



# **GANESH HOLDINGS LTD.**

**ANNUAL REPORT**

**2019-2020**



**GANESH HOLDINGS LIMITED**  
**Annual Report 2019-2020**

**BOARD OF DIRECTORS :**

- Smt.Lalitha Ranka - Chairman & Managing Director
- Shri Pradip Singh - Director
- Shri Saurabh Singh - Director
- Shri Ganesh Sharma- Director

**CHIEF FINANCIAL OFFICER :**

Shri Aditya Mishra

**AUDITORS :**

M/s Chaturvedi Sohan & Co.

**BANKERS :**

- UCO Bank
- Syndicate Bank

**REGD.OFFICE :**

607, Center Plaza, Daftary Road,  
Malad (East), Mumbai 400 097

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**NOTICE**

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of the members of **GANESH HOLDINGS LIMITED** will be held at the registered office of the company at 607, Center Plaza, Daftary Road, Malad (East), Mumbai 400 097 on Wednesday, 30<sup>th</sup> September, 2020 at 10:00 A.M. for transacting the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at 31<sup>st</sup> March, 2020, Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended on that date together with the report of the Board of Directors and Auditors thereon.
2. To ratify the appointment of the Statutory Auditors of the company and to fix their remuneration and in connection therewith to pass the following resolution with or without modifications, as an ordinary resolution :

“RESOLVED THAT pursuant to the first proviso to Section 139 (1) of the companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Chaturvedi Sohan & Co.(Firm Regn.No.118424W), Chartered Accountants, Mumbai as the auditors of the company to hold office from the conclusion of Thirty Seventh meeting to the conclusion of Forty Second Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the company, made at 37<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019, be and is hereby ratified.”

**SPECIAL BUSINESS**

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

“RESOLVED THAT in accordance with the Provisions of Sections 196, 197 and 203 read with Schedule V 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) thereto and re-enactment thereof for the time being in force) and pursuant to Article 108 of the Articles of Association of the company, the consent of the members of the company be and is hereby accorded for re-appointment of Smt.Lalitha Ranka (DIN : 01166049) as the Managing Director of the Company, for a period of five years with effect from 01-11-2019 approved by the members of the company on such terms and conditions as set out in the foregoing resolution and the explanatory statement annexed hereto.”

By order of the Board

Sd/-

Dated: 31-08-2020  
Place : Mumbai

Lalitha Ranka  
Chairperson & MD  
(DIN : 01166049)



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#### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself. A proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used it should be returned to the Company not less than forty-eight hours before the commencement of the Annual General Meeting, duly completed.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business is annexed hereto.
3. The Share Transfer Books and Register of Members of the company will remain closed from Wednesday, the 23<sup>rd</sup> September 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive).
4. Members desiring to seek any further information or clarification on the annual accounts or operations of the company at the meeting are requested to send their queries so as to reach the registered office at least 10 days in advance of the date of meeting to enable the management to keep the information ready.
5. The members are requested to bring their copies of the annual report to the meeting.
6. (a) Members desirous of receiving Notices and/or documents from the company through electronic mode are urged to update their email addresses with their depository participants, where shares are held in electronic form and to the Share department of the company / share transfer agents where shares are held in physical form.  
  
(b) Email Addresses of Members are advised to the Share Department of the company / share transfer agents where shares are held in physical mode or registered with depositories where shares are held in electronic mode will be deemed to be member's registered email address for serving company documents / notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh / update their email addresses should do so as soon as possible.
7. Members are requested to notify immediately any change in their address to the Companies Registrar and Share Transfer Agents M/s Link Intime India Pvt.Ltd., C 101, 247 Park, L.B.S.Marg, Vokhroli (West), Mumbai 400083.

#### **8. Voting through Electronic Means:**

- A. In compliance with provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 38<sup>th</sup> Annual General Meeting of the Company.



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#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 25<sup>th</sup> September, 2020 on 9.00 a.m. and ends on Tuesday, 29<sup>th</sup> September, 2020 on 5.00 p.m. During this period Shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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



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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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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(xx) 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).

- B. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 22<sup>nd</sup> September, 2020.
- C. A copy of this notice has been placed on the website of the company and website of CDSL.
- D. Mr.Pankaj S.Desai, Practicing Company Secretary (Certificate of Practice No.4098) has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, within a period not exceeding three(3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two(2) witness not in the employment of the company and make a Scrutinizer's Report of votes cast in favour or against, if any, forthwith to the Chairman.
- F. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.ganeshholdings.com](http://www.ganeshholdings.com) and on the website of CDSL within of CDSL within 2 days after conclusion of the annual general meeting of the company and communicated to Stock Exchanges.

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the members are provided with the facility to cast their vote electronically, through e-voting services provided by CDSL, on all resolutions set forth in this notice.



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

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice :

#### **ITEM No. 3**

Mrs. Lalitha Ranka was appointed as managing director of the company for a period of five years with effect from 01-11-2014, accordingly, the present term of Smt.Lalitha Ranka comes to an end on 31-10-2019.

The Board in its meeting held on 01-11-2019 has approved re-appointment of Smt.Lalitha Ranka as the Managing director of the company for a further period of five years after her current tenure ends on 31-10-2019. The Board has taken the decision of said re-appointment based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Smt.Lalitha Ranka is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. She has communicated her willingness to be re-appointed and given her consent to act as a Managing Director of the company. She satisfies all the conditions as set out in Section 196(3) of the said Act and Part I of Schedule V thereof and hence, is eligible for re-appointment.

It is proposed to seek Members' approval for the re-appointment of Smt.Lalitha Ranka as a Managing Director, in terms of the applicable provisions of the said Act and the Rules thereunder.

Smt.Lalitha Ranka holds 200295 Equity shares of the Face Value Rs.10/- each in the Company, which amount 49.46% of the total number of equity shares of the company.

Smt.Lalitha Ranka has been associated with the company for last 7 years. It would be in the interest of the company to continue to avail of her considerable expertise and re-appoint her as the Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the companies Act, 2013 setting out the terms and conditions of appointment of Smt.Lalitha Ranka as the Managing Director of the company.

Save and Except Smt.Lalitha Ranka and their relatives to the extent of their shareholding interest, if any in the company none of the other director, key managerial personnel of the company and their relatives are in any way concerned or interested financially or otherwise in the aforesaid resolution.

The Board commends the Ordinary Resolution set out in Item 3 for the approval of Members.





**MANAGEMENT DISCUSSION AND ANALYSIS:**

**A. Industry Structure and Development**

The Company is engaged in business i.e. Non-Banking Financial Services – Investment Company (Non Deposit taking). Company is doing investments in Mutual Funds and shares & securities.

**B. Opportunities and Threats**

The Company is finding a good market

**C. Segment-wise Performance**

The Company is engaged in only one business i.e. Non-Banking Financial Services (granting of loans, making investments, etc) and hence product-wise performance is not provided.

**D. Outlook**

The outlook for the Company's business is very bright because of the opportunities for investment in the current market conditions is high.

**E. Risk and Concerns**

Competitive scenario in investment sector are the major areas of risk and concern for your Company.

**F. Internal Control Systems and their Adequacy**

The Company has satisfactory internal control system, the adequacy of which has been mentioned in the Auditors' Report.

**G. Human Resources**

In the field of Human Resources, the Company will develop speedily control departments and will hire qualified people for the same.



# GANESH HOLDINGS LIMITED

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### **DIRECTOR'S REPORT**

To,  
The Members,

The Directors of your company have pleasure in presenting their Report together with the Annual Audited Financial Statements for the year ended March 31, 2020.

### **FINANCIAL RESULTS**

The salient features of the Company's financial results for the year under review are summarized below :

(Rupees in Lacs)

	<b>Current Year</b>	<b>Previous Year</b>
<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
	(Rs. In Lacs)	(Rs. In Lacs)
Total Revenue	2.03	16.41
Total Expenses	17.55	23.48
Profit / (Loss) before Tax	(15.52)	(7.07)
Add : Other Comprehensive Income	10.42	(3.94)
Profit / (Loss) after Tax	(5.10)	(11.01)

The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1<sup>st</sup>, 2019 with comparative figures being restated to make them comparable. The Financial Statements have been prepared in accordance with the recognition and measurement principles laid down in Ind AS notified under Section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder and other Accounting Principles generally accepted in India.

### **OPERATIONS :**

During the year under review, the Company has incurred Net Loss of Rs.15.52 lac for the year as compared to Loss of Rs.7.07 in the previous year.

### **EQUITY :**

#### **A) Equity Share Capital :**

As on March 31, 2020 Authorised share capital of the company is Rs.45 lacs divided into 450000 equity shares of Rs.10/- each and Paid up Capital is Rs.40.50 lacs divided into 405000 equity shares of Rs.10/- each.

#### **B) Other Equity :**

Other Equity as on 31-03-2020 stands at Rs.180.43 lacs against Rs.185.53 lacs on 31-03-2020.

### **DIVIDEND**

In view of loss incurred by the company, your directors have not recommended any dividend for the year under review.

### **DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.



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#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman of the Company. The Internal Auditor appointed by the Company viz. Shri Manish Khandelwal of Khandelwal Basu & Associates, Chartered Accountants, monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. The Audit Committee of the Board addresses significant issues raised by both the Internal Auditors and Statutory Auditors.

#### **DIRECTORS:**

- **Changes in Directors and Key Managerial Personnel :**

During the year Shri Pradip Singh (DIN : 06619516) who was appointed as an Additional Director on 29-01-2019, was appointed as an Independent Director in the Annual General Meeting held on 30-09-2019.

During the year Smt.Lalitha Ranka (DIN : 01166049) who was appointed as Managing Director of the Company w.e.f.01-04-2014 for a term of 5 years, completed her tenure on 31-10-2019 and re-appointed by the Board of Directors in the board meeting held on 01-11-2019 for a further term of 5 years subject to approval of the shareholders in the ensuing Annual General Meeting.

- **Statement of Declaration given by 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 clause 49 of the Listing Agreement.

- **Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

- **Remuneration Policy:**

The Board has, on the recommendation of the Appointment & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

- **Meetings:**

During the year 6 (Six) Board Meetings, 4 (Four) Audit Committee Meetings, 4 Stake Holders Relationship Committee and 3 (Three) Nomination & Remuneration Committee meeting were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **KEY MANAGERIAL PERSONNEL:**

Pursuant to the Provisions of Section 203 of the Act read with the rules made thereunder, the following are the Key Managerial Personnel of the Company:

- |                       |   |                         |
|-----------------------|---|-------------------------|
| 1. Smt.Lalitha Ranka  | : | Managing Director       |
| 2. Shri Aditya Mishra | : | Chief Financial Officer |



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

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company is given in the notes to the financial statements.

