

Annexure - J

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company believes that effective Corporate Governance is not just the framework enforced by the regulation but it is supported through the principles of transparency, unity, integrity, spirit and responsibility towards the stakeholders, shareholders, employees and customers. Good Corporate Governance requires competence and capability levels to meet the expectations in managing the business and its resources and helps to achieve goals and objectives of the organization; It enhances long term Shareholders value through assisting the top management in taking sound business decisions and prudent financial management and achieving transparency and professionalism in all decisions and activities of the Company.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance and the Regulations of RBI for Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated February 17, 2020 (the 'NBFC Regulations'), as applicable to the Company.

Good Corporate Governance should provide proper incentives for the board and management to pursue objectives that are in the interests of the Company and its shareholders and should facilitate effective monitoring. The Company acutely and consistently reviews its systems, policies and internal controls with an objective to establish sound risk management system and impeccable internal control system.

BOARD OF DIRECTORS:

At the helm of the Company's Corporate Governance practice is its Board. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholder's aspirations and societal expectations.

CONSTITUTION OF BOARD:

a) The Board of the Company comprises seven (7) Directors out of which two (2) are Promoter Executive Directors, one (1) is woman Executive Director, one (1) is woman Independent Director and Three (3) are non-promoter Independent Directors as on March 31, 2020. As on the date of this report, the Board comprises following Directors:

Name of Directors	Designation	Category	Date of Appointment	Total Directorship including this Company	No. of Committee Membership/ chairman in other Domestic company including this Company^		No. of Equity Shares held as on March 31, 2020
					Chairman#	Members##	
Mr. Kamlesh Chimanlal Gandhi	Chairman & Managing Director (Promoter)	Executive Director	25/05/1995	4	-	-	62,81,583*
Mr. Mukesh Chimanlal Gandhi	Whole-time Director & CFO (Promoter)	Executive Director	25/05/1995	5	-	2	1,61,55,814
Mrs. Darshana Saumil Pandya	Director & CEO	Executive Director	23/09/2016	2	-	-	15,434
Mr. Balabhaskaran	Independent Director	Non - Executive Director	25/05/1995	4	3	3	945
Mr. Chetan Ramniklal Shah	Independent Director	Non - Executive Director	06/06/2008	2	-	3	Nil
Mr. Umesh Rajanikant Shah	Independent Director	Non - Executive Director	21/12/2016	1	-	1	200
Mrs. Daksha Niranjana Shah	Independent Director	Non - Executive Director	14/03/2019	6	-	-	Nil

^ Committee includes Audit Committee and Stakeholder Relationship Committee across all Public Companies.



Details of Chairman in Committees:

Director	Committee
Mr. Balabhaskaran	1. Audit Committee – H.A.S. Financial Services Limited 2. Stakeholder Relationship Committee – H.A.S. Financial Services Limited 3. Audit Committee – H.A.S. Rural Housing & Mortgage Finance Limited

Details of Membership in Committees:

Name of Director	Membership in Committees
Mr. Mukesh Chimanlal Gandhi	1. Stakeholder Relationship Committee – H.A.S. Financial Services Limited 2. Audit Committee – H.A.S. Rural Housing & Mortgage Finance Limited
Mr. Balabhaskaran	1. Audit Committee – H.A.S. Financial Services Limited 2. Stakeholder Relationship Committee – H.A.S. Financial Services Limited 3. Audit Committee – H.A.S. Rural Housing & Mortgage Finance Limited
Mr. Umesh Shah	1. Audit Committee – H.A.S. Financial Services Limited
Mr. Chetan Shah	1. Audit Committee – H.A.S. Financial Services Limited 2. Stakeholder Relationship Committee – H.A.S. Financial Services Limited 3. Audit Committee – H.A.S. Rural Housing & Mortgage Finance Limited

* Mr. Kamlesh Gandhi, Chairman & Managing Director (Promoter) of the Company has purchased the 4,250 equity shares of the Company consisting of 2,250 equity shares on 30/03/2020 & 2,000 equity shares on 31/03/2020. However, the said shares were not reflected under the BENPOS received from Registrar and Transfer Agent as the same were in transit process. Therefore, we are unable to mention the said shares in the shareholding pattern filed with Stock Exchanges for the quarter ended on 31st March, 2020.

None of the above Directors bear inter-se relation with other Directors except Mr. Kamlesh Gandhi and Mr. Mukesh Gandhi are brothers.

The composition of Board complies with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

None of the Directors on the Board holds directorships in more than eight listed companies and none of the Independent Director serves as an Independent Director on more than seven listed companies.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

b) Names of the other listed entities where the person is a Director and the Category of Directorship:

Names of Directors	Name of the listed entities	Category of Directorship
Mrs. Daksha Shah	Sadbhav Infrastructure Project Limited	Non-Executive - Independent Director

Board Meeting:

Regular meetings of the Board are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened, as and when required, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are held at registered office of the Company.

During the year under review, Board of Directors of the Company met 5 times, viz May 08, 2019, July 31, 2019, November 06, 2019, February 05, 2020 and February 19, 2020.



