amount As On 31st March 2019</b>
Opening Balance as on 01st April	69,27,272/-	62,11,035/-
Add: Provision made during the year	6,74,171/-	44,39,337/-
<b>Total</b>	<b>76,01,433/-</b>	<b>10650372/-</b>
Less: Provision transfer to Bad Debts A/c	Nil	(8,83,804/-)
Less: Provision Write Off/written Back	(19,93,164/-)	(28,39,268/-)
<b>Closing Balance as on 31st March</b>	<b>5608267/-</b>	<b>69,27,300/-</b>

**C. Movement in Standard Assets Provisions**

<b>Particulars</b>	<b>Amount As On 31st March 2020</b>	<b>Amount As On 31st March 2019</b>
Opening Balance as on 01st April	64,017/-	43,946/-
Add: Provision made during the year	45265/-	36,836/-
<b>Total</b>	<b>109282/-</b>	<b>80,782/-</b>
Less: Provision Write Off/written Back	Nil	(16,765/-)
<b>Closing Balance as on 31st March</b>	<b>109282/-</b>	<b>64,017/-</b>

**Note No. "22": "Related Party Disclosure"**

As per Accounting Standard - 18 on "Related Party Disclosure", related party of the company are disclosed below:

A.	Related Parties where control exists	None
B	Key Management Person(s)	Mr. Taranjeet Singh Hora - Director Mrs. Ranjit Kaur Hora - Director Mr. Harman Singh Hora - Director Mr. Pawan Kumar Mishra - Independent Director Mr. Yugansh Soni Independent Director Mr. Amarjeet Singh Sudan – Independent Director Ms. Durga Ratnani _ Company Secretary
C	Relative(s) of Key Management Personnel	Mrs. Simran Kaur Hora
D	Associates	None
E	KMP having Interest	Intelligent Development Pvt. Ltd. TDS Fincap Pvt. Ltd. TDS Infra Estate developers Pvt. Ltd.

The above information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the company.

**B. Transaction with Related Parties:**

SI	Particulars	Transaction	2019-20	2018-19
<b>A</b>	<b>Related Parties where control exists</b>	<b>None</b>	<b>Nil</b>	<b>Nil</b>
<b>B</b>	<b>Key Management Person(s)</b>			
	Taranjeet Singh Hora	<b>Directors Remuneration &amp; Expenses</b>	<b>Nil</b>	1,32,000/- 10,000/-
		<b>O/s Balance at 31/03</b>	5,13,000/- (Cr)	5,13,000/- (Cr)
	Ex Directors	<b>Directors Remuneration &amp; Expenses</b>	<b>Nil</b>	1,92,000/- 20,000/-
		<b>O/s Balance at 31/03</b>	<b>672,000/- (Cr)</b>	<b>672,000/- (Cr)</b>
	Ms. Durga Ratnani	<b>Salary</b>	2,06,569/-	2,22,496/-
		<b>O/s Balance at 31/03</b>	15,927/-	16,839/-
	Ex- Company Secretaries	<b>Salary</b>	Nil	31,025/- 1,56,853/-
<b>C</b>	<b>Relative(s) of Key Management Personnel</b>			
	Mrs. Simran Kaur Hora	<b>Funds Received</b>	65,16,000/-(Cr.)	-
		<b>Funds Repaid</b>	50,11,000/-(Dr.)	-
		<b>Maximum Funds</b>		-
		<b>O/s Balance O/s at 31/3</b>	30,72,000/-(Cr.)	-
			15,05,000/- (Cr.)	

<b>D</b>	<b>KMP having Interest</b>			
	TDS Fincap Pvt. Ltd.	<b>Funds Received</b>	29,18,159/-(Cr.)	63,69,558/-(Cr.)
		<b>Funds Repaid</b>	29,64,687/-(Dr.)	62,95,205/-(Cr)
		<b>Maximum Funds</b>	8,95,000/- (Cr.)	--
		<b>O/s</b>	Op. 68316/-(Cr.)	--
		<b>Balance O/s at 31/3</b>	46,528/-(Dr.)	65,316/-(Cr.)
	TDS Infra Estate Developers Pvt. Ltd.	<b>Rent Received</b>	20,000/- (Dr.)	48,000/- (Dr.)
		<b>Electricity Exp</b>	1617/-(Dr.)	3428/-(Dr.)
		<b>Balance O/s at 31/3</b>	21,617(Dr.)	21,617/-(Dr.)

### **Significant Accounting Policies “1 to 22”**

#### **Notes To Accounts forming part of Financial Statements**

**As Per Our Report Of Even Date**

**For Jain Doshi & Co.**

Chartered Accountants

FRNo. 007365C

**For And On Behalf Of The Board**

(Rakesh Kumar Jain)

Partner

M. No.: 075938

**UDIN : 20075938AAAAU5962**

Place : Indore

Date : 31/08/2020

Taranjeet Singh Hora

(Managing Director)

DIN: 00200864

Harman Singh Hora

Director

DIN 00209317

JAIN DOSHI & CO.  
CHARTERED ACCOUNTANTS  
Ground Floor, Mansarovar Apts,  
7-D, Ratlam Kothi, Indore (M.P.) 452001  
Tel: 0731-4224498

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AUDITOR'S CERTIFICATE

REPORT UNDER “NON BANKING FINANCIAL COMPANIES AUDITOR’S REPORT  
(RESERVE BANK ) DIRECTION – 2016)

To,

The Board of Directors

**Ranjit Securities Ltd.**

Indore

We have audited the annual account of **M/s. Ranjit Securities Ltd.** for the year ended 31st March, 2020. As required by Non-Banking Financial Companies Auditors Report (Reserve Bank of India) Direction 1998, and on the basis of such checks as are appropriate and as per the information and explanation given to us.