#### **EXTRACT OF ANNUAL RETURN AS PER SEC 92 IN FORM MGT 9**

The details forming part of extract of Annual Return in Form No. MGT 9 is enclosed in “Annexure I”

#### **AUDITORS & AUDIT REPORT**

M/s Chaturvedi Sohan & Co.(Firm Regn.No.118424W), Chartered Accountants, Mumbai have been appointed as the auditors of the company to hold office from the conclusion of Thirty Seventh meeting to the conclusion of Forty Second Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the company in the 37<sup>th</sup> Annual General Meeting of the company held on 30<sup>th</sup> September, 2019.

On recommendation of the Audit Committee of the Company, the Board proposes their ratification at the ensuing Annual General Meeting.

The Notes of Financial Statements referred to in the Auditor’s Report are self-explanatory and do not call for any further comments.

#### **SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Pankaj & Associates, a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report and the Secretarial Audit report is annexed herewith as “Annexure-II”. It has no major observations made by the Auditor in the Report except the following :

1. Rules 20(3)(v) of Companies Rules, 2014 was not complied by the Company which requires to publish the Notice of E-voting in at least one vernacular newspaper in local language and in at least one English Newspaper in English language.
2. Rule 10 of Companies Rules, 2014 has not complied by the company which requires every listed company to give advertisement for closure of register of members in at least one English as well as at least one vernacular language newspaper.
3. Regulation 47 of SEBI Regulations 2015 not complied by the company which require company to give advertisement in Newspaper for intimation of Board Meeting in which the financial results will be considered and approved along with financial results.

#### **INTERNAL FINANCE CONTROL:**

The Company has in place adequate internal financial controls with reference to financial statements. It has established an integrated framework in managing risks and internal controls. The internal financial controls have been documented, digitized and embedded in the business processes. Such controls have been assessed during the year under review and were operating effectively.



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#### **PARTICULARS OF ENERGY CONSERVATION:**

The Company's operations are not energy intensive and as such involve low energy consumption. However adequate measures have been taken to conserve the consumption of energy.

#### **FOREIGN EXCHANGE EARNINGS AND OUT-GO :**

During the period under review there was no foreign exchange earnings or out flow.

#### **HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS**

Your Company continues to take new initiatives to further align its HR policies to meet the growing needs of its business. People development continues to be a key focus area of the Company. The industrial relations in all the units of the Company remained cordial and peaceful throughout the year.

#### **DIRECTOR RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### **RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

#### **SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary.

#### **VIGIL MECHANISM :**

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

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.



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#### **PREVENTION OF INSIDER TRADING:**

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

#### **CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

#### **FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

Pursuant to requirements of Clause 49 of the Listing Agreement, the Company has a familiarization program for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board Members are provided with all necessary documents/ reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board constituted Committee Meetings pertaining to business and performance updates of the Company, global business environment, business strategies and risks involved. Directors attend training programs/ conferences on relevant subject matters and keep themselves abreast of the latest corporate, regulatory and industry developments.

The same has been posted on website of the Company viz; <http://www.ganeshholdings.com>

#### **CORPORATE GOVERNANCE**

The Company is making all efforts to comply with the provisions relating to Corporate Governance pursuant to clause 49 of the Listing Agreement with Stock Exchange. A Report on Corporate Governance forming part of directors' report is annexed herewith.

#### **ACKNOWLEDGEMENT**

Your Directors would like to express their appreciation for the assistance and co-operation received from employees at all levels performed their duties and responsibilities and for close received from them during the year. Your Directors also record their sincere appreciation of the continued support; assistance and co-operation extend by the Company's Bankers and also Shareholders of the Company who put their confidence in the company.

FOR AND ON BEHALF OF THE BOARD

Sd/-

**(Lalitha Ranka)**

Chairperson & Managing Director  
DIN : 01166049

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



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#### **REPORT ON CORPORATE GOVERNANCE : (Annexure to Directors' Report)**

The Company complies with the requirements regarding Corporate Governance as stipulated in clause 49 of the listing agreement of stock exchanges as follows :

➤ **Company's philosophy :**

The Company firmly believes that good corporate governance is key element in improving efficiency and growth and investor confidence. The long term corporate goals, plans can be successfully achieved by adopting good corporate governance. The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, professionalism and accountability in all facets of its operations and in all its interactions with its stake holders including share holders, employees, the government and lenders.

The Company while conducting its business has been upholding core values i.e. transparency, integrity, honesty, accountability and compliance of laws. The Company's governance process and practice has ventured to achieve a transparency and professionalism in action as well as the implementation of policies and procedure to ensure ethical standards.

The company not only adheres to the prescribed corporate practices as per clause 49 of the listing agreement but has also undertaken several initiatives towards maintaining the highest standards of governance. The company continuously endeavors to improve on these aspects on an ongoing basis.

➤ **Board of Directors :**

- **Constitution :**

The Board of Directors of the Company as on 31<sup>st</sup> March, 2020 comprise of Four Directors out of which Three are Non-Executive. The Chairperson & Managing Director fall in the category of Executive Director. Three Non-Executive Directors are 'Independent' Directors.

- **Directorship held by the Directors of the company:**

None of the Directors of your company are directors of the board of more than 15 companies or 10 board level committees or chairman of more than 5 committees across all the companies in which they are directors.

- **Board Meetings held during the year:**

During the year under review, 6 (Six) board meetings were held, the dates being 30<sup>th</sup> May, 2019, 1<sup>st</sup> July, 2019, 13<sup>th</sup> August, 2019, 1<sup>st</sup> November, 2019, 12<sup>th</sup> December, 2019, 11<sup>th</sup> February, 2020. The last AGM was held on 30<sup>th</sup> September, 2019.

- **Directors attendance :**

Details of attendance during 2019-20 and other particulars are given below :



# GANESH HOLDINGS LIMITED

## Annual Report 2019-2020

Sr.	Name	Title	Category	Directorship in other companies	No. of board meetings for 2019-20		Whether attended last AGM
					Total held	Attended	
1	Lalitha Ranka (DIN01166049)	Chairperson & Managing Director	Promoter - Executive	4	6	6	Yes
3	Ganesh Sharma (DIN:07489139)	Director	Independent Non-Executive	3	6	6	Yes
4	Saurabh Singh (DIN:06501289)	Director	Independent Non-Executive	2	6	6	Yes
5	Pradip Singh (DIN:06619516)	Director	Independent Non-Executive	1	6	6	Yes

- **Remuneration to Executive directors :**

No remuneration is paid to the Executive Director for the year ended on 31<sup>st</sup> March, 2020.

- **Post Meeting follow up system:**

The Company has a formal system of follow up, review and reporting on actions taken by the management on the decisions of the board. The Company presents a comprehensive Action Taken Report of the previous meeting at the ensuing meeting of the Board of Directors.

- **Code of conduct :**

The Board of Directors has adopted the Code of Business Conduct and Ethics for Directors of the company and the same has been communicated to all the Directors and they have affirmed their compliance with the code and declaration to this effect by Directors is furnished at the end of the report.

- **Shares held by Executive Director:**

As on 31-03-2020 Smt.Lalitha Ranka, who is promoter of the company holds 200295 Equity shares in the company. No other directors holds any equity shares in the company.

➤ **Committees to the Board :**

**A. Audit Committee :**

The Audit Committee of the Board of Directors has been constituted in accordance with the prescribed guidelines. The Audit committee comprises of 3 Directors as on 31<sup>st</sup> March, 2020, all of whom are non-executive and independent directors. The Broad terms of reference of Audit committee are in accordance with the prescribed guidelines, as set out in the Listing Agreement.





## GANESH HOLDINGS LIMITED

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The composition of the Audit committee is as follows :

S.no.	Name	Designation in the Committee
1	Shri Pradip Singh	Chairman
2	Shri Ganesh Sharma	Member
3	Shri Saurabh Singh	Member

The Company has systems and procedures to ensure that the Audit Committee mandatorily reviews :

- Management discussions and analysis of the financial condition and quarterly results of the company.
- Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval.
- Management letters/ letters of internal control weaknesses issued by the Statutory Auditors.
- Appointment, remuneration and terms of appointment of statutory auditors of the company.
- Payment to Statutory Auditors for any other services rendered by them.
- Scrutiny of inter-corporate loans and investments.
- Internal Audit Reports relating to Internal control weaknesses
- The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee.

Pursuant to its terms of references, the Audit Committee is empowered to :

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

During the year under review, 4 (Four) meetings of the Audit Committee were held, the date being 30<sup>th</sup> May, 2019, 13<sup>th</sup> August, 2019, 12<sup>th</sup> December, 2019 and 11<sup>th</sup> February, 2020 and all the members of committee had attended the meeting.

#### **B. Nomination and Remuneration Committee :**

The Nomination & Remuneration Committee of the board of Directors has been constituted in accordance with the section 178 of Companies Act, 2013 and prescribed guidelines. The committee comprises of 3 Directors as on 31<sup>st</sup> March, 2020, all of whom are Non-Executive and Independent.

The composition of Nomination & Remuneration Committee is as follows :

S.no.	Name	Designation in the Committee
1	Shri Pradip Singh	Chairman
2	Shri Ganesh Sharma	Member
3	Shri Saurabh Singh	Member



## GANESH HOLDINGS LIMITED

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The committee met thrice during the year on 15<sup>th</sup> July, 2019, 8<sup>th</sup> August, 2019 and on 30<sup>th</sup> October, 2019. All the members of committee had attended the meeting.

The Company does not pay any remuneration by salary, benefits, sitting fees, stock options, bonus, pensions etc. to its Directors during the year 2019-20.

#### C. **Stakeholders Relationship Committee :**

The Stakeholders Relationship Committee of the board of Directors has been constituted during the year and the committee comprises of 3 Directors as on 31<sup>st</sup> March, 2020, all of whom are Non-Executive and Independent.

The composition of Nomination & Remuneration Committee is as follows :

S.no.	Name	Designation in the Committee
1	Shri Pradip Singh	Chairman
2	Shri Ganesh Sharma	Member
3	Shri Saurabh Singh	Member

The Committee is looking into shareholders / investors' complaints regarding transfer of shares, non-receipts of Balance Sheet etc. As on 31-03-2020, there are no complaints that have remained un-resolved.

During the year under review, 4 (Four) meetings of the Stakeholders Relationship Committee were held, the date being 4<sup>th</sup> April, 2019, 12<sup>th</sup> July, 2019, 11<sup>th</sup> October, 2019 and 7<sup>th</sup> January, 2020 and all the members of committee had attended the meeting.

#### ➤ **General Body Meeting :**

The last three Annual General Meetings were held as per the details given below :

Date of AGM	Relevant financial year	Venue / Location where held	Time of meeting
30 <sup>th</sup> Sept, 2017	2016-2017	607, Center Plaza Daftary Road, Malad (E) Mumbai 97	10.00 A.M.
29 <sup>th</sup> Sept, 2018	2017-2018	607, Center Plaza Daftary Road, Malad (E) Mumbai 97	10.00 A.M.
30 <sup>th</sup> Sept, 2019	2018-2019	607, Center Plaza Daftary Road, Malad (E) Mumbai 97	10.00 A.M.