The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below;

Name of Directors	No. of Board meeting held during the year (2019-20)	No. of Board Meeting attended during the year (2019-20)	Attended the previous AGM (Yes or No)
Mr. Kamlesh C. Gandhi	5	5	Yes
Mr. Mukesh C. Gandhi	5	5	Yes
Mrs. Darshana S. Pandya	5	5	Yes
Mr. Balabhaskaran	5	5	Yes
Mr. Chetan R. Shah	5	5	No
Mr. Umesh R. Shah	5	5	Yes
Mrs. Daksha N. Shah	5	5	Yes

Directorship & Membership of Board / Committees:

Name of Directors	Directorship	Category	*No. of Committees
Mr. Kamlesh Chimanlal Gandhi	1. H A S Financial Services Limited#	Executive Director	-
	2. H A S Rural Housing & Mortgage Finance Limited	Executive Director	-
	3. Prarthna Marketing Private Limited	Executive Director	-
	4. Swalamb Mass Financial Services Ltd	Executive Director	-
Mr. Mukesh Chimanlal Gandhi	1. H A S Financial Services Limited#	Executive Director	SRC Committee - Member
	2. H A S Rural Housing & Mortgage Finance Limited	Executive Director	Audit Committee - Member
	3. Swalamb Mass Financial Services Ltd	Executive Director	-
	4. Finance Industry Development Council	Executive Director	-
	5. Prarthna Marketing Private Limited	Executive Director	-
Mrs. Darshana Saumil Pandya	1. H A S Financial Services Limited#	Executive Director	-
	2. H A S Rural Housing & Mortgage Finance Limited	Executive Director	-
Mr. Balabhaskaran	1. H A S Financial Services Limited	Non - Executive Director	Audit Committee – Chairman Nomination & Remuneration Committee – Chairman SRC - Chairman
	2. H A S Rural Housing & Mortgage Finance Limited	Non - Executive Director	Audit Committee – Chairman Nomination & Remuneration Committee - Chairman
	3. Swalamb Mass Financial Services Ltd	Non - Executive Director	-
	4. Kesavan Chandrika Foundation	Non - Executive Director	-
Mr. Chetan Ramniklal Shah	1. H A S Financial Services Limited#	Non - Executive Director	Audit Committee – Member Nomination & Remuneration Committee – Member SRC - Member
	2. H A S Rural Housing & Mortgage Finance Limited	Non - Executive Director	Audit Committee – Member Nomination & Remuneration Committee - Member
Mr. Umesh Rajanikant Shah	1. H A S Financial Services Limited#	Non - Executive Director	Audit Committee – Member Nomination & Remuneration Committee – Member
Mrs. Daksha Niranjana Shah	1. H A S Financial Services Limited#	Non - Executive Director	-
	2. Saline Area Vitalisation Enterprise Limited	Non - Executive Director	-
	3. Sadbhav Infrastructure Project Limited#	Non - Executive Director	-
	4. Altura Financial Services Limited	Executive Director	-
	5. Sadbhav Udaipur Highway Private Limited	Additional Director	-
	6. Rohtak – Panipat Tollway Private Limited	Additional Director	-

*Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee (SRC) across all Public Companies.

#Securities of the Entity are listed on Stock Exchange.

List of Matrix/chart of special skill

Sr. No.	Name of the Directors	Skills/Expertise identified by the Board	Specialization
1.	Mr. Kamlesh C. Gandhi	<ul style="list-style-type: none"> Integrity, Ability to function as Team, Leadership Quality, Commitment, Future Vision & Innovation 	<p>He is Founder, chairman and managing director of the company. He manages the Company with the guidance and support of the Board. He is a proficient and experienced industry practitioner with a brilliant track record. He has over two decades managed and propelled the Company's growth. He holds Higher secondary school examination certificate from the Gujarat Secondary Education Board, Gandhinagar in 1983. His understanding and the vision is among the key enablers for the consistent performance of the Company.</p>
2.	Mr. Mukesh C. Gandhi		<p>He is Co-founder, Whole time director & CFO of the company. He has over 24 years of experience in the financial services sector, with our Company. He is actively involved in the strategic decisions of the company. He has substantial exposure to financial services. He is well-known industry expert and a popular public speaker on various issues in Finance. He is an academician and Chairman of Gujarat Finance Company Association & also the committee Member of Finance Industry Development Council (FIDC). He holds Bachelor's and Master's degrees in commerce from Gujarat University. He possesses all skills & expertise as required for the growth of the Company in future.</p>
3.	Mrs. Darshana S. Pandya		<p>She is having vast experience in Finance sector for past 23 years. She is a commerce graduate who joined the company in 1996 as a junior executive and through her hard work, immaculate working and determination to excel, accompanied by enabling support from the management; rose to the level of Director & CEO. She is very dedicated towards her roles & responsibilities. She is having good exposure in the Finance sector. During a career span of 23 years, she has successfully established and led many innovative services which have led the organization grow. (i.e. created value in the organization). She is responsible for leading the operations at HAS and also the relationship of the company with its more than 90 NBFC-MFI & NBFC Partners.</p>
4.	Mr. Balabhaskaran		<p>He has over 23 years of professional experience and has in the past held various positions with Shanti Business School as Director, PGDM, Gujarat Industrial Investment Corporation Limited as Senior Manager (Overseas Cell), Jyoti Limited as the Corporate Planning Officer, Bihar State Credit & Investment Corporation Private Limited as Development Officer, Indian Institute of Management as a researcher, Tata Merlin & Gerin Limited as Junior Engineer, Khira Steel Works Private Limited as Trainee Industrial Engineer, and Reunion Engineering Company Private Limited as Trainee Engineer.</p> <p>He holds a bachelor's of technology degree in electrical engineering (power) from Indian Institute of Technology, Madras, a post graduate diploma in management from Indian Institute of Management, Bangalore and a doctorate in management from Sardar Patel University. He is also a qualified chartered financial analyst registered with the Institute of Chartered Financial Analysts of India.</p> <p>The Company is benefitted from the valuable experience, knowledge and Expertise of Mr. Balabhaskaran.</p>
5.	Mr. Chetan R. Shah		<p>He has over 34 years of experience in the financial services sector and has in the past worked with the Natpur Co-operative Bank as the Manager – Finance. He holds bachelor's degrees in commerce and law (general) from Gujarat University and He is also a qualified chartered accountant registered with the Institute of Chartered Accountants of India.</p> <p>The Company is benefitted from the valuable experience, knowledge and Expertise of Mr. Chetan R. Shah.</p>