We report that:

1. The Company is registered with Reserve Bank of India, Under Section 45 IA of the RBI Act, 1934 as NBFC vide Registration No. 03-00012 and said registration is continue with RBI as a Non systematic, Non Deposit Non Banking Finance Company classified as “loan and investment Company”.
2. The Board of Directors has passed the resolution for the non acceptance of any public deposits on 14 th February, 2020

3. The Company has complied with the prudential norms relating to Income reorganization, accounting standards, assets classification and provision for bad and doubtful debts as specified in the direction issued by the Reserve Bank of India in terms of the Non Banking Financial Prudential Norms (Reserve Bank) Direction 20.
4. The Company does not accept any public deposit during 01/04/2019 to 31/03/2020.
5. As per information and explanation furnished to us the Company has passed a resolution to identify the group/holding/subsidiaries and have two Group Companies (i.e. Intelligent Development Agency Pvt. Ltd., TDS Fincap Pvt. Ltd.
6. As per information and explanation furnished to us the Company has furnished required return & details to Reserve Bank of India within the stipulated period as demanded by RBI on time to time.
7. The company is holding COR issued by the RBI and it is entitled to hold such COR in term of its assets / income patterns as on 31st March, 2020.

We certified that the above information's are true and correct.

Place: Indore  
Date: 31/08/2020

**For Jain Doshi & Co.**  
**Firm Reg. No.: 007365C**  
**Chartered Accountants**

**(Rakesh Kumar Jain)**  
**Partner**

**Memb . No.: 075938**  
**UDIN: 20075938AAAAU5962**

	Particulars	Outstanding Amount `		Overdue Amount `	
		3/31/2020	3/31/2019	3/31/2020	3/31/2019
1	<b>Liabilities side :</b>				
	Loans and advances availed by the non banking Financial company inclusive of interest accrued thereon but not paid:				
	(a) Debentures : Secured	Nil	Nil	Nil	Nil
	: Unsecured	Nil	Nil	Nil	Nil
	(other than falling within the meaning of public deposits*)				
	(b) Deferred Credits	Nil	Nil	Nil	Nil
	(c) Term Loans	Nil	Nil	Nil	Nil
	(d) Inter-corporate loans and borrowing	Nil	Nil	Nil	Nil
	(e) Commercial Paper	Nil	Nil	Nil	Nil
	(f) Other Loans (Bank Overdraft)	Nil	Nil	Nil	Nil
				<b><u>Amount outstanding</u></b>	
				<b><u>3/31/2020</u></b>	<b><u>3/31/2019</u></b>
	<b>Assets side:</b>				
2	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]				
	(a) Secured			Nil	Nil
	(b) Unsecured			500.03	480.46
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 Debtors			Nil	Nil
	(a) Financial lease			Nil	Nil
	(b) Operating lease			Nil	Nil
	(ii) Stock on hire including hire charges under Sundry Debtors			Nil	Nil
	(a) Assets on hire			Nil	Nil
	(b) Repossessed Asset			Nil	Nil
	(iii) Other loans counting towards AFC Activities			Nil	Nil
	(a) Loans where assets have been repossessed			Nil	Nil
	(b) Loans other than (a) above			Nil	Nil
				<b><u>3/31/2020</u></b>	<b><u>3/31/2019</u></b>
4	<b>Break-up of Investments</b>				
	<b>Current Investments :</b>				
	<b>1. Quoted :</b>				
	(i) Shares : (a) Equity			Nil	Nil
	(b) Preference			Nil	Nil
	(ii) Debentures and Bonds			Nil	Nil
	(iii) Units of mutual funds			Nil	Nil
	(iv) Government Securities			Nil	Nil
	(v) Others (please specify)			Nil	Nil
	<b>2. Unquoted :</b>				
	(i) Shares : (a) Equity			Nil	Nil
	(b) Preference			Nil	Nil
	(ii) Debentures and Bonds			Nil	Nil

(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil

**Long Term investments :**

**1. Quoted :**

(i) Shares : (a) Equity	6.76	6.76
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (please specify)	Nil	Nil

**2. Unquoted :**

(i) Shares : (a) Equity	0.075	0.075
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (Project participation/Deb.) (please specify)	Nil	Nil

**5 Borrower group-wise classification of assets financed as in (2) and (3) above**

Category	Amount net of provisions		
	Secured	Unsecured	Total
	3/31/2020	3/31/2020	3/31/2020
1. Related Parties **			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	500.03	500.03
		(480)	(480)
		500.03	500.03
<b>Total</b>	<b>Nil</b>	<b>(480.69)</b>	<b>(480.69)</b>

Note : figures in brackets ( ) are related to previous year

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

Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)	
	3/31/2020	3/31/2019	3/31/2020	3/31/2019
1. Related Parties **				
(a) Subsidiaries	Nil	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil	Nil
(c) Other related parties	NA	NA	Nil	Nil
2. Other than related parties	7.06	8.53	3.53	5.23
<b>Total</b>	<b>7.06</b>	<b>8.53</b>	<b>3.53</b>	<b>5.23</b>

**7 Other information**

Particulars	Amount `	Amount `
	3/31/2020	3/31/2019
(i) Gross Non-Performing Assets		
(a) Related parties	Nil	Nil
(b) Other than related parties	62.90	224.73
(ii) Net Non-Performing Assets		
(a) Related parties	Nil	Nil
(b) Other than related parties (Net of Provisions)	6.82	155.46



(iii)	Assets acquired in satisfaction of debt	Nil	Nil
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For Jain Doshi & Co.,  
Firm Reg. No: 007365C  
Chartered Accountants

Date: 31/08/2020  
Place: Indore

(Rakesh Kumar Jain)  
(Partner)  
(Member No: 075938)