#### ➤ **Other Disclosures :**

- There is no materially significant pecuniary or business transaction of the Company with its promoters, directors or relatives etc. that may have potential conflict with the interest of the company at large. The Register of Contracts containing the transactions in which Directors are interested is regularly placed before the Board for its approval. The transactions with the related parties are disclosed in the notes to accounts in the Annual Report.



## **GANESH HOLDINGS LIMITED**

### **Annual Report 2019-2020**

- There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authorities on any matter related to capital markets during last 3 years.
- As required under Clause 49 of the listing Agreement with the Stock Exchanges, the Managing Director and CFO of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statements and matters related to internal control etc. in the prescribed format for the year ended 31st March, 2020.

➤ **Means of communication :**

The Company displays its periodical results on the Company's website [www.ganeshholdings.com](http://www.ganeshholdings.com) as required by the Listing Agreement.

➤ **General Shareholder information :**

Detailed information in this regard is provided in the section "Shareholders Information" which forms part of this Annual Report.

➤ **Declaration on Compliance with code of conduct :**

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, all board members have affirmed the compliance with the Code of conduct for the year ended 31<sup>st</sup> March, 2020.

➤ **CFO Certificate :**

As required under Clause 49, the CFO Certificate is enclosed in this Report.



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### GENERAL SHAREHOLDERS INFORMATION

#### 1. Annual General Meeting

- Day, Date and Time : Wednesday, 30<sup>th</sup> September, 2020  
10.00 A.M.
- Venue : 607, Center Plaza, Daftary Road,  
Malad (East), Mumbai 400 097

#### 2. Financial Calendar & Publication of results :

The financial year of the company is April to March

- Financial reporting for the quarter ending June 30, 2019 : 13-08-2019
- Financial reporting for the quarter ending September 30, 2019 : 12-12-2019
- Financial reporting for the quarter ending December 31, 2019 : 11-02-2020
- Financial reporting for the quarter ending March 31, 2020 : 29-06-2020

#### 3. Dates of Book Closure : 23<sup>rd</sup> Sept, 2019 to 30<sup>th</sup> Sept, 2019

#### 4. Registered Office : 607, Center Plaza, Daftary Road, Malad (East), Mumbai 400 097

#### 5. Listing of Equity shares on Stock Exchange at :

Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 023

#### 6. Stock Code : ISIN : INE932M01011 Scrip Code : 504397

#### 7. The shares are not traded since long therefore stock market data is not available.

#### 8. Share Transfer Agents : Link Intime India Pvt.Ltd. C 101, 247 Park, L.B.S.Marg, Vikhroli – West, Mumbai - 400 083. Tel No. 49186000, Email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

#### 9. Share Transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respect.

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

No. of shares	2019-2020			
	No. of shareholder	% of shareholder	No. of shareholder	% of shareholder
1-100	88	83.81	4155	1.03
101-200	-	-	-	-
201-500	2	1.91	750	0.18
501-1000	-	-	-	-
1001-5000	1	0.95	1200	0.30
5001-10000	4	3.81	37300	9.21
10001 and above	10	9.52	361595	89.28
Total	105	100.00	405000	100.00



# GANESH HOLDINGS LIMITED

## Annual Report 2019-2020

### II) Shareholding pattern as at 31<sup>st</sup> March, 2020

	Category	No. of shares held			% of holding
		Physical Form	Electronic Form	Total	
A.	Promoter's holding				
1.	Indian Promoters	-	200295	200295	49.46
	<b>Sub Total - A</b>	-	200295	200295	49.46
B.	Non-Promoters Holding				
(i)	Institutional Investors	-	-	-	-
(ii)	Others				
	- Private Corporate Bodies	-	150300	150300	37.11
	- Indian Public	27105	27300	54405	13.43
	- NRI / OCB	-	-	-	-
	<b>Sub Total - B</b>	27105	177600	204705	50.54
	<b>Grand Total (A + B)</b>	27105	377895	405000	100.00

### 11. Dematerialization of shares and liquidity :

377895 shares were dematerialized till 31/03/2020 which is 93.31% of the total paid up Equity Share Capital of the company. The Company's shares are not traded on the BSE since long.

### 12. Address for correspondence

**Registrar & Transfer Agents**

M/s. Link Intime India Pvt.Ltd.

C 101, 247 Park,

L.B.S.Marg, Vikhroli – West,

Mumbai - 400 083.

OR

:

**The Company At**

607, Center Plaza, Daftary Road,

Malad (East), Mumbai 400 097

### 13. Secretarial Audit for Reconciliation of Capital Compliance :

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Secretarial Audit, to reconcile the total admitted capital with NSDL and CDSL and the total paid up and listed capital. This audit is carried out every quarter and the report thereon is submitted to the BSE. The audit confirms that the total listed and paid up capital is in agreement with the aggregate of the total no. of equity shares in dematerialized form and total equity shares in physical form.

Sd/-

Place : Mumbai  
Date : 31-08-2020

(LALITHA RANKA)  
Chairperson & Managing Director  
DIN : 01166049



**GANESH HOLDINGS LIMITED**  
**Annual Report 2019-2020**

**CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

To  
The Board of Directors  
Ganesh Holdings Limited

I, the undersigned in my capacity as Chief Financial Officer of Ganesh Holdings Limited ("the Company"), to the best of my knowledge and belief certify that:

- a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and based on my knowledge and belief, I state that:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
  - (ii) 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.
- b) I further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct. I hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- c) I am responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware, and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statement; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Ganesh Holdings Limited

Sd/-

(Aditya Mishra)  
Chief Financial Officer

Place : Mumbai  
Date : 29<sup>th</sup> June, 2020



**GANESH HOLDINGS LIMITED**  
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**Annexure – I to Directors’ Report**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31-03-2020**

**Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L67120MH1982PLC028251
2.	Registration Date	20-09-1982
3.	Name of the Company	GANESH HOLDINGS LIMITED
4.	Category /sub-category of the Company	Company Limited by shares / Indian Non-Government Company
5.	Address of the Registered office & contact details	607, Center Plaza, Daftary Road, Malad (East), Mumbai 400 097
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & transfer agent, if any.	M/s Link Intime India Pvt.Ltd. C 101, 24 Park, L.B.S.Marg, Vikhroli – West, Mumbai 400 083 Tel.no.91-22-49186000 Email ID : rnt.helpdesk@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S.No.	Name and Description of main products /services	NIC code of the Product / service	% to total turnover of the company
1.	Non-Banking Financial Activities	-	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sl. No.	Name and Address of the company	CIN /GLN	Holding /Subsidiary/ Associate	% of shares held	Applicable section
	----- NIL -----				

**IV. SHARE HOLDING PATTERN**

(Equity Share Capital Breakup as percentage of total equity)

**A) Category-wise Share Holding**



# GANESH HOLDINGS LIMITED

## Annual Report 2019-2020

	Category of Shareholders	No. of shares held at the beginning of the year (As on 31-March-2019)				No. of shares held at the end of the year (As on 31-March-2020)				% Change during the year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A.</b>	<b>PROMOTERS</b>									
(1)	<b>Indian</b>									
a)	Individual/HUF	200295	-	200295	49.46%	200295	-	200295	49.46%	-
b)	Central Govt./ State Govt.	-	-	-	-	-	-	-	-	-
c)	FI/Banks	-	-	-	-	-	-	-	-	-
d)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	<b>Subtotal A(1)</b>	200295	-	200295	49.46%	200295	-	-	49.46%	-
(2)	Foreign	-	-	-	-	-	-	-	-	-
	<b>Subtotal A(2)</b>	-	-	-	-	-	-	-	-	-
	<b>Total Share-holding of Promoter A(1)+(2)</b>	200295	-	200295	49.46%	200295	-	-	49.46%	-
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>									
(1)	<b>Institutions</b>									
a)	Mutual funds	-	-	-	-	-	-	-	-	-
b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
c)	Alternate Invest. Funds	-	-	-	-	-	-	-	-	-
d)	FVCF	-	-	-	-	-	-	-	-	-
e)	FPI	-	-	-	-	-	-	-	-	-
f)	FI /Banks	-	-	-	-	-	-	-	-	-
g)	Insurance Companies	-	-	-	-	-	-	-	-	-
h)	PF and Pension Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
	<b>Subtotal B(1)</b>	-	-	-	-	-	-	-	-	-
(2)	<b>Non-Institutions</b>									
a)	Individuals									
(i)	holding nominal share capital upto Rs.1 lac	-	43405	43405	10.72%	27300	16105	43405	10.72%	-
(ii)	holding nominal share capital in excess of Rs.1 L	-	11000	11000	2.72%	-	11000	11000	2.72%	-
b)	NBFCs regd. With RBI	-	-	-	-	-	-	-	-	-
c)	Employee Trust	-	-	-	-	-	-	-	-	-
d)	Overseas DPs	-	-	-	-	-	-	-	-	-
c)	Others(specify)	-	-	-	-	-	-	-	-	-
(i)	Body Corporate	122300	28000	150300	37.11%	150300	-	150300	37.11%	-
	<b>Subtotal B(2)</b>	122300	82405	204705	50.54%	177600	27105	204705	50.54%	-
	<b>Total Public Sh-holding B(1)+ B(2)</b>	122300	82405	204705	50.54%	177600	27105	204705	50.54%	-
<b>C.</b>	Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	<b>Grand Total(A+B+C)</b>	322595	82405	405000	100.00%	377895	27105	405000	100.00%	-





# GANESH HOLDINGS LIMITED

## Annual Report 2019-2020

### B) Shareholding of Promotor

Sr. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of company	% of total shares pledged/encumbered	No. of shares	% of total shares of company	% of total shares pledged/encumbered	
1	Smt.Lalitha Ranka	200295	49.46%	-	200295	49.46%	-	-

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
	At the beginning of the year	200295	49.46%	200295	49.46%
	Date wise increase/ decrease in Promoters' shareholding during the year	-	-	-	-
	At the end of the year	200295	49.46%	200295	49.46%

### D) Shareholding pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of top 10 shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1	Vulvan Traders Pvt.Ltd.	28000	6.91%	28000	6.91%
2	Infinity Jeans Pvt.Ltd.	19500	4.81%	19500	4.81%
3	Vaishnavi Creation Pvt.Ltd.	18500	4.57%	18500	4.57%
4	Mahavir Texturising Pvt.Ltd.	18000	4.44%	18000	4.44%
5	Visualize Tradecom Pvt.Ltd.	17500	4.32%	17500	4.32%
6	Suswani Textiles Pvt.Ltd.	17400	4.30%	17400	4.30%
7	Shree Ambaji Weaves Pvt.Ltd.	16200	4.00%	16200	4.00%
8	Swastik Clothex Pvt.Ltd.	15200	3.75%	15200	3.75%
9	Shri Gauresh Desai	11000	2.72%	11000	2.72%
10	Shri Manish Kumar Pandey	10000	2.47%	10000	2.47%