Sr. No.	Name of the Directors	Skills/Expertise identified by the Board	Specialization
6.	Mr. Umesh R. Shah		<p>He has more than five decades of experience in the diversified fields connected with Finance, Accounting, Auditing and Taxation. He is Bachelor of Commerce and Chartered Accountant holding membership of the Institute of the Chartered Accountants of India (ICAI) since 1980.</p> <p>The Company is benefitted from the valuable experience, knowledge and Expertise Mr. Umesh R. Shah.</p>
7.	Mrs. Daksha N. Shah		<p>She has rich experience of more than three decades in diversified fields of Textile, Chemical and Financial services. She worked as a Programme Director of Vikas Centre for Development and Friends of Women's World Banking by serving and building capacity of more than 80 Microfinance Organizations all over India. She has served on the Board of various MFIs as well as Trustee of various Trusts involved in social and humanitarian work. She worked as Managing Director of Pahal Financial Services Pvt. Ltd from 2011 to 2014. At present she is the Managing Director of Altura Financial Services Ltd since 2014.</p> <p>She is a business graduate from Indian Institute of Management (IIM), Ahmedabad, specializing in Finance and Marketing and also a student of Economics and Statistics. She has undergone various courses such as the course in Microfinance at the Economic Institute, Boulder, Colorado, USA.</p> <p>The Company is benefitted from the valuable experience, knowledge and Expertise of Mrs. Daksha N. Shah.</p>

In the opinion of the Board, the independent directors fulfill the conditions specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

No Independent Director has resigned before the expiry of their tenure during the year; therefore there is no requirement to make any disclosure in the said matter.

INDEPENDENT DIRECTORS AND EVALUATION OF DIRECTORS AND THE BOARD:

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has Four Non-Promoter Independent Directors in line with the Companies Act, 2013 and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of appointment of Independent Directors and Code for Independent Directors are incorporated on the website of the Company at www.mas.co.in. The Company has received necessary declaration from each Independent Directors under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 alongwith in compliance in Rule 6 (1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time and Reg. 25 (8) & (9) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

With the objective of enhancing the effectiveness of the board, the Nomination and Remuneration Committee formulated

the methodology and criteria to evaluate the performance of the board and of each director. The evaluation of the performance of the board is based on the approved criteria such as the board composition, strategic planning, role of the Chairman, non-executive directors and other senior management, assessment of the timeliness and quality of the flow of information by the Company to the board and adherence to compliance and other regulatory issues.

A separate meeting of Independent Directors was held on 04/03/2020 to review the performance of Non-Independent Directors and Board as whole.

FAMILIARIZATION PROGRAMME:

The Company has adopted the Familiarization Programme to familiarize Independent Directors of the Company. The Company has held programmes for the Independent Directors and some of such programmes carried out during the year were as under:-

- Various presentations were made by the Senior Executives, Statutory Auditor inter alia, about the business of the Company and of its subsidiaries from time to time, on different functions and areas, with special reference to the nature of the industry in which these companies operate.
- Deliberations were held and presentations were made from time to time on major development in the areas of the Companies Act 2013, notifications including amendments in existing regulations issued by the Securities and Exchange Board of India (SEBI), and amendments in circular of Reserve Bank of India (RBI).



- The regular meeting of the Independent Directors is being held with Executive Directors to interact with the strategy, operation and functions of the Company. Further, the Independent Directors are provided with opportunity to interact with the Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

The Company conducted Five (5) programmes during the year 2019-20 and the time spent by Independent Directors was in the range of 1- 2 hours.

It may be noted further that the independent directors of the Company being persons of great eminence and expertise were already well conversant with the business and functioning of the Company, as also with other aspects referred to in the above-said regulation. Further, considering the variety of programmes conducted for the independent directors, the particulars of number of programmes, numbers of hours spent in such programmes & such other details of familiarization programmes are not being provided separately.

The Familiarization Programme, as adopted by the Board, has been uploaded on the website of the Company at www.mas.co.in.

Details of Committees

A. AUDIT COMMITTEE:

The Company has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. Audit Committee meetings are generally held once in a quarter for the purpose of recommending the quarterly / half yearly / yearly financial result and the gap between two meetings did not exceed one hundred and twenty days. Additional meetings are held for the purpose of reviewing the specific item included in terms of reference of the Committee. During the year under review, Audit Committee met 4 (Four) times on May 07, 2019, July 30, 2019, November 5, 2019, and February 5, 2020.

