

LIBORD FINANCE LIMITED



26th
Annual Report
2019-20

REGISTERED OFFICE

104, M.K.Bhavan,
300, Shahid Bhagat Singh Road,
Fort, Mumbai 400 001.
Tel.: 022-2265 8108 / 9 /10
Fax : 022-2266 2520
Email : investorrelations@libord.com
Website :www. libord.com

STATUTORY AUDITOR

Mehta Singhvi & Associates
Chartered Accountants

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Lakhan Suganchand Dargad

DIRECTORS

Dr. (Mrs.) Vandna Dangri
Mr. Lalit Kumar Dangri
Mr. Nawal Agrawal
Mr. Radhey Shyam Soni
Mr. Raghvendra Raj Mehta

REGISTRAR & SHARE TRANSFER AGENT:**SHAREX DYNAMIC (INDIA) PVT.LTD.**

C-101, 247 Park, L.B.S. Marg
Vikhroli (West), Mumbai -400083
Tel. : 022-2851 5606 / 5644
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NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of Libord Finance Limited will be held on Monday, September 14, 2020 at 3.00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and the Auditors' Report thereon and the Report of the Directors along with Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Lalit Kumar Dangi (DIN 00886521) who retires by rotation and being eligible, offers himself for reappointment.

Place : Mumbai
Date : August 10, 2020

By the Order of the Board

Registered office
104-M. K. Bhavan
300, Shahid Bhagat Singh Road,
Fort, Mumbai - 400 001

Dr. Vandna Dangi
Managing Director
DIN: 00886496

Nawal Agrawal
Chief Financial Officer and Director
DIN: 01753155

Notes:-

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with applicable MCA Circulars and SEBI Circular dated May 12, 2020 (collectively referred as 'Circulars'), the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are encouraged to send a scanned certified copy of the Board Resolution (pdf format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent through its registered email address to the Scrutinizer at investorrelations@libord.com.
4. The Register of Members of the Company and the Shares Transfer Books of the Company will remain closed from Thursday, September 10, 2020 to Monday, September 14, 2020 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchange (BSE).
5. Members are advised to avail themselves of nomination facility as per the Section 72 of the Companies Act, 2013 for which Nomination Form can be availed from the RTA.
6. In terms of Section 152 of the Companies Act, 2013, Mr. Lalit Kumar Dangi (DIN: 00886521), Director of the Company retires by rotation at the Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company commends his re-appointment. A brief profile of Mr. Dangi is annexed below and forms part of the Notice.
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before through email to investorrelations@libord.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
8. In compliance with the aforesaid Circulars, the Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the website of the Company at www.libord.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with the aforesaid Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, September 7, 2020. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date i.e., Monday, September 7, 2020, may obtain the login ID and password by sending a request at evoting@cDSL.co.in or investorrelations@libord.com.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to members on first come first served basis.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
15. The Meeting shall be deemed to be held at B-526, Chintamani Plaza, Mohan Studio Compound, Andheri Kurla Road, Andheri (East), Mumbai-400099.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

17. Procedure for Remote E-Voting

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

- (i) The remote e-voting begins at 9.00 a.m. from Thursday, September 10, 2020 and will end at 5.00 p.m. on Sunday, September 13, 2020 [Both days inclusive]. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) Monday, September 7, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
- (iii) Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders 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.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "**LIBORD FINANCE LIMITED**".
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians are as under:**
- 1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 3) 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.
 - 4) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 5) 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.
 - 6) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. investorrelations@libord.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
18. 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) by electronic means at helpdesk.evoting@cdslindia.com or call 1800225533.
19. **Process for those Shareholders whose E-mail addresses are not registered with the Depositories for obtaining login credentials for E-voting for the Resolutions proposed in this notice:**
- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@libord.com or support@sharexindia.com.
 - 2) For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@libord.com or support@sharexindia.com.
 - 3) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.
20. **Instructions for Shareholders attending the AGM through VC/OAVM are as under:**
- 1) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - 2) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - 3) Further shareholders will be required to use Internet with a good speed to avoid any disturbance during the meeting.
 - 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - 5) Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@libord.com up to September 7, 2020 (IST 5.00 p.m.). Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@libord.com up to September 7, 2020 (IST 5.00 p.m.). These queries will be replied suitably by the Company.
 - 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Please note that the Company reserves the right to restrict the number of questions and the number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
21. **Instructions for Shareholders for E-voting during the AGM are as under:**
- 1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - 2) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- 3) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 4) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. Other Instructions