### E) Shareholding of Directors and Key Managerial Personnel:



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Sr. No.	Shareholding of each of Directors and each Key Managerial Person	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1	Smt. Lalitha Ranka				
	At the beginning of the year	200295	49.46%	200295	49.46%
	Date wise increase/ decrease in Promoters' shareholding during the year	-	-	-	-
	At the end of the year	200295	49.46%	200295	49.46%

### V. INDEBTNESS:

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

	Secured Loan excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtness at the beginning of the financial year</b>				
(i) Principal amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtness during the financial year</b>				
* Addition				
* Reduction		N.A.		
<b>Net Change</b>				
<b>Indebtness at the end of the financial year</b>				
(iv) Principal amount				
(v) Interest due but not paid				
(vi) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

SN	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (Rs.)
----	-----------------------------	------------------------	--------------------



# GANESH HOLDINGS LIMITED

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		Smt.Lalitha Ranka Managing Director		
1	Gross Salary			
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
c)	Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961			
2	Stock Option		N.	
3	Sweat Equity		A.	
4	Commission			
	*as % of Profit			
	*others, specify			
5	Others, please specify			
	<b>Total (A)</b>			
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013		

### B. Remuneration to Other Directors :

SN	Particulars of Remuneration	Name of Directors			Total Amount (Rs.)
		Shri Pradip Singh	Shri Saurabh Singh	Shri Ganesh Sharma	
<b>1</b>	<b>Independent Director</b>				
a)	Fees for attending Board, Committee Meeting				
b)	Commission				
c)	Others, please specify				
	<b>Total (1)</b>				
<b>2</b>	<b>Other Non-Executive Directors</b>			NIL	
	Fees for attending Board, Committee Meeting				
	Commission				
	Others, please specify				
	<b>Total (2)</b>				
	<b>Total (B) (1+2)</b>				
	<b>Total Managerial Remuneration (A+B)</b>				
	Ceiling as per the Act				

### C. Remuneration to Key Managerial Personnel other than MD/ Manager / WTD : (Rs. per Annum)



# **GANESH HOLDINGS LIMITED** **Annual Report 2019-2020**

SN	Particulars of Remuneration	Key Managerial Personnel	
		CFO (1st Apr to 12 <sup>th</sup> Aug)	CFO(13 <sup>th</sup> Aug to 31 <sup>st</sup> Mar)
		Shri Narendra Pratap Singh	Shri Aditya Mishra
1	Gross Salary		
a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,60,000	60,000
b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961		-
c)	Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		
	*as % of Profit		-
	*others, specify		-
5	Others, please specify		-
	<b>Total</b>	2,60,000	60,000

## **VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

SN	Type	Section of Companies Act, 2013	Brief Description	Details of Penalty/punishment /compounding fee imposed	Authority (RD/NCLT /Court)	Appeal made, if any (give details)
<b>A.</b>	<b>Company</b>					
	Penalty					
	Punishment					
	Compounding					
<b>B.</b>	<b>Directors</b>					
	Penalty					
	Punishment			NIL		
	Compounding					
<b>C.</b>	<b>Other officers in default</b>					
	Penalty					
	Punishment					
	Compounding					

FORM NO. MR-3

SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31.03.2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Ganesh Holdings Ltd,  
CIN : L67120MH1982PLC028251

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Ganesh Holdings Ltd. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Ganesh Holdings Ltd'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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Ganesh Holdings Ltd ("the Company") for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - a. Foreign Exchange Management Act, 1999 and the rule and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(No instances for compliance requirements during the year);**
4. 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, **(No instances for compliance requirements during the year);**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(No instances for compliance requirements during the year);**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, **(No instances for compliance requirements during the year);**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, **(No instances for compliance requirements during the year);** and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
5. Rules, Regulations and Guidelines issued by the Reserve Bank of India as are applicable to Non-Deposit taking Non-Banking Financial Companies with classification as an 'Investment Company'; which are specifically applicable to the Company.

**We have also examined** compliance with the applicable clauses:

1. Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE Limited);
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
3. The Secretarial Standards issued by The Institute of Company Secretaries of India

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

1. Rule 20 (3) (v) of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires the Company to publish the Notice of E-voting in at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated and at least once in English language in an English Newspaper having a wide circulation in that district.

2. Rule 10 of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires every listed company to give advertisement for Closure of register of members in at least one vernacular

newspaper in the principal vernacular language of the district and having a wide circulation in the place where the registered office of the company is situated, and at least one in English language in an English newspaper circulating in that district and having wide circulation in the place where the registered office of the company is situated.

3. Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require Company to give advertisement in Newspaper for intimation of Board Meeting in which the financial results will be considered and approved along with the Publication of financial results in newspapers, which was not complied by the Company.

**We have relied on the representation made by the Company and its Officers for the system and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as follow:**

Other laws applicable specifically to the Company

- a) Reserve bank of India Act, 1934

Other General Laws Applicable to the company:

- 1) Professional Tax Act, 1975 and Rules
- 2) Income Tax Act, 1961
- 3) Finance Act, 1994

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Woman Director, Non-Executive Directors and Independent Directors.

**We further report** that the compliance by the company of applicable financial laws like Direct & Indirect Tax Laws has not been reviewed in this Audit since the same have been subject to review by statutory financial Auditor & other designated Professionals.

We have not verified the correctness & appropriateness of financial records & books of accounts of the company & hence unable to comment on the compliance with the fiscal laws.

We also report that as regard the provisions of notices of board meeting, sending of agenda papers, holding of board meetings as laid down in the Act, they are sent to the directors by Physical/electronic means.

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

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

**We further report that** during the audit period there were no major specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: - Mumbai  
Date: -14<sup>st</sup> August, 2020

Signature:  
Name of the Company Secretary:  
Pankaj S. Desai  
ACS No: 3398  
C.P.No.:4098  
UDIN No.: A003398B000582581

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



## **Annexure I (Integral part of Secretarial Audit Report)**

To,  
The Members,  
Ganesh Holdings Ltd,

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

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We further report that, based on the information provided by the Company, its officers, and authorized representatives during the conduct of the audit, and taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws.
8. We further report that the Compliance by the Company of applicable Financial Laws like Direct & Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

Place: - Mumbai  
Date: - 14<sup>th</sup> August, 2020

Signature:  
Name of the Company Secretary: Pankaj S. Desai  
ACS No: 3398  
C.P.No.:4098  
UDIN No.: A003398B000582581

**PANKAJ & ASSOCIATES**  
Company Secretaries

Office: - 505/ Panchsheel-4/B  
Raheja Township,  
Malad (East),  
Mumbai-400 097,  
Tel Off: - 7208057109  
Cell:- 9322298917

**Pankaj S Desai**  
**B.Com (Hons), A.C.S., A.C.A.**  
**PAN :- AADPD1728R**

**E-Mail: [shirdipankaj@hotmail.com](mailto:shirdipankaj@hotmail.com)**

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PRACTICING COMPANY SECRETARY'S CERTIFICATE UNDER SUB-PARA 10(i) OF PART C OF SCHEDULE V  
OF SEBI (LODR), REGULATIONS, 2015

To,  
The Members  
Ganesh Holdings Limited

I, Mr. Pankaj S. Desai, Practicing Company Secretary, hereby certify that I have examined and verified the records, books and papers of the Company **GANESH HOLDINGS LIMITED** as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable rules and regulations made thereunder, as regards the Directors of the Company for the Financial Year ended on 31st March, 2020.

I further certify that based on the examinations carried out by me and the explanations and representations furnished to me by the said Company, its officers and agents, none of the following Directors of the Company:

Sr. No.	Name of the Director	DIN	Category
1	Mrs. Lalita Ranka	01166049	Chairman & Managing Director
2.	Mr. Saurabh Narendrapratap Singh	06501289	Independent and Non-Executive Director
3	Mr. Pradip Narendra Singh	06619516	Independent and Non-Executive Director
4	Mr. Ganesh Sharma	07489139	Independent and Non-Executive Director

# **PANKAJ & ASSOCIATES**

**Company Secretaries**

**Office: - 505/ Panchsheel-4/B  
Raheja Township,  
Malad (East),  
Mumbai-400 097,  
Tel Off: - 7208057109  
Cell:- 9322298917**

**Pankaj S Desai**

**B.Com (Hons), A.C.S., A.C.A.**

**PAN :- AADPD1728R**

**E-Mail: shirdipankaj@hotmail.com**

\*\*\*\*\*

have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI or Ministry of Corporate Affairs or any such statutory authority as on 31st March, 2020.

**Signature**

**Practicing Company Secretary: Pankaj S. Desai**

**ACS No.: 3398**

**C. P. No.: 4098**

**UDIN NO: A003398B000582570**

**Place: Mumbai**

**Date: 14/08/2020**

## **To The Members of Ganesh Holding Limited**

### **Report on the Audit of the Financial Statements**

#### **Qualified Opinion**

We have audited the accompanying financial statements of **Ganesh Holding Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Qualified Opinion**

- 1) As stated on note no 4 bought and sold commodities through broker Anand Rathi Commodities Limited, who is registered with NSEL. Due to NSEL scam all stock as on the date was not delivered and business had stopped. In August 2013 the committee of NSEL has decided to Pay money to investor in small amount. Hence the company has decided to convert the stock into recoverable under other current assets. Since long nothing is recovered against this advance, management as per their resolution dated 12-02-2018 decided to w/off 7.50% of the advances as Bad Debts every year till it becomes nil subject to availability of profit. The management has decided to make provision on yearly instead of quarterly basis but management did not make provision of the same and Rs 67,06,657 appearing as receivable from Anand Rathi in the financial statement as on 31st March 2020, the company need to following provisioning requirement in line of master circular no RBI/2014-15/299 DNBR (PD) CC No 002/03 10 001/2014-15 further in absence security and development of case it is highly doubtful and we are unable to comment on recoverability of carrying amount as on 31<sup>st</sup> March 2020
- 2) RBI has cancelled the license of NBFC due to non-compliance of notification given below:

NBFCs are required to obtain a certificate of registration (COR) to commence/carry on business of NBFI in terms of section 45-IA of the RBI act 1934. the said section also prescribes the minimum Net Owned Fund (NOF) requirement. In terms of notification no. DNBS.132CGM(VSNM)-99 dated April 21, 1999 the minimum NOF requirement for new companies applying for grant of COR to commence a business of NBFC is stipulated at Rs 200 lakh. the minimum NOF for companies that were already in existence before April 21, 1999 was retained at Rs. 25 Lakh. given the need for strengthening the financial sector and technology adoption and in view of increasing the complexities of services offered by NBFCs it shall be mandatory for all the NBFCs to attain a minimum NOF of Rs. 200 Lakh by the end of March 2017, as per the milestone given below