The composition of the Committee and the details of meetings attended by its members are given below:

Name	Designation	Number of meetings during the financial year 2019-20	
		Held	Attended
Mr. Balabhaskaran	Chairman	4	3
Mr. Chetan Shah	Member	4	4
Mr. Umesh Shah	Member	4	4

The Statutory Auditors and Internal Auditors of the Company are invited in the meeting of the Committee wherever required. Mr. Mukesh Gandhi, Whole-time Director & CFO of the Company is a regular invitee at the Meeting.

Mr. Balabhaskaran, the Chairman of the Audit Committee had attended last Annual General Meeting of the Company held on June 26, 2019.

The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

Recommendations of Audit Committee have been accepted by the Board of wherever/whenever given.

A. Broad terms of Reference:

The role of the audit committee shall include the following:

- (1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;



- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
 - (8) Approval or any subsequent modification of transactions of the listed entity with related parties;
 - (9) Scrutiny of inter-corporate loans and investments;
 - (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - (11) Evaluation of internal financial controls and risk management systems;
 - (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - (14) Discussion with internal auditors of any significant findings and follow up there on;
 - (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (18) To review the functioning of the whistle blower mechanism;
 - (19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 - (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 - (21) reviewing the utilization of loans and/ or advances from/investment by the holding Company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
 - (22) The Committee shall review compliance with the provisions of Securities and Exchange Board of Indian (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- B. The audit committee shall mandatorily review the following information:**
1. management discussion and analysis of financial condition and results of operations;
 2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
 3. management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. internal audit reports relating to internal control weaknesses; and
 5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 6. statement of deviations:
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- B. NOMINATION AND REMUNERATION COMMITTEE:**
The Company has formed Nomination and Remuneration Committee in line with the provisions Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements). Nomination and Remuneration Committee meetings are generally held for identifying the person who is qualified to become Director or Key Managerial Personnel and may be appointed in senior management and recommending their appointments and removal. During the year under review, Nomination and Remuneration Committee met 4 (Four) times on May 07, 2019, July 30, 2019, November 5, 2019, and February 5, 2020.

The composition of the Committee and the details of meetings attended by its members are given below:

Name	Designation	Number of meetings during the financial year 2019-20	
		Held	Attended
Mr. Balabhaskaran	Chairman	4	3
Mr. Chetan Shah	Member	4	4
Mr. Umesh Shah	Member	4	4

Broad terms of reference:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;
4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. recommend to the board, all remuneration, in whatever form, payable to senior management.

Remuneration of Directors:

The Company has not entered into any pecuniary relationship or transactions with Non-Executive Directors of the Company.

Further, criteria for making payment, if any, to non-executive directors are provided under the Nomination and Remuneration Policy of the Company which is hosted on the website of the Company viz <https://www.mas.co.in/policy.aspx>.

During the year under review, the Company has paid remuneration to Executive Directors of the Company, details of which are as under:

Sr. No.	Name of Directors	Designation	Component of payment	Remuneration paid (₹ In lakhs.)
1.	Mr. Kamlesh Gandhi	Chairman & Managing Director	Salary	846.14
2.	Mr. Mukesh Gandhi	Whole-Time Director & CFO	Salary	844.98
3.	Mrs. Darshana Pandya	Director & CEO	Salary	32.68

During the year under review, the Company has paid Sitting fees to Non – Executive Independent Directors of the Company, details of which are as under:

Sr. No.	Name of Directors	(₹)
1.	Mr. Bala Bhaskaran	1,75,000/-
2.	Mr. Chetan Shah	2,35,000/-
3.	Mr. Umesh Shah	1,95,000/-
4.	Mrs. Daksha Shah	75,000/-

The remuneration of the Executive Directors is decided by the Nomination and Remuneration Committee based on the performance of the Company in accordance with the Nomination and Remuneration Policy within the limit approved by the Board or Members.

Further, the Independent Directors are paid fixed sitting fees i.e. ₹ 10,000/- per committee meeting & ₹ 15,000/- per Board meeting.

No other performance linked incentives or any other fees are paid to any of the Directors.

The Company has not entered into any Service Contract with the Directors, except agreement with the Managing Director entered with Mr. Kamlesh C. Gandhi and whole-time agreement with Mr. Mukesh C. Gandhi who is the Whole-time Director of the Company.

The Notice Period of the Executive Directors of the Company is 6 months. Further, there is no notice period for the Independent Directors of the Company.

The Company does not pay any severance fees to any of the Directors.

Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable.

C. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

The Company has constituted Stakeholder's Relationship Committee mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

During the year under review, Stakeholder's Relationship Committee met 4 (Four) times on May 07, 2019, July 30, 2019, November 5, 2019, and February 5, 2020.

The composition of the Committee and the details of meetings attended by its members are given below:

Name	Designation	Number of meetings during the financial year 2019-20	
		Held	Attended
Mr. Balabhaskaran	Chairman	4	3
Mr. Mukesh Gandhi	Member	4	4
Mr. Chetan Shah	Member	4	4

Complaint

During the year, the Company had not received any complaints from the Shareholders of the Company. Therefore there was no complaint pending as on March 31, 2020.

Mr. Balabhaskaran, the Chairman of the Committee had attended last Annual General Meeting of the Company held on June 26, 2019.