- 1) Mr. Mehul Chhajed, Practicing Company Secretary (Membership No: A36517), Partner of M/s SKCM & Associates, has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the e-voting process (both remote e-voting and e-voting at the AGM) in a fair and transparent manner.
- 2) The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and make, not later than 48 (forty-eight) hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and such report shall then be sent to the Chairman or a person authorized by him, who shall then countersign the same.
- 3) The results of the e-voting shall be declared on or after the AGM of the Company. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.libord.com and be communicated to the BSE Limited at www.bseindia.com where the equity shares of the Company are listed and the CDSL at www.evoting.india.com. The date of declaration of results by the Company is deemed to be the date of passing of the resolutions.

Place : Mumbai
Date : August 10, 2020

By the Order of the Board

Registered office
104-M. K. Bhavan
300, Shahid Bhagat Singh Road,
Fort, Mumbai - 400 001

Dr. Vandna Dangi
Managing Director
DIN: 00886496

Nawal Agrawal
Chief Financial Officer and Director
DIN: 01753155

ANNEXURE A

As required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Director proposed to be appointed / re-appointed at the 26th Annual General Meeting is given below:

Ordinary Business	Item No. 2
Name of the Director	Mr. Lalit Kumar Dangi
DIN	00886521
Age	61 Years
Date of Appointment	April 4, 1994
Qualification	F.C.A., A.C.S., A.C.M.A., I.R.P., B.Com.
Experience in specific functional areas	Over 37 years' experience in Financial Services Industry and Capital Market/Accountancy.
Directorships in other Companies	Libord Securities Limited Libord Consultants Private Limited Libord Exports Private Limited Libord Asset Reconstruction Company Private Limited Libord IRP Advisors Private Limited Libord Brokerage Private Limited Libord Advisors Private Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman of Stakeholder Relationship Committee of Board of Directors. Member of Audit Committee of the Board of Directors. Member of Nomination and Remuneration Committee of Board of Directors.
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	Chairman of Stakeholders Relationship Committee of the Board of Directors of Libord Securities Limited
Remuneration	Nil
Number of Board Meetings Attended	5
No. of Shares held in the Company	10,87,836
Inter-se Relationship between Directors and KMPs	Spouse of Dr. Vandna Dangi (Director & KMP)

DIRECTORS' REPORT & STATE OF AFFAIRS REPORT

To
The Members,
Libord Finance Limited

Your Directors have pleasure in presenting the 26th Annual Report along with the Audited Accounts of the Company for the year ended March 31, 2020.

1. FINANCIAL PERFORMANCE

A summary of the standalone & consolidated financial performance of your Company for the financial year ended March 31, 2020, is as under: (Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Income from Operations (Net)	153.44	114.66	153.44	118.52
Profit before Interest & Depreciation	58.62	5.50	58.62	6.69
Finance Cost	3.24	0.03	3.24	0.03
Depreciation, amortisation and impairment	21.57	3.64	21.57	3.64
Profit before Taxes	33.81	1.83	33.81	3.02
Current tax	7.75	2.50	7.75	2.81
Tax effect of earlier year	0.38	(2.10)	0.38	(2.10)
Deferred Tax	(0.71)	0.12	(0.71)	0.12
Profit after Taxation (PAT)	26.39	1.31	26.39	2.20
Net Gain/(Loss) on re-measurement of equity instrument designated at FVOCI for the year	(7.27)	(12.55)	(7.27)	(12.55)
Share of Profit of Associate Companies	-	-	(314.85)	2.86
Profit/(Loss) for the year transferred to the Profit & Loss Account under Retained Earnings	26.39	1.31	(288.46)	5.06
Total Comprehensive Income	19.12	(11.24)	(295.73)	(7.50)

2. REVIEW OF OPERATIONS

(a) Standalone Results

The income from operation on standalone basis during the year was Rs. 153.44 lakhs (Previous Year Rs. 114.66 lakhs). The Company's turnover has increased by about 33.82% on standalone basis due to increase in income from interest and consultancy income in this financial year. The gross profits before taxes have increased from Rs. 1.83 lakhs to Rs. 33.81 lakhs due to increase in operational efficiency and also due to Ind AS effect on first time adoption.