Rs. 100 Lakh by the end of March 2016

Rs. 200 Lakh by the end of March 2017

However, management has filed an appeal against the same with ministry of finance Delhi on 26/10/2018 which was heard on 05/09/2019 and an order dated 27/04/2020 received from Ministry of Finance stating that RBI may review its order cancelling COR of the company. Now awaiting RBI action for the same.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified opinion on the financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period March 31<sup>st</sup> 2020. 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 be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment of Loans &amp; advance</p> <p>The impairment review of loan &amp; advance of Rs. 67,06,657 is equal to 29% of total asset, is considered to be a risk area due to the size of the balances as well as judgmental nature of key assumption which may be subject to management override.</p> <p>The carrying value of such loan and advances is at risk of recoverability.</p> <p>The estimated recoverable amount is subjective due to the inherent uncertainty involved in forecasting and discounting future cash flow.</p>	<ol style="list-style-type: none"> <li>1) Benchmarking assumption: comparing the company assumptions, to externally derived data in relation to key input such as long-term growth rate and discount rate.</li> <li>2) Our experience: assessing the appropriateness of the forecasted cash flow within the budgeted period based on our understanding of the business and sector experience.</li> <li>3) Sensitivity analysis: performing sensitivity analysis in relation to the key assumptions.</li> </ol>

## Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, Management discussion & Analysis and Business responsibility report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 is 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibility 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 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 Act, 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, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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". Our report expresses Qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting. With respect to the other

matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as Amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- 1) As per information and explanation given to us Company does not have any pending litigations which would impact its financial position.
  - 2) The Company has made provision, as required under the applicable law or IND AS for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - 3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Chaturvedi Sohan & Co.**

**Chartered Accountants**

**Firm Registration No: 118424W**

**Sd/-**

**Rajiv Chauhan**

**Partner**

**Membership No. 143866**

**Place: Mumbai**

**Date: 29/06/2020**



**“Annexure A” to the Independent Auditor’s Report of even date on the Financial Statement of Ganesh Holding Limited**

**Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31<sup>st</sup>, 2020:**

- 1) The company is not having any fixed asset and therefore this clause is not applicable to the company.
- 2) The company is not having any inventory and therefore this clause is not applicable to the company.
- 3) The company has not granted any loan, secured or unsecured to any companies, firms or other parties covered in register maintained under Section 189 of the Companies Act 2013. Hence, clause (iii) (a), clause (iii) (b) and clause (iii) (c) of paragraph 3 of the order are not applicable;
- 4) In our opinion and according to the information and explanations given to us, the company has not given any loan, guarantee or made investment nor provided any security under the provision of Section 185 and 186 of the Companies Act, 2013.
- 5) In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public. Therefore, the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India are not applicable;
- 6) We have been informed that the maintenance of cost records has not been prescribed by the Central Government under Section 148(1) of the Companies Act, 2013;
- 7) According to the information and explanations given to us in respect of statutory and other dues:
  - a) Undisputed statutory dues, including Provident Fund, Income Tax, Sales Tax, Cess and other material statutory dues as applicable have generally been regularly deposited by the company during the year with the appropriate authorities;
  - b) According to the information & explanation given to us no undisputed amounts payable in respect of such statutory dues were outstanding as at 31<sup>st</sup> March, 2020 for a period of more than six months from the date they became payable;
- 8) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the Balance Sheet date.
- 9) According to the information and explanation given to us, the company has not raised money by way of Initial Public offer or Further Public offer (including Debt Instrument) and by way of Term Loan. Accordingly, paragraph 3(ix) of the Order is not applicable;
- 10) During the course of our examination of the books and records of the company, carried in accordance with the Ind As generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management;
- 11) According to the information and explanation given to us, the Company has not paid or provided any Managerial Remuneration. Therefore, this clause of the said order is not applicable;
- 12) In our opinion and according to the information and explanation given to us; The Company is not a Nidhi company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable;

- 13) During the course of our examination of the books and records of the company, all transactions with related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements etc., as required by Applicable Accounting Standards.
- 14) According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable;
- 15) According to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) In our opinion the company was registered under section 45-IA of the Reserve Bank of India Act 1934 and Accordingly, but RBI has cancelled the license of NBFC due to non- compliance of notification No. DNBS.132/CGM(VSNM)-99 Please refer note no 2 of basis of qualification para.

**For Chaturvedi Sohan & Co.**

**Chartered Accountants**

**Firm Registration No: 118424W**

**Sd/-**

**Rajiv Chauhan**

**Partner**

**Membership No. 143866**

**Place: Mumbai**

**Date: 29/06/2020**

**“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Ganesh Holding Limited**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control

based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**For Chaturvedi Sohan& co.**

**Chartered Accountants**

**Firm Registration No: 118424W**

**Sd/-**

**Rajiv Chauhan**

**Partner**

**Membership No. 143866**

**Place: Mumbai**

**Date:29/06/2020**

**GANESH HOLDING LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2020**

**Part I : Balancesheet**

<b>(Rupees in Lacs)</b>				
<b>Particulars</b>	<b>Notes</b>	<b>Figures as at 31-03-2020</b>	<b>Figures as at 31-03-2019</b>	<b>Figures as at 31-03-2018</b>
<b><u>ASSETS</u></b>				
<b>Current Assets</b>				
Financial Assets				
Cash and Cash Equivalent	2	0.53	0.54	0.53
Investments	3	159.89	165.53	173.56
Other Financial Assets	4	69.07	69.07	69.60
Other Current Assets	5	-	0.02	0.02
<b>TOTAL ASSETS</b>		<b>229.48</b>	<b>235.17</b>	<b>243.71</b>
<b><u>EQUITY AND LIABILITIES</u></b>				
<b>Equity</b>				
Equity Share Capital	6	40.50	40.50	40.50
Other Equity	7	180.43	185.53	196.54
<b>Total Equity</b>		<b>220.93</b>	<b>226.03</b>	<b>237.04</b>
<b>Current Liabilities</b>				
Financial Liabilities	8	8.55	9.13	6.67
<b>Total Current Liabilities</b>		<b>8.55</b>	<b>9.13</b>	<b>6.67</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>		<b>229.48</b>	<b>235.17</b>	<b>243.71</b>

The accompanying notes form an integral part of the financial statements 1 - 26

As per our report of even date attached  
For and on behalf of

**CHATURVEDI SOHAN & CO.**

Chartered Accountants  
Firm Regn. No. 118424W

**Sd/-**

CA Rajiv Chauhan  
Partner  
Membership No. 143866

Place: Mumbai  
Date: 29/06/2020

For and on behalf of the Board of Directors

**Sd/-**

(Lalitha Ranka)  
Managing Director  
DIN 01166049

**Sd/-**

(Saurabh Singh)  
Director  
DIN 06501289

**Sd/-**

(Aditya Mishra)  
CFO

**Sd/-**

(Sitaram Sharma)  
Company Secretary

**GANESH HOLDING LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2020**

**Part II : Statement of Profit & Loss**

(Rupees in Lacs)				
Particulars	Notes	For the year 2019-2020	For the year 2018-2019	For the year 2017-2018
<b>INCOME</b>				
Interest Income	9	-	-	0.93
Net Gain on Fair Value changes	10	2.02	16.41	23.99
Total Revenue from Operations		2.02	16.41	24.92
Other Income	11	0.00	-	0.01
<b>Total Income</b>		<b>2.03</b>	<b>16.41</b>	<b>24.92</b>
<b>Expenses</b>				
Employee Benefit Expenses	12	10.66	13.64	11.76
Finance Cost	13	-	2.16	-
Other Expenses	14	6.89	7.67	12.49
<b>Total Expenses</b>		<b>17.55</b>	<b>23.48</b>	<b>24.26</b>
<b>Profit / (Loss) before Exceptional Item and tax</b>		<b>(15.52)</b>	<b>(7.07)</b>	<b>0.67</b>
Exceptional Item		-	-	-
<b>Profit / (Loss) before tax</b>		<b>(15.52)</b>	<b>(7.07)</b>	<b>0.67</b>
<b>Less : Tax expenses</b>				
Current Tax		-	-	0.13
Earlier Year Adjustment		-	-	-
<b>Profit / (Loss) for the year</b>		<b>(15.52)</b>	<b>(7.07)</b>	<b>0.54</b>
<b>Other Comprehensive Income</b>				
Items that will not be reclassified to Profit or Loss		10.42	(3.94)	9.23
		10.42	(3.94)	9.23
<b>Total comprehensive income for the year</b>		<b>(5.10)</b>	<b>(11.01)</b>	<b>9.77</b>
<b>Earnings per equity share</b>				
Basic (Rs.)		(1.26)	(2.72)	2.50
Diluted (Rs.)		(1.26)	(2.72)	2.50

The accompanying notes form an integral part of the financial statements 1 - 26

As per our report of even date attached  
For and on behalf of  
CHATURVEDI SOHAN & CO.  
Chartered Accountants  
Firm Regn. No. 118424W

Sd/-

CA Rajiv Chauhan  
Partner  
Membership No. 143866

Place: Mumbai  
Date: 29/06/2020

For and on behalf of the Board of Directors

Sd/-

(Lalitha Ranka)  
Managing Director  
DIN 01166049

Sd/-

(Saurabh Singh)  
Director  
DIN 06501289

Sd/-

(Aditya Mishra)  
CFO

Sd/-

(Sitaram Sharma)  
Company Secretary

**GANESH HOLDING LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2020**

Rupees in lacs

	PARTICULARS	2019-2020		2018-2019		2017-2018	
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>						
	Net profit / (loss) after Tax		(15.52)		(7.07)		0.54
	Add/(Less) Adjustments :						
	(Profit) / Loss on Sale of Investments (Net)	-		-		-	
	Interest on income-tax						
	Provision for Taxes		-		-		0.13
	Operating Profit before working capital changes		(15.52)		(7.07)		0.67
	Adjustments for:						
	Other Receivables	0.02		0.53		6.06	
	Other Financial Liabilities	(0.59)	(0.56)	2.46	2.99	2.02	8.08
	Cash flow from operations before tax paid		(16.08)		(4.08)		8.75
	Less : Direct Taxes paid (net of refund)		-		-		(0.00)
	<b>Net Cash Generated from / (Used in) Operating Activities</b>		<b>(16.08)</b>		<b>(4.08)</b>		<b>8.75</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>						
	Fixed Deposits / MF matured during the year						
	Investment Redeemed during the year	16.07	16.07	4.09	4.09		(104.50)
	<b>Net Cash Generated from/(Used in) Investing Activities</b>		<b>16.07</b>		<b>4.09</b>		<b>(104.50)</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>						
	Proceeds from issue of share capital						
			-		-		95.70
			-		-		95.70
	<b>Net increase / (decrease) in Cash and Cash equivalent (A+B+C)</b>		<b>(0.02)</b>		<b>0.02</b>		<b>(0.05)</b>
	<b>Cash and Cash equivalents as at April 1</b>		<b>0.54</b>		<b>0.53</b>		<b>0.58</b>
	<b>Cash and Cash equivalents as at March 31</b>		<b>0.53</b>		<b>0.54</b>		<b>0.53</b>

**Notes:**

1 Cash & Cash equivalents comprises of

i) Cash on hand

ii) Bank Balances in current account

**Total**

0.08

0.45

**0.53**

0.14

0.40

**0.54**

0.21

0.31

**0.53**

2 Direct tax Paid are treated as arising from operating activity and not bifurcated between investment & Financing activity .