Investor Grievances Officer

Ms. Riddhi Bhaveshbhai Bhayani
Company Secretary and Compliance Officer
6, Narayan Chambers, Ground Floor,
Behind Patang Hotel, Ashram Road,
Ahmedabad – 380 009
E-Mail: greivance@mas.co.in
Phone: +91-79-41106638

Broad terms of reference:

1. Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual

report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

2. Review of measures taken for effective exercise of voting rights by shareholders;
3. The equity shares of the Company are compulsorily traded in electronic form on the stock exchanges and hence the handling of physical transfer of shares is minimal, the Company has no transfers pending at the closure of the financial year. The Committee shall also review services rendered by the Registrar & Share Transfer Agent;
4. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

D. GENERAL BODY MEETINGS

- a. Annual General Meetings:

Financial Year	Date	Location of Meeting	Time	No. of Special Resolutions passed
2018-19	June 26, 2019	H.T. Parekh Convention Centre, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015	10.00 A.M.	4
2017-18	June, 27, 2018	Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015	10.00 A.M	2
2016-17	June, 21, 2017	Registered Office: 5 th Floor Narayan Chambers, B/H Patang Hotel Ashram Road, Ahmedabad – 380 006, Gujarat	11.00 A.M.	2

Following Special Resolutions were passed through E-voting and poll, as per the procedure prescribed under Section 108 & Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2011 under the overall supervision of the Scrutinizer, Mr. Ravi Kapoor, Practicing Company Secretary.

Resolution(s)	Details of Resolution(s)	Resolution(s) Passed on	Total No. of votes in favour	Total No. of votes against	% of votes in favour	% of votes against
Special	Re-appointment Mr. Kamlesh C. Gandhi (DIN: 00044852) as the Managing Director of the Company for a term of 5 years.	June 26, 2019	50351192	1228	99.9976	0.0024
Special	Re-appointment Mr. Mukesh C. Gandhi (DIN: 00187086) as the Whole time Director of the Company for a term of 5 years.	June 26, 2019	50351192	1228	99.9976	0.0024
Special	Re-appointment Mr. Balabhaskaran (DIN: 00393346) as an Independent Director of the Company for a term of 5 years.	June 26, 2019	50285692	66728	99.8675	0.1325

Resolution(s)	Details of Resolution(s)	Resolution(s) Passed on	Total No. of votes in favour	Total No. of votes against	% of votes in favour	% of votes against
Special	Re-appointment Mr. Chetan Shah (DIN: 02213542) as an Independent Director of the Company for a term of 5 years.	June 26, 2019	49602404	535819	98.9313	1.0687
Special	Approval for increasing the Borrowing Powers under Section 180(1)(c) upto ₹ 5,000 crores.	June 27, 2018	46271477	214241	99.5391	0.4609
Special	Approval for creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under section 180(1)(a).	June 27, 2018	46271209	214209	99.5392	0.4608
Special	Approval for increasing the Borrowing Powers under Section 180(1)(c) upto ₹ 3500 crores.	June 21, 2017	10	0	100.00	0.00
Special	Approval for creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under section 180(1)(a).	June 21, 2017	10	0	100.00	0.00

All of the aforesaid resolutions were passed by the shareholders by overwhelming and requisite majority.

- b. **Special Resolution passed through Postal Ballot during FY 2019-20:** On 14th March, 2020, one special resolution was passed through postal ballot alongwith e-voting with respect to re-appointment Mrs. Daksha Niranjana Shah (DIN: 00376899) as a Woman Independent Director of the Company for a second term of five years.

M/s. Ravi Kapoor & Associates (Membership No. FCS 2587), was appointed as scrutinizer for conducting the postal ballot in a fair and transparent manner. Details of voting on the resolution is as follows:

Resolution	Details of Resolution	Resolution Passed on	Total No. of votes in favour	Total No. of votes against	% of votes in favour	% of votes against
Special	Re-appointment of Mrs. Daksha Niranjana Shah (DIN: 00376899) as Woman Independent Director of the Company for a second term of 5 years.	March 14, 2020	44578328	150077	99.6645	0.3355

The aforesaid resolution was passed by the shareholders by overwhelming and requisite majority.

Procedure for postal ballot

Pursuant to the provisions of the Act and the Listing Regulations, the Company provided facility to the members to exercise votes through electronic voting system ('remote e-voting'), in addition to physical ballot. Postal ballot notices and forms were dispatched along with the postage pre-paid business reply envelope to members/beneficial owners through email at their registered email IDs and through physical copy to the members who have not registered their email IDs. The Company also published notice in the newspapers for the information of the members. Voting rights were reckoned on the equity shares held by the members as on the cut-off date 7th February, 2020. Pursuant to the provisions of the Act, the Company appointed M/s. Ravi Kapoor & Associates (Membership No. FCS 2587), scrutiner for conducting the postal ballot process in a fair and transparent manner. The scrutiner submitted his consolidated report to the Chairman and the voting results were announced by the Company by placing the same alongwith the scrutiner's report on the Company's website, besides being communicated to the stock exchanges on 16th March, 2020. The resolution, was passed with requisite majority, and the date of passing the same shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting i.e. 14th March, 2020.

- c. **As on date of this report, no Special Resolution is proposed to be conducted through Postal Ballot.**

**E. MEANS OF COMMUNICATION:****a. Financial Results:**

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as "Free Press Gujarat" in English and "Lok Mitra" in Gujarati language and are displayed on the website of the Company www.mas.co.in.

b. Website:

The Company's website www.mas.co.in contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company <https://www.mas.co.in/annual-reports.aspx> in a downloadable form.

c. Presentations/News Releases:

During the year under review, the Company has made presentations to institutional investors / to the analysts and it is available on the website of the Company <https://www.mas.co.in/investor-presentation.aspx>. Further, the Company has displayed official news releases which are available on company's website www.mas.co.in.