(b) Consolidated Results

This fiscal, your Company has achieved a turnover of Rs. 153.44 Lakhs (Previous Year Rs. 118.52 lakhs) on consolidation basis. The net loss after tax was Rs. 288.46 lakhs (Previous Year net profit of Rs. 5.06 lakhs) on consolidation basis.

3. ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS)

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) read with Section 133 of the Companies Act, 2013 (the "Act"). For all periods up to and including the financial year ended March 31, 2019, the Company had prepared its Consolidated Financial Statements in accordance with requirements of the Accounting Standards notified under section 133 of Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP). The Financial Statements for the year ending March 31, 2020 have been prepared under Ind AS for the first time. The date of transition to Ind AS is April 1, 2018 and the adoption was carried out in accordance with Ind AS 101 – First time adoption of Indian Accounting Standards. The Company is engaged primarily in the business of Financial Services and accordingly there are no separate reportable segments dealing with Segment Reporting. The Company's business is not subject to seasonal variation.

4. OUTLOOK & PROSPECTS

The Economic Survey 2020 has continued the vision of transforming India into a 5 trillion-dollar economy by the year 2025 and has emphasized crafting a framework of policies that can foster wealth creation in India. The Survey identifies several levers for furthering wealth creation ranging from fostering entrepreneurship at the grassroots as reflected in new firm creation in India's districts to promoting "pro-business" policies that "unleash the power of competitive markets to generate wealth". The focus is on freeing up the markets from government intervention where it is not necessary and integrating "Assemble in India" into "Make in India". Further the survey highlights the importance of promoting labor-intensive exports with a view to generate more jobs. During the fiscal 2019-20, however, the Indian economy was faced with many challenges on the domestic and global fronts which partially resulted into slowing down its growth rate in successive quarters. To add to the woes of the economy, COVID-19 caused major disruptions in most sectors. In particular, the service sector and MSME Sector were hit hard due to mass lockdowns and social distancing measures that became mandatory with a view to contain the contagion from spreading through community transmission. This adversely affected the NBFC sector also which faced severe liquidity constraints.

However, a huge economic stimulus (around Rs. 21 lakh Crores) announced by the Government of India and the Reserve Bank of India for revival of economic activities comprising of several general and targeted measures have improved the outlook & prospects for the Indian economy in medium to long term. These measures including recent amendments in IBC code, will create conducive conditions for the functioning of financial institutions and markets.

Thus, we see a much-improved positive outlook for the Indian economy in the following fiscal. However, the stagnancy in the global growth rate, rising trade tensions across major economies of the World and uncertainties of monsoon back home will continue to pose challenges to the Indian economy.

5. SHARE CAPITAL

During the year, there was an increase in the paid-up equity capital of the Company on account of the allotment of 20,50,000 equity shares to promoter group in pursuance to conversion of 20,50,000 warrants issued on preferential basis. As a result, the paid-up capital of the Company increased from Rs. 1365 lakhs comprising of 136.50 lakh shares of Rs. 10/- each as on March 31, 2019 to Rs. 1570 lakhs comprising of 157.00 lakh shares of Rs. 10/- each as on March 31, 2020. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

6. DIVIDEND

In order to conserve the resources of the Company, your directors do not recommend any dividend for the current year. A sum of Rs. 26.39 lakhs have been transferred to the Profit & Loss account under Reserves & Surplus.

7. 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.

8. MAINTENANCE OF COST RECORDS

The Maintenance of Cost Records pursuant to Section 148(1) of the Companies Act, 2013 is not required by the Company and accordingly such accounts and records are not made and maintained by the Company.

9. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size and nature of its operations. During the year, controls were tested and no material weakness in design and operation were observed. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies.

10. DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Mr. Lalit Kumar Dangi (DIN 00886521), Director of the Company will be retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. During the year, Mr. Romil Choksey (DIN 06635204) has completed his term as an Independent Director on 26.09.2019 and did not offer for reappointment at the 25th AGM. Mr. Raghvendra Raj Mehta (DIN 01947378) was appointed as an Independent Director of the Company for the term of 5 Years in the 25th AGM by the Members with effect from 26.02.2019. During the year under review, Ms. Namrata Balam Shinde (ACS 57072) resigned w.e.f. 11.04.2019 and Mr. Lakhna S. Dargad (ACS 52571) has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. 19.08.2019.

11. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year, there were five (5) meetings of the Board of Directors held on 11.04.2019, 27.05.2019, 14.08.2019, 14.11.2019 and 04.02.2020. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and applicable Secretarial Standards. Details about the Board meetings and committee meetings are given in report on Corporate Governance which forms part of this Report.

12. DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors have given their respective declarations that they meet the criteria of independence as specified under Section 149 (6 and 7) of the Act, the Rules made thereunder and the Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. REMUNERATION POLICY

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors have approved and adopted a Remuneration policy for Directors, Key Managerial Personnel and other employees of the Company under Section 178 (3) of the Companies Act, 2013. The remuneration policy has been disclosed on the website of the Company www.libord.com at the link http://libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=91.

14. CODE OF CONDUCT

The Code of Conduct for the Board of Directors and the senior management has been adopted by the Company. The Code of Conduct has been disclosed on the website of the Company at http://libord.com/Finance/InvestorRelations.aspx?Inv_Rel_Id=28.

15. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS

Report on Corporate Governance for the financial year ended March 31, 2020 along with the certificate from the Auditors of the Company confirming the compliance with regulations of corporate governance and Management Discussion Analysis under the Listing Regulations forms part of this Report.

16. MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

In terms of Regulation 17(8) of the Listing Regulations, the certificate, as prescribed in Part B of Schedule II of the said Regulations, has been obtained from Dr. Vandna Dangi, Managing Director and Mr. Nawal Agrawal, Chief Financial Officer, for the financial year 2019-20 with regard to the financial statements and other matters. The said certificate forms part of the report on Corporate Governance.

17. BOARD COMMITTEES

The Company is not required to constitute the Risk Management Committee pursuant to the provisions of Regulation 21 of Listing Regulations. Details of all the following Committees constituted by the Board along with their composition, terms of reference and meetings held during the year are provided in the Report on Corporate Governance which forms part of this Report: 1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination and Remuneration Committee.

18. SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES

Libord Brokerage Private Limited (LBPL) is an Associate Company of the Company. Your Company has 39.96% of the equity holding in LBPL. LBPL is registered as a stock broker under the SEBI Act and is an approved member of the BSE, NSE, MCX and CDSL duly approved by SEBI. The Company is also a member of AMFI, Comris and CCRL-RP. The net loss after tax of LBPL is Rs 823.32 lakhs for the year ended March 31, 2020. A non-controlling interest of Rs. 329.01 Lakhs has been considered in consolidation. (Refer Annexure III for Form AOC-1).

M/s Libord Advisors Private Limited (LAPL) is an Associate Company of the Company. Your Company has 46.29% of the equity holding in LAPL. LAPL is a SEBI registered Category 1 Merchant Banker. The net profit after tax of LAPL is Rs. 30.60 lakhs for the year ended as at March 31, 2020. A non-controlling interest of Rs. 14.16 Lakh has been considered in consolidation. (Refer Annexure III for Form AOC-1)

19. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy to report to the Management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. Under this policy, the employees can approach the Company's Compliance Officer and/or Chairman of the Audit Committee. Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination be meted out to any person for a genuinely raised concern. The Whistle Blower Policy of the Company is also posted on the website of the Company. Details of Vigil Mechanism/Whistle Blower Policy are also included in the report on Corporate Governance. During the financial year 2019-20, no cases under this mechanism were reported to the Company and/or to any of its associates.

20. 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 "Code of Fair Disclosure, Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" has been adopted and has been disclosed on the website of the Company at www.libord.com. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

21. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The provisions of Section 135 of the Companies Act, 2013 are not presently applicable to the Company.

22. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (3c) & (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That 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) That the Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the Directors have prepared the accounts for the financial year ended March 31, 2020 on a going concern basis.
- (v) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. BUSINESS RISK MANAGEMENT

Pursuant to Section 134 (3) (n) of the Companies Act, 2013, the Company has undertaken suitable measures for the development and implementation of a risk management policy for the Company including identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company. At present the Company has not identified any element of risk which may threaten the existence of the Company.

24. PARTICULARS OF MATERIAL ORDERS

During the year under review, neither any Regulator nor any Court or Tribunal has passed any significant and material order impacting the going concern status and the Company's operations in the future.

25. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

26. BOARD EVALUATION

The performance of Board of Directors and the Committees constituted by the Board and the individual Directors have been evaluated during the Financial Year ended March 31, 2020.

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no contracts or arrangements with related parties which are not at arms' length during the year. Hence, Form AOC-2 pursuant to the provisions of Section 134(3)(h) of the Companies Act, 2013 and rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable and does not form part of this report accordingly.

28. PURCHASE OF SHARES OF THE COMPANY

The Company does not give any loan, guarantee or security, or any financial assistance to the employees of the Company for the purpose of purchase or subscription for any shares of the Company pursuant to Section 67 (2) of the Companies Act, 2013.

29. EXTRACT OF ANNUAL RETURN

Pursuant to provisions of Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 is annexed to this Report and forms part of this Report. (Please refer, Annexure - I: Extract of Annual Return)

30. AUDIT COMMITTEE**a) Terms of Reference**

To oversee, inter alia, the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of the audit fees, to review and discuss with the Auditors about internal control systems, scope of audit including observations of the auditors on adequacy of internal control systems, major accounting policies & practices, adopting accounting standards and complying various requirements concerning financial statements, if any, to review the Company's quarterly, half yearly and annual financial statements before submission to the Board of Directors.

b) Composition of Audit Committee

The Audit Committee comprises of three directors with Independent Directors forming the majority. Mr. Radhey Shyam Soni, Independent Director is the Chairman of the Audit Committee. Mr. Raghendra Raj Mehta, Independent Director and Mr. Lalit Kumar Dangi Non-Executive/ Non-Independent Director are the other two members of the Audit Committee. The members possess adequate knowledge of accounts, audit and finance, among others. The composition of the Audit Committee meets the requirement as per Section 177 of the Companies Act, 2013 and the Listing Regulations. There are no recommendations of the Audit Committee which have not been accepted by the Board. During the year four Audit Committee meetings were held on 27.05.2019, 14.08.2019, 14.11.2019 and 4.02.2020.

31. SECRETARIAL AUDIT REPORT

M/s Kamlesh Jain & Associates, Company Secretaries, were appointed as Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2019-20. Pursuant to Section 204 (1) of the Companies Act, 2013, the Secretarial Audit Report submitted by the Secretarial Auditors for the year ended March 31, 2020 is annexed to the Annual Report and forms part of the Annual Report (Annexure-II). The observations made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 (3) of the Companies Act, 2013.

32. STATUTORY AUDITORS

At 25th Annual General Meeting (AGM), the members have appointed M/s Mehta Singhvi & Associates, Chartered Accountants, Mumbai (FRN: 122217W) as Statutory Auditors of the Company for period of five years to hold office till the 30th Annual General meeting of the Company. The Companies (Amendment) Act, 2017 has waived the requirement for ratification of appointment of the Statutory Auditors by the members at every Annual General Meeting. Hence, the resolution to ratify the appointment of the Auditor does not form part of the Notice of the AGM. The Auditors' Report to the shareholders for the year under review does not contain any qualification.

33. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

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.

34. STATEMENT PURSUANT TO LISTING AGREEMENT

The Company's Equity Shares are listed at BSE Ltd., Mumbai. The Listing Fee for the Year under review has been paid to the BSE Ltd timely.

35. PERSONNEL

The information required to be disclosed in the Directors' Report pursuant to Section 197 of the Companies Act 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 is set out as an Annexure to the Report Refer Annexure-IV.

36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) **CONSERVATION OF ENERGY** : Not Applicable.

(B) **TECHNOLOGY ABSORPTION** : Not Applicable.

(C) **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Foreign Exchange Earnings	NIL	NIL
Foreign Exchange outgo	NIL	NIL

37. ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the valuable contribution made by the staff members of the Company and their appreciation for the active support given by Banks, Investors, Shareholders, Employees and Clients.

Place : Mumbai
Date : August 10, 2020

By the Order of the Board

Registered Office:
104-M. K. Bhavan,
300, Shahid Bhagat Singh Road,
Fort, Mumbai - 400 001

Dr. Vandna Dangi
Managing Director
DIN: 00886496

Nawal Agrawal
Chief Financial Officer and Director
DIN: 01753155