3 Previous year figures have been regrouped wherever necessary to confirm with current year groupings.

4 Figures in bracket denotes outflow.

**CHATURVEDI SOHAN & CO.**

Chartered Accountants

Firm Regn. No. 118424W

**Sd/-**

CA Rajiv Chauhan

Partner

Membership No. 143866

Place: Mumbai

Date:29-06-2020

**For and on behalf of Board of Directors**

**Sd/-**

(Lalitha Ranka)  
Managing Director  
DIN 01166049

**Sd/-**

(Aditya Mishra)  
Chief Financial Officer

**Sd/-**

(Saurabh Singh)  
Director  
DIN 06501289

**Sd/-**

(Sitaram Sharma)  
Company Secretary

## GANESH HOLDING LIMITED

Notes to Financial Statements for the year ended 31st March, 2020

### 1. Significant Accounting Policies

#### 1.1 Basis of preparation

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS) and the relevant provisions of the Companies Act, 2013 (the Act) (to the extent notified). The company has prepared these financial statements to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. The financial statements have been prepared on an accrual basis and under the historical cost convention except Investments that are measured at fair values as explained in the accounting policies below.

Effective from 1st April, 2019, the Company has adopted Ind AS and the adoption was carried out in accordance with AS-101, first time adoption of Indian accounting Standards, with 1st April, 2018 as the transition date. The Transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was previous GAAP.

#### 1.2 The Balance Sheet and Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Act.

#### 1.3 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognized:

##### a) Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from Operations" in the statement of profit and loss.

##### b) Dividend

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

##### c) Other Income

Other items of revenue are recognized in accordance with the Accounting Standard (AS-9) "Revenue Recognition".

#### 1.4 Inventories

Inventories are valued at lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### 1.5 Investments:

Investments are measured at the Market Value at the end of each reporting financial year, with any gains or losses arising on remeasurement is recognised in Statement of Profit and Loss account under Other Comprehensive income.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

#### 1.6 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The Weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.



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

#### 1.7 Income Taxes

##### Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

##### Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

#### 1.8 Contingent Liabilities

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

#### 1.9 Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

#### 1.10 Cash and Cash Equivalents

Cash and Cash Equivalents for the purposes of cash flow statement comprise cash at bank, cash in hand and short term investments with an original maturity of three months or less.

#### 1.11 Miscellaneous Expenditure :

Preliminary expenditure is written off in the year in which it is incurred, in accordance with provision of Accounting Standard – 26 "Intangible Assets".

**GANESH HOLDING LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2020**

**A. EQUITY SHARE CAPITAL**

(Rupees in lacs)						
Balance at 01-04-2017	Changes in Equity Share Capital during the year 2017-18	Balance at 31-03-2018	Changes in Equity Share Capital during the year 2018-19	Balance at 31-03-2019	Changes in Equity Share Capital during the year 2019-20	Balance at 31-03-2020
24.00	16.50	40.50	-	40.50	-	40.50

**B. OTHER EQUITY**

Particulars	Reserves and Surplus						Other Comprehensive Income -Changes in Fair Value of Investment	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Reserve fund under Section 45 I C(1) of Reserve Bank of India Act, 1934	Sub Total		
Balance as at 01-04-2017	28.12	-	3.14	75.43	0.88	107.57		107.57
Addition During the year 2017-18	-	79.20	-	0.54	-	79.74		79.74
Transfer to mandatory Reserve u/s 45C(1) of RBI	-	-	-	(0.11)	0.11	-		-
Total Comprehensive Income for the year 2017-18	-	-	-	-	-		9.23	9.23
<b>Balance as at 31-03-2018</b>	<b>28.12</b>	<b>79.20</b>	<b>3.14</b>	<b>75.86</b>	<b>0.99</b>	<b>187.31</b>	<b>9.23</b>	<b>196.54</b>
Addition During the year 2018-19				(7.07)		(7.07)		(7.07)
Total Comprehensive Income for the year 2018-19						-	(3.94)	(3.94)
<b>Balance as at 31-03-2019</b>	<b>28.12</b>	<b>79.20</b>	<b>3.14</b>	<b>68.79</b>	<b>0.99</b>	<b>180.24</b>	<b>5.29</b>	<b>185.53</b>
Addition During the year 2019-20				(15.52)		(15.52)		(15.52)
Total Comprehensive Income for the year 2019-20						-	10.42	10.42
<b>Balance as at 31-03-2020</b>	<b>28.12</b>	<b>79.20</b>	<b>3.14</b>	<b>53.27</b>	<b>0.99</b>	<b>164.72</b>	<b>15.71</b>	<b>180.43</b>

As per our report of even date attached

For and on behalf of

**CHATURVEDI SOHAN & CO.**

Chartered Accountants

Firm Regn. No. 118424W

For and on behalf of the Board of Directors

CA Rajiv Chauhan  
 Partner  
 Membership No. 143866

(Lalitha Ranka)  
 Managing Director  
 DIN 01166049

(Saurabh Singh)  
 Director  
 DIN 06501289

(Aditya Mishra)  
 CFO

(Sitaram Sharma)  
 Company Secretary

## GANESH HOLDING LIMITED

Notes to Financial Statements for the year ended 31st March, 2020

		31-03-2020 Rs.	31-03-2019 Rs.	31-03-2018 Rs.
2. Cash and Cash equivalents				
Cash on hand		0.08	0.14	0.21
		-	-	-
Balance with banks:		-	-	-
In Current Accounts		0.45	0.40	0.31
Total		0.53	0.54	0.53
3. Investments				
Non-trade quoted Investments in Mutual Funds				
Valued at Market Value				
ABSL-Floating Rate Fund-R-Growth				
Quantity in Units		64422.769	72092.580	81577.579
Amortised Cost at April 1st		144.17	160.24	164.33
At Fair Value through Other Comprehensive Income		15.71	5.29	9.23
Total		159.89	165.53	173.56
4. Other Financial Assets				
Unsecured, Considered good unless stated otherwise				
Advance Recoverable in cash or kind				
Other Receivables (refer Note no.18)		67.07	67.07	67.60
Rent Deposit		2.00	2.00	2.00
Total		69.07	69.07	69.60
5. Other Current Assets :				
Current Tax Assets (Net)				
Income Tax Deposits		-	0.15	0.15
Less : Provision for Income Tax		-	0.13	0.13
Total		-	0.02	0.02
6. Equity Share Capital				
Authorized Shares				
450,000 (31 March 2019: 450,000) Equity Shares of Rs. 10 each		45.00	45.00	45.00
		45.00	45.00	45.00
Issued, Subscribed and fully paid up Shares				
405,000 (31 March 2019: 405,000) Equity Shares of Rs. 10 each		40.50	40.50	40.50
Total		40.50	40.50	40.50
6.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period				
Equity Shares:				
		31-03-2020	31-03-2019	
		Nos.	Nos.	Rs.
At the beginning of the period		405,000	405,000	40.50
Addition during the year		-	-	-
Outstanding at the end of the period		405,000	405,000	40.50

The company has issued 165000 Equity shares on Preferential Basis of Rs.10/- each at a premium of Rs.48/-per share in FY 2017-18.

## GANESH HOLDING LIMITED

Notes to Financial Statements for the year ended 31st March, 2020

### 6.2 Terms/Rights attached to equity shares:

The company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2020, the amount of per share dividend recognized as distributions to equity shareholders was Rs.NIL (31st March 2019 Rs.NIL)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

### 6.3 Details of shareholders holding more than 5% share in the company

	31-03-2020		31-03-2019	
	Nos.	%	Nos.	%
Equity Shares of Rs. 10/- each fully paid up				
Vulvan Traders Pvt.Ltd.	28,000	6.91%	28,000	6.91%
Ranka Lalitha	200,295	49.46%	200,295	49.46%

### 7. Other Equity

	31-03-2020 Rs.	31-03-2019 Rs.	31-03-2018 Rs.
Capital Reserve	28.12	28.12	28.12
Securities Premium Account	79.20	79.20	79.20
General Reserve	3.14	3.14	3.14
Retained Earnings	53.27	68.79	75.86
Total Comprehensive Income	15.71	5.29	9.23
Reserve fund under Section 45 I C(1) of Reserve Bank of India Act, 1934	0.99	0.99	0.99
<b>Total Reserves and Surplus</b>	<b>180.43</b>	<b>185.53</b>	<b>196.54</b>

### 8. Financial Liabilities:

#### Others payables

Audit Fees payable	0.47	0.47	0.46
Salary Payable	5.57	6.47	5.46
Interest Payable on Share Application Money	1.94	1.94	-
TDS Payable	0.07	0.07	0.12
Expenses Payable	0.50	0.19	0.63
<b>Total</b>	<b>8.55</b>	<b>9.13</b>	<b>6.67</b>

## GANESH HOLDING LIMITED

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

	31-03-2020 Rs.	31-03-2019 Rs.	31-03-2018 Rs.
9. Interest Income			
On Bonds	-	-	0.93
	-	-	0.93
10. Net Gain on Fair Value Changes			
Mutual Fund Investments	2.02	16.41	23.99
	2.02	16.41	23.99
Total	2.02	16.41	24.92
11. Other Income			
Interest on IT Refund	0.00	-	0.01
Total	0.00	-	0.01
12. Employee Benefit Expenses			
Salaries	10.59	13.60	11.71
Staff Welfare	0.06	0.04	0.05
Total	10.66	13.64	11.76
13. Finance Cost			
Interest on Share Application Money	-	2.16	-
Interest on late payment of TDS	-	0.00	-
Total	-	2.16	-
14. Other Expenses			
Rent	0.90	0.90	0.90
Conveyance & Travelling	0.22	0.27	0.36
Bank charges	0.01	0.02	0.01
Depository Charges	0.81	1.29	0.79
Filing Fees	0.05	0.12	0.12
Legal and Professional Charges	0.54	1.28	1.05
Listing Fees	3.54	2.95	2.88
Office Expenses	0.30	0.32	0.25
Communication Expenses	0.01	0.01	0.01
Miscellaneous Expenses	-	-	0.06
Printing and Stationary	0.06	0.06	0.04
Publication Expenses	-	-	0.08
Payment to Auditor (Refer details below)	0.35	0.35	0.35
Professional Tax	0.03	0.03	0.03
Website Expenses	0.09	0.09	0.09
Bad Debts w/off (Pl.refer Note no.19)	-	-	5.48
Total	6.89	7.67	12.49
Payment to Auditor			
As Auditor			
Audit Fees	0.30	0.30	0.30
In Other capacity	-	-	-
Reimbursement of GST	0.05	0.05	0.05
	0.35	0.35	0.35

## GANESH HOLDING LIMITED

Notes to Financial Statements for the year ended 31st March, 2020

15. Employee Benefits (AS - 15)  
No provision for gratuity has been made since none of the employees had completed the mandatory period of five years continuous service and hence not entitled to benefit of gratuity.