F. GENERAL SHAREHOLDERS INFORMATION:**a. Company Registration details:**

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65910GJ1995PLC026064.

b. Registered Office:

6, Narayan Chambers, Ground floor, B/H Patang Hotel Ashram Road, Ahmedabad – 380 006, Gujarat.

c. Date, time and venue of the 25th Annual General Meeting:

25th Annual General Meeting is to be held on Wednesday, December 9, 2020 at 11:30 A.M. Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

d. Financial Year:

Financial year is April 1, 2020 to March 31, 2021 and financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
Quarterly Results	
Quarter ending on June 30, 2020	On or before August 14, 2020 (Approved in the Board meeting held on August 12, 2020)
Quarter ending on September 30, 2020	On or before November 14, 2020 (Approved in the Board meeting held on November 11, 2020)
Quarter ending on December 31, 2020	On or before February 14, 2021
Annual Result of 2020-21	On or before May 30, 2021

e. Dividend Payment:

The Company paid Final Dividend of ₹ 3.60/- (Rupees Three and Sixty Paise Only) per share on 5,46,62,043 Equity Shares of ₹ 10/- fully paid up (36%) aggregating to ₹ 19,67,83,354.80/- (Rupees Nineteen Crore Sixty Seven Lakh Eighty Three Thousand Three Hundred Fifty Four and Eighty Paise only) for the F.Y. 2018-19. The same was recommended by Board of Directors in their meeting held on May 08, 2019 which was subsequently approved by members in the 24th Annual general meeting held on 26th June, 2019. The said dividend was paid on 3rd July, 2019. An amount of ₹ 4,04,49,397/- was paid as dividend distribution tax on the dividend.

During the year under review, the Company had paid an interim dividend of ₹ 2/- (Rupees Two only) per share on 5,46,62,043 Equity Shares of ₹ 10/- fully paid up (20%) aggregating to ₹ 10,93,24,086/- (Rupees Ten Crore Ninety Three Lakh Twenty Four Thousand Eighty Six only). The same was declared by Board of Directors in their meeting held on November 06, 2019. The said dividend was paid on 26th November, 2019. An amount of ₹ 2,24,71,883/- was paid as dividend distribution tax on the dividend.

Further during the year under review, the Company had paid second interim dividend of ₹ 6/- (Rupees Six only) per share on 5,46,62,043 Equity Shares of ₹ 10/- fully paid up (60%) aggregating to ₹ 32,79,72,258/- (Rupees Thirty Two Crore Seventy Nine Lakh Seventy Two Thousand Two Hundred and Fifty Eight only). The same was declared by Board of Directors in their meeting held on February 02, 2020. The said dividend was paid on 6th March, 2020. An amount of ₹ 6,74,15,662/- was paid as dividend distribution tax on the dividend.

Cumulatively, the Board of Directors of your company has declared / recommended a total Dividend of ₹ 8 per equity shares of ₹ 10 each (@ 80 %) for the year under review.

Further, the Board of Directors of the Company has not proposed Final Dividend F.Y. 2019-20.

f. Book closure date:

The Register of Members and Share Transfer Books of the Company will be closed from Thursday, December 3, 2020 to Wednesday, December 9, 2020 (both days inclusive) for the purpose of 25th Annual General Meeting.

g. Listing on Stock Exchanges:

The Company's Equity Shares are listed on the both the stock exchange details of the same are given below. The ISIN of the Company is **INE348L01012**.

BSE Limited PhirozeJeejeebhoy Towers Dalal Street Mumbai – 400001 Scrip Code: 540749	National Stock Exchange of India Limited Exchange Plaza Plot No. C/1, G Block Bandra-Kurla Complex Bandra (East) Mumbai – 400051 Trading Symbol: MASFIN
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The Company's Debt Securities are listed on BSE Ltd. 951920; 952312; 959775*; 959807* and 959921*

*(The Company in its Board Meeting held on June 16, 2020 further approved the borrowing of funds by way of issuance of Secured, Rated, Listed, Redeemable, Non-Convertible, taxable debentures up to an aggregate amount of ₹ 500 Crores, in one or more tranches through Private placement. As on the date of this report the Company has issued the NCDs amounting to ₹ 250 Cr.)

Annual listing fees for the year 2020-2021 have been paid by the Company to BSE Ltd. & NSE.

h. Market Price Data:

Month	Company's Shares	
	High (In ₹) – BSE	Low (In ₹) – BSE
April, 2019	617.95	567.10
May, 2019	591.90	511.20
June, 2019	631.50	522.50
July, 2019	645.00	557.00
August, 2019	640.00	573.00
September, 2019	715.25	580.00
October, 2019	764.00	660.85
November, 2019	739.80	696.00
December, 2019	927.00	711.00
January, 2020	1,000.00	826.05
February, 2020	1,269.00	947.70
March, 2020	1,130.00	448.05

The performance of the equity share price of the Company at Stock Exchange at BSE is as under:

Month	MASFIN Share Price at BSE**	SENSEX**
April, 2019	598.90	39,031.55
May, 2019	529.15	39,714.20
June, 2019	609.65	39,394.64
July, 2019	586.45	37,481.12
August, 2019	591.65	37,332.79
September, 2019	685.35	38,667.33
October, 2019	720.75	40,129.05
November, 2019	712.80	40,793.81
December, 2019	860.65	41,253.74
January, 2020	982.85	40,723.49
February, 2020	1,054.95	38,297.29
March, 2020	526.45	29,468.49

** closing data on the last day of the month

Month	Company's Shares	
	High (In ₹) – NSE	Low (In ₹) – NSE
April, 2019	620.00	564.35
May, 2019	595.00	509.05
June, 2019	634.90	525.00
July, 2019	650.00	558.05
August, 2019	677.90	560.00
September, 2019	719.60	576.05
October, 2019	764.40	660.10
November, 2019	738.00	690.00
December, 2019	927.00	701.15
January, 2020	998.00	826.00
February, 2020	1,270.00	940.95
March, 2020	1,159.70	443.95

The performance of the equity share price of the Company at Stock Exchange at NSE is as under:

Month	MASFIN Share Price at NSE**	NIFTY**
April, 2019	597.55	11,748.15
May, 2019	530.80	11,922.80
June, 2019	610.35	11,788.85
July, 2019	587.30	11,118.00
August, 2019	585.60	11,023.25
September, 2019	690.05	11,474.45
October, 2019	722.85	11,877.45
November, 2019	713.50	12,056.05
December, 2019	867.45	12,168.45
January, 2020	985.30	11,962.10
February, 2020	1,039.75	11,201.75
March, 2020	524.30	8,597.75

** closing data on the last day of the month

i. Registrar & Transfer Agents

Link Intime India Private Limited

Registered Office Address:

C-101, 1st Floor,
247 Park Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai – 400 083
Tel No.: +91 22 -49186200
Fax No.: +91 22 -49186195
Email: mas.ipo@linkintime.co.in
Web: www.linkintime.co.in

Branch/Correspondence Address:
506 To 508, Amarnath Business Centre – 1,
Beside Gala Business Centre,
Nr. St. Xavier's College Corner, OLff,
Chimanlal Girdharlal Rd,
Sardar Patel Nagar, Ellisbridge,
Ahmedabad – 380006
Tel No.: +91 79 26465179 /86 / 87
Fax No.: +91 79 26465179

j. Share Transfer Procedure:

All the physical transfers of shares are processed by the Registrar and Share Transfer Agents and are approved by the Stakeholders' Relationship Committee.

Pursuant to Regulation 40(9) of the Listing Regulations, the Company obtains a Certificate from a Practicing Company Secretary on half yearly basis, for due compliance of share transfer formalities.

Pursuant to SEBI (Depositories and Participants) Regulations, 1996 and SEBI (Depositories and Participants) Regulations, 2018, a certificate have also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchange as required.

k. Shareholding as on March 31, 2020:**a. Distribution of Shareholding as on March 31, 2020:**

Range of No. of Shares From – To	No. of Shareholders		Shares held	
	Number	%	Number	%
1-500	18505	94.6596	1122943	2.0543
501-1000	531	2.7163	379189	0.6937
1001-2000	257	1.3146	363660	0.6653
2001-3000	79	0.4041	196819	0.3601
3001-4000	41	0.2097	144956	0.2652
4001-5000	27	0.1381	121747	0.2227
5001-10000	49	0.2507	356337	0.6519
10001 and above	60	0.3069	51976392	95.0868
Total	19549	100	54662043	100

b. Shareholding Pattern as on March 31, 2020:

Category	No. of shares held		Total No. of Shares	% of Holding
	Physical	Demat		
Promoter and Promoter Group*	-	4,02,23,244	4,02,23,244	73.5853
Mutual Funds	-	48,52,144	48,52,144	8.8766
Banks/FI/Central Govt./State Govts/ Trusts & Insurance Companies	-	5,475	5,475	0.0100
Foreign Institutional Investors/ Portfolio Investor	-	8,33,716	8,33,716	1.5252
NRI	-	1,35,472	1,35,472	0.2478
Foreign Nationals	-	-	-	-
Foreign Companies	-	-	-	-
Bodies Corporate	-	11,51,268	11,51,268	2.1062
Clearing Member	-	23,676	23,676	0.0433
Directors / Relatives of Director [#]	-	30,762	30,762	0.0563
Indian Public / HUF	-	24,02,716	24,02,716	4.3956
Trusts	-	39,90,422	39,90,422	7.3002
NBFCs registered with RBI	-	-	-	-
Alternate Investment Funds	-	10,13,148	10,13,148	1.8535
Total	-	5,46,62,043	5,46,62,043	100.00

* The following persons / entity belonging to promoter and promoter group of the Company has purchased the equity shares of the Company as on 30/03/2020 & 31/03/2020. However, the said shares were not reflected under the BENPOS received from Registrar and Transfer Agent as the same were in transit process. Therefore, we are unable to mention the said shares in this shareholding pattern filed with Stock Exchanges for the quarter ended on 31st March, 2020:



The Power of Distribution

- (i) Mr. Kamlesh Chimanlal Gandhi: 4,250 shares (purchased 2250 shares on 30/03/2020 & 2000 shares on 31/03/2020)
- (ii) M/s. Anamaya Capital LLP: 4,327 shares (purchased 2223 shares on 30/03/2020 & 2104 shares on 31/03/2020)

Mr. Saumil Pandya belonging Directors / Relatives of Director of the Company has purchased 574 equity shares of the Company i.e. 100 shares on 30.03.2020 & 474 shares 31.03.2020. However in BENPOS received from Registrar and Transfer Agent as on 31st March, 2020 reflected his holding as 13,683 shares excluding above bought shares as the same were in transit process.