16. Related Party Disclosures (AS - 18)  
Name of related parties and related party relationship:

a) Key Management Personnel :

Lalitha Ranka	Director
Saurabh Singh	Director
Pradip Singh	Director
Ganesh Sharma	Director

b) Invitation Investment Pvt Ltd

c) Related parties with whom transaction have taken place during the year:

Nature of Transactions	2019-20	2018-19
Rent Paid (Invitation Investment Pvt Ltd)	90,000	90,000

Note : Related Parties are disclosed by the management and relied upon by the auditors.

17. In accordance with Accounting Standard - 20 (AS - 20) Earnings per Share, the computation of earnings per share is set out below :

Particulars	31st March 2020	31st March 2019	31st March 2018
Weighted average number of Equity Shares of Rs. 10/- each, fully paid up	405,000	405,000	240,000
Number of shares at the end of the period	405,000	405,000	405,000
Adjusted Weighted average number of shares outstanding during the period	405,000	405,000	391,250
Net Profit/(Loss) after tax available for equity shareholders	(5.10)	(11.01)	9.77
Basic Earnings Per Share (In Rs.)	(1.26)	(2.72)	2.50

The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earnings per share of the Company remain the same.

18. The Company has bought and sold commodities through broker Anand Rathi Commodities Limited , who is registered with NSEL. Due to NSEL scam all stock as on the date was not delivered and business had stopped. In August 2013 the committee of NSEL has decided to Pay money to investor in small amount. Hence the company has decided to convert the stock into recoverable under other current assets. Since long nothing is recovered against this advance, management as per their resolution dated 12-02-2018 decided to w/off 7.50% of the advances as Bad Debts against available Profits every year till it becomes nil. But due to loss incurred by the company for the year, nothing w/off for the year.
19. Due to the uncertainty in the future taxable income, the Company has not recognized Deferred Tax as per Accounting standard-22 "Accounting for Taxes On Income".
20. The Company believes that no impairment of assets arises during the year as per the recommendations of Accounting Standard - 28 Impairment of Assets.
21. The RBI cancelled the NBFC Certificate of the company vide order dated 1st October, 2018. However Management has filed an appeal against the same with Ministry of Finance, Delhi on 26-10-2018 and it was heard on 05-09-2019 and an order received dated 27-04-2020 stating RBI may review its cancellation order. RBI action in the matter is awaited.
22. Contingent Liabilities  
There are no contingent liability as on balance sheet for which the company is required to make provision in the books of accounts.
23. Additional Disclosures as required in terms of Paragraph 13 of NonBanking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India.

Particulars	(Rs.in lakhs)	
Liabilities Side	Amount O/S	Amount Overdue
1 Loans and advances availed by the non banking financial company inclusive of interest accrued thereon but not paid:		
a) Debentures:		
Secured	Nil	Nil
Unsecured	Nil	Nil
(other than falling within the meaning of public deposits)		

b) Deferred Credits		Nil	Nil
c) Term Loans		Nil	Nil
d) InterCorporate loans and borrowings		Nil	Nil
e) Commercial Paper		Nil	Nil
f) Other Loans (Specify nature)	Bank O/D	Nil	Nil
Total		Nil	Nil

#### Assets Side

		Amount Outstanding
2	Breakup of Loans and Advances including bills receivables (other than those included in (4) below):	
	a) Secured	Nil
	b) Unsecured	Nil
3	Breakup of Leased Assets and stock on hire and other assets counting towards AFC activities	
	i) Lease assets including lease rentals under sundry debtors:	
	a) Financial Lease	N.A
	b) Operating Lease	N.A
	ii) Stock on hire including hire charges under sundry debtors:	
	a) Assets on hire	N.A
	b) Repossessed Assets	N.A
	iii) Other loans counting towards AFC activities	
	a) Loans where assets have been repossessed	N.A
	b) Loans other than (a) above	N.A
4	Breakup of Investments:	
	Current Investments:	
	1. Quoted:	
	i) Shares: (a) Equity	Nil
	(b) Preference	Nil
	ii) Debentures and Bonds	
	iii) Units of mutual funds	Nil
	iv) Government Securities	Nil
	v) Others (Commodities)	Nil
	2. Unquoted:	
	i) Shares: (a) Equity	Nil
	(b) Preference	Nil
	ii) Debentures and Bonds	Nil
	iii) Units of mutual funds	Nil
	iv) Government Securities	Nil
	v) Others (please specify)	Nil
	Long Term investments:	
	1. Quoted:	
	i) Shares: (a) Equity	Nil
	(b) Preference	Nil
	ii) Debentures and Bonds	Nil
	iii) Units of mutual funds	159.89
	iv) Government Securities	Nil
	v) Others (please specify)	Nil

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

#### 5 Borrower groupwise classification of assets financed as in (2) and (3) above:

Category	Amount net of Provisions		Total
	Secured	Unsecured	
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	Nil	Nil
Total	Nil	Nil	Nil

- 6 Investor groupwise 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)
1.	Related Parties		
	a) Subsidiaries	Nil	Nil
	b) Companies in the same group	Nil	Nil
	c) Other related parties	Nil	Nil
2.	Other than related parties	159.89	144.17
	Total	159.89	144.17
7	Other information		
	i) Gross NonPerforming Assets		
	a) Related Parties	Nil	Nil
	b) Other than related parties	Nil	Nil
	ii) Net NonPerforming Assets	Nil	Nil
	a) Related Parties	Nil	Nil
	b) Other than related parties	Nil	Nil
	iii) Assets acquired in satisfaction of debt	Nil	Nil

24. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006  
Based on the intimation received by the Company, none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, no disclosures relating to amounts unpaid as at the year end together with interest paid /payable are required to be furnished.
25. While determining diminution, other than temporary, in the value of the long term quoted / unquoted investments, the strategic objective of such investments and the asset base of the investee companies have been considered. In view thereof, the decline in the market value of such investments is considered to be of a temporary nature.
26. In the opinion of the Board, the Current Assets, Loans & Advances are realizable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

As per our report of even date attached  
For and on behalf of

CHATURVEDI SOHAN & CO.  
Chartered Accountants  
Firm Regn. No. 118424W

**Sd/-**

CA Rajiv Chauhan  
Partner  
Membership No. 143866

Place: Mumbai  
Date: 29-06-2020

For and on behalf of the Board of Directors

**Sd/-**

(Lalitha Ranka)  
Managing Director  
DIN 01166049

**Sd/-**

(Aditya Mishra)  
CFO

**Sd/-**

(Saurabh Singh)  
Director  
DIN 06501289

**Sd/-**

(Sitaram Sharma)  
Company Secretary



**GANESH HOLDING LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note :Income Tax Expenses**

(Rs. in lacs)

Income tax expense	As at 31.03.2020	As at 31.03.2019
A. Amounts recognised in statement of profit and loss		
<b>Current tax</b>		
Current year	-	-
Short /(excess) provision of earlier years	-	-
<b>Deferred tax</b>		
Attributable to—		
Origination and reversal of temporary differences	-	-
	-	-

(Rs. in lacs)

B. Reconciliation of effective tax rate	As at 31.03.2020	As at 31.03.2019
<b>Profit / (Loss) before tax</b>	(15.52)	(7.07)
Tax at the Indian tax rate of 25.168%% (previous year 29.12%)*	-	-
Income tax expenses recognised in statement of profit and loss	-	-

\* The tax rate used for the current year reconciliation above is the corporate tax rate of 25.168% (previous year 29.12%) payable by

(Rs. in lacs)

C. Income tax recognised in other comprehensive income	As at 31.03.2020	As at 31.03.2019
Remeasurement of defined benefit liability (asset)	-	-
Bifurcation of the income tax recognised in other comprehensive income Items that will not be reclassified to profit or loss - Income tax on Remeasurement of defined benefit liability (Asset)	-	-

**GANESH HOLDING LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note : Financial instruments – Fair values and risk management**

**A. Accounting classification and fair values**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Rs. In Lacs)													
Financial Asset & Liabilities as at 31st March 2020	Non Current	Current	Total	Routed through Profit & Loss				Routed through OCI				Carried at Amortised Cost	Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
<b>Financial assets</b>													
Cash and Cash Equivalent	-	0.53	0.53				-				-	0.53	0.53
Investments	-	159.89	159.89				-	159.89			159.89	-	159.89
Other Financial Assets	-	69.07	69.07				-				-	69.07	69.07
	-	229.48	229.48	-	-	-	-	159.89	-	-	159.89	69.59	229.48
<b>Financial liabilities</b>													
Other Financial Liabilities	-	8.55	8.55				-				-	8.55	8.55
	-	8.55	8.55	-	-	-	-	-	-	-	-	8.55	8.55

(Rs. In Lacs)													
Financial Asset & Liabilities as at 31st March 2019	Non Current	Current	Total	Routed through Profit & Loss				Routed through OCI				Carried at Amortised Cost	Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
<b>Financial assets</b>													
Cash and Cash Equivalent	-	0.54	0.54				-				-	0.54	0.54
Investments	-	165.53	165.53				-	165.53			165.53	-	165.53
Other Financial Assets	-	69.07	69.07				-				-	69.07	69.07
	-	235.14	235.14	-	-	-	-	165.53	-	-	165.53	69.61	235.14
<b>Financial liabilities</b>													
Other Financial Liabilities	-	9.13	9.13				-				-	9.13	9.13
	-	9.13	9.13	-	-	-	-	-	-	-	-	9.13	9.13

(Rs. In Lacs)													
Financial Asset & Liabilities as at 31st March 2018	Non Current	Current	Total	Routed through Profit & Loss				Routed through OCI				Carried at Amortised Cost	Total Amount
				Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
<b>Financial assets</b>													
Cash and Cash Equivalent	-	0.53	0.53				-				-	0.53	0.53
Investments	-	173.56	173.56				-	173.56			173.56	-	173.56
Other Financial Assets	-	69.60	69.60				-				-	69.60	69.60
	-	243.69	243.69	-	-	-	-	173.56	-	-	173.56	70.12	243.69
<b>Financial liabilities</b>													
Other Financial Liabilities	-	6.67	6.67				-				-	6.67	6.67
	-	6.67	6.67	-	-	-	-	-	-	-	-	6.67	6.67

**B. Measurement of fair values**

Valuation techniques and significant unobservable inputs

The Fair Value of the Financial Assets & Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, for financial instruments measured at fair value in the statement of financial position, as well as the significant unobservable inputs used.

**Financial instruments measured at fair value**

Type	Valuation technique
Non current financial assets and liabilities measured at amortised cost	Discounted cash flows: The valuation model considers the present value of

**GANESH HOLDING LIMITED**  
Notes to financial statements for the year ended March 31, 2020

**Note : Financial instruments – Fair values and risk management (continued)**

**Market risk**

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

**Currency risk**

The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in INR.

**Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities( primarily trade receivables).

The carrying amount of following financial assets represents the maximum credit exposure:

**Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Management has established a credit policy under which each new customer is analysed individually for creditworthiness . Credit limits are established for each customer on annual basis. Any sales exceeding those limits require approval from the Risk Management Committee .

Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. The concentration of credit risk is limited due to the fact that the customer base is large.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

(Rs. In Lacs)		
<b>Movement in impairment on trade receivables</b>	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
Balance at the beginning of the year	-	-
Changes in loss allowance	-	-
Balance at the end of the year	-	-

**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company believes that its liquidity position, including total cash equivalents, anticipated internally generated funds from operations and financial support from holding company should enable it to meet its ongoing capital, operating and other liquidity requirements.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

<b>Maturity Analysis of Significant Financial Liabilities</b>	(Rs. In Lacs)	
<b>31st March 2020</b>	<b>Total</b>	<b>Upto 1 year</b>
Other Financial Liabilities	8.55	8.55
<b>31st March 2019</b>	<b>Total</b>	<b>Upto 1 year</b>
Other Financial Liabilities	9.13	9.13
<b>1st April 2018</b>	<b>Total</b>	<b>Upto 1 year</b>
Other Financial Liabilities	6.67	6.67

**GANESH HOLDING LIMITED**  
**Notes to financial statements for the year ended March 31, 2020**

**Note : Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The aim to maintain an optimal capital structure and minimise cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Company monitors its capital using the gearing ratio which is total debt divided by total capital plus total debt.

(Rs. in lacs)			
Particulars	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
Total Debt	-	-	-
Total Equity	220.93	226.03	237.04
Total debt to equity ratio (Gearing ratio)	-	-	-

**GANESH HOLDING LIMITED**  
**Notes to financial statements for the year ended March 31, 2020**

**Note : Transition to Ind AS :**

These are the Company's first financial statements prepared in accordance with Ind AS. The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

The Significant Accounting Policies set out in Note No.1 have been applied in preparing the financial statements for the year ended March 31, 2020, March 31, 2019 and the opening Ind As Balance sheet on the date of transition i.e. April 1, 2018.

In preparing its Ind AS Balance sheet as at April 1, 2018 and in presenting the comparative information for the year ended March 31, 2019, the Company has adjusted amounts previously reported in the financial statements prepared in accordance Previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with Previous GAAP, and how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

**I) Explanation of transition to Ind AS**

In preparing the financial statement, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

**Property, Plant and Equipment and Intangible Assets exemption:**

The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (April 1, 2018).

**Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

GANESH HOLDING LIMITED  
Notes to financial statements for the year ended March 31, 2020

Note : Transition to Ind AS :

II) Reconciliation of Balance sheet as at April 1, 2018 and March 31, 2019

							(Rs. in lacs)
Particulars	Reference Note No.	As at 31.03.2019 (Regrouped IGAAP)	IND AS Adjustments	As at 31.03.2019 (IND AS)	As at 01.04.2018 (Regrouped IGAAP)	IND AS Adjustments	As at 01.04.2018 (IND AS)
<b>ASSETS</b>							
<b>NON - CURRENT ASSETS</b>							
Financial Assets							-
Investments		160.24	(160.24)		164.34	(164.34)	
Other Current Assets		0.02	(0.02)		0.02	(0.02)	
<b>CURRENT ASSETS</b>							
Financial Assets							
Cash and Cash Equivalent	2	0.54	-	0.54	0.53	-	0.53
Investments	3	-	165.53	165.53	-	173.56	173.56
Other Financial Assets	4	69.07	-	69.07	69.60	-	69.60
Other Current Assets	5	-	0.02	0.02	-	0.02	0.02
<b>TOTAL ASSETS</b>		<b>229.87</b>	<b>5.29</b>	<b>235.17</b>	<b>234.48</b>	<b>9.23</b>	<b>243.71</b>
<b>EQUITY AND LIABILITIES</b>							
<b>Equity</b>							
Equity Share Capital	6	40.50	-	40.50	40.50	-	40.50
Other Equity	7	180.24	5.29	185.53	187.31	9.23	196.54
<b>Total Equity</b>		<b>220.74</b>	<b>5.29</b>	<b>226.03</b>	<b>227.81</b>	<b>9.23</b>	<b>237.04</b>
<b>Liabilities</b>							
<b>Current Liabilities</b>							
Financial Liabilities							
Other Financial Liabilities	8	9.13	-	9.13	6.67	-	6.67
<b>Total Current Liabilities</b>		<b>9.13</b>	<b>-</b>	<b>9.13</b>	<b>6.67</b>	<b>-</b>	<b>6.67</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>229.87</b>	<b>5.29</b>	<b>235.17</b>	<b>234.48</b>	<b>9.23</b>	<b>243.71</b>

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

					(Rs. in lacs)
Particulars	Reference Note No.	Year ended March 31, 2019 (Regrouped IGAAP)	IND AS Adjustments	Year ended March 31, 2019 (IND AS)	
<b>Income</b>					
Revenue from Operations	10	16.41		16.41	
Other Income	11	-	-	-	
<b>Total Income</b>		<b>16.41</b>	<b>-</b>	<b>16.41</b>	
<b>Expenses:</b>					
Employee Benefit Expenses	12	13.64	-	13.64	
Finance Cost	13	2.16	-	2.16	
Other Expenses	14	7.67	-	7.67	
<b>Total expenses</b>		<b>23.48</b>	<b>-</b>	<b>23.48</b>	
<b>Profit before tax</b>		<b>(7.07)</b>	<b>-</b>	<b>(7.07)</b>	
<b>Tax Expenses</b>					
(1) Current tax			-	-	
(3) Deferred tax Charge / (Credit)			-	-	
(4) Income Tax for earlier years			-	-	
<b>Profit after tax</b>		<b>(7.07)</b>	<b>-</b>	<b>(7.07)</b>	
<b>Other Comprehensive Income (net of tax)</b>					
A. Items that will not be reclassified to Profit or loss			(3.94)	(3.94)	
<b>Total Comprehensive Income for the year</b>		<b>(7.07)</b>	<b>(3.94)</b>	<b>(11.01)</b>	

IV) On account of transition to Ind AS, there is no material adjustment to the Statement of Cash Flows for the year ended March 31, 2019.

## V) Reconciliation of Equity as on March 31, 2019 &amp; April 1, 2018

(Rs. in lacs)

Particulars	As at 31.03.2019	As at 01.04.2018
Total Equity (Shareholder's funds) as per previous GAAP	220.74	227.81
Adjustment to restate to Ind AS		
Reversal of proposed dividend and recognition in the year of declaration and payment	5.29	9.23
Total Impact	5.29	9.23
Total Equity as per Ind AS	226.03	237.04

## VI) Reconciliation of Profit or Loss for the year ended March 31, 2019.

(Rs. in lacs)

Particulars	Year ended 31.03.2019
Profit and Loss as per Previous GAAP	(7.07)
Adjustment to restate to Ind AS	
Actuarial gain or loss on defined benefit plan transferred to Other Comprehensive Income	-
Deferred tax impact on above adjustments	-
Net Profit (as per Ind AS)	(7.07)
Other Comprehensive Income	
A. Items that will not be reclassified to Profit or loss	(3.94)
Total Comprehensive Income / (Loss)	(11.01)

## VII) Notes to reconciliations :-

## Note 1 : Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, Indian GAAP statement of profit and loss is reconciled with statement of profit and loss as per Ind AS.

The accompanying notes are an integral part of these financial statements

As per our report of even date attached

For and on behalf of

CHATURVEDI SOHAN & CO.

Chartered Accountants

Firm Regn. No. 118424W

For and on behalf of the Board of Directors

Sd/-

CA Rajiv Chauhan  
Partner  
Membership No. 143866

Sd/-

(Lalitha Ranka)  
Managing Director  
DIN 01166049

Sd/-

(Saurabh Singh)  
Director  
DIN 06501289

Sd/-

(Aditya Mishra)  
CFO

Sd/-

(Sitaram Sharma)  
Company Secretary

Place: Mumbai

Date: 29/06/2020

**ATTENDANCE SLIP**

**GANESH HOLDINGS LIMITED**

**(CIN L67120MH1982PLC028251)**

**Registered Office: 607, Centre Plaza, Daftary Road, Malad (East), Mumbai - 400097.**

**38<sup>th</sup> Annual General Meeting – 30<sup>th</sup> September, 2020**

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

NAME OF THE  
SHAREHOLDER/PROXY.....

.....

Folio No.....

ADDRESS.....

.....

.....

DP ID\* .....

No. of Shares held:.....

Client Id\* .....

I hereby record my presence at the 38<sup>th</sup> ANNUAL GENERAL MEETING of the Company at its Registered Office of the Company at : 607, Centre Plaza, Daftary Road, Malad (East), Mumbai - 400097 on Wednesday, the 30<sup>th</sup> September, 2020 at 10.00 a.m.

\*To be used for shares held in electronic form

SIGNATURE OF THE SHAREHOLDER / PROXY



## PROXY FORM

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

### GANESH HOLDINGS LIMITED

(CIN L67120MH1982PLC028251)

Regd. Office: 607, Centre Plaza, Daftari Road, Malad (East), Mumbai –400097

Email: ganeshholding@gmail.com, Website: www.ganeshholdings.com

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

I / we being member (s) of ..... shares of the above named company hereby appoint :

1. Name ..... Address.....  
Email ID ..... Signature.....or failing him;
2. Name ..... Address.....  
Email ID ..... Signature.....or failing him;
3. Name ..... Address.....  
Email ID ..... Signature.....or failing him;

as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30<sup>th</sup> September, 2020 at 10.00 a.m. at 607, Daftary Road, Malad (East), Mumbai - 400097 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional *	
ORDINARY BUSINESS		For	Against
1	Adoption of financial statements for the year ended on 31 <sup>st</sup> March 2020, Report of the Directors and Auditors Report		
2	Appointment of Auditors and fix their remuneration.		
ORDINARY BUSINESS			
3	Confirmation of re-appointment of Smt.Lalitha Ranka as Managing Director of the Company for a term of 5 years		

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

#### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 37<sup>th</sup> Annual General Meeting.
3. \*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