I. Dematerialization of Shares and Liquidity

The Company's shares are traded in dematerialized form. All the Equity shares of the Company are dematerialized as on March 31, 2020.

The Company's shares are traded on the 'BSE Limited' and 'National Stock Exchange of India Limited'.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE348L01012.

m. Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion and likely impact on equity:

There is no outstanding ADR/GDR, Warrants, or any other convertible instrument likely impact on equity.

n. Commodity Price Risk / Foreign Exchange Risk and Hedging:

Commodity Price Risk / Foreign Exchange Risk and Hedging is not applicable to the company.

o. Site location:

The Company is in service sector and does not have any Site / Plant locations. However, the Company operates from its Registered Office only and has 105 branches as on 31st March, 2020.

p. Address of Correspondence:

- i) **MAS Financial Services Limited**
Ms. Riddhi Bhaveshbhai Bhayani
Company Secretary and Compliance Officer
6, Narayan Chamber, Ground Floor,
Behind Patang Hotel, Ashram Road,
Ahmedabad – 380 009
E-Mail: riddhi_bhayani@mas.co.in
Phone: +91-79-41106638

ii) For transfer/dematerialization of shares, change of address of members and other queries:

Link Intime India Private Limited
Mr. R. Chandra Sekher
506 To 508, Amarnath Business Centre – 1,
Beside Gala Business Centre,
Nr. St. Xavier's College Corner, Off. Chimanlal Girdharlal Rd.,
Sardar Patel Nagar, Ellisbridge,
Ahmedabad – 380006
Tel No.: +91 79 26465179 /86 / 87
Fax No.: +91 79 26465179
Email: mas.ipo@linkintime.co.in
Web: www.linkintime.co.in

q. Credit Ratings:

During the year, your Company's long term credit ratings have been upgraded to ACUITE AA- with Stable Outlook. Also, your company has been assigned highest short term rating of ACUITE A1+ by Acuite Ratings & Research. The Credit rating was obtained from Acuite Ratings & Research on 13th March 2019.

G. OTHER DISCLOSURES:

- a. There were no materially significant Related Party Transactions and pecuniary transactions that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in financial section of this Annual Report. The Board has approved a policy for related party transactions which is uploaded on the website of the Company at www.mas.co.in.
- b. There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years except in one instance where Company has made delay in furnishing prior intimation under Regulation 29(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 to the stock exchange(s) about agenda of recommendation of interim dividend and no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority except in one instance mentioned above however the Company has paid the necessary fines with the Stock Exchange(s) for the said non-compliance.
- c. The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's



Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.mas.co.in.

- d. The Company has complied with all mandatory requirements laid down by the Regulation 27 of the Listing Obligations and Disclosure Requirements Regulation, 2015. The non-mandatory requirements complied with wherever requires and the same has been disclosed at the relevant places.
- e. The Company has one Subsidiary Company and therefore, the Company has adopted Policy for determining Material Subsidiary which is uploaded on the website of the Company at www.mas.co.in.
- f. The Company has adopted Related Party Transactions Policy which is uploaded on the website of the Company at www.mas.co.in.
- g. Commodity Price Risk / Foreign Exchange Risk and Hedging is not applicable to the company.
- h. Company has not raised funds through preferential allotment or qualified institutions placement therefore details regarding utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) is Not Applicable to the Company.
- i. The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on March 31, 2020 in compliance with Regulation 17(8) of Listing Regulations. The certificate is appended as an Annexure to this report. They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of Listing Regulation.
- j. A qualified Practicing Company Secretary carried out a reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial Audit confirms that the total issued/paid-up capital of the Company is in agreement with the total number

of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

- k. We have obtained a certificate from Practicing Company Secretary that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- l. There were no circumstances where board had no accepted any recommendation of any committee of the board during the year.
- m. Total fees paid for the services to the statutory auditors is ₹ 59.51 Lakhs for the financial year 2019-20.

Particulars	Amount in Lakhs
Statutory audit	24.71
Limited review of quarterly results	29.43
Other Services	2.18
Reimbursements of expenses	3.19
Total	59.51

- n. The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.
- o. The Company has also adopted Material Events Policy, and Policy on Preservation of Documents which is uploaded on the website of the Company at www.mas.co.in.
- p. Details of the familiarization programme of the independent directors are available on the website of the company at www.mas.co.in.
- q. With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading www.mas.co.in.
- r. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It has obtained a certificate affirming the compliances from Practicing Company Secretary, CS Ravi Kapoor and the same is attached to this Report.
- s. The Company has executed the Listing Agreement with the BSE Ltd. and the National Stock Exchange of India pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015. As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking appointment/re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the 25th AGM to be held on December 9, 2020.

- t. In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

- u. The Company does not have any demat suspense account/unclaimed suspense account and therefore, the details pertaining the same are not given.
- v. During the year under review, there were no complaint i.e. incidences of sexual harassment reported.
- w. There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule V read with Regulation 34(3) of SEBI LODR Regulations.

H. LOCK IN SHARES:

Following shares held by the promoters of the company are under lock in as on March 31, 2020:

Sr. No.	Name	Category	No. of shares in lock in	Percentage of total shares held by them.
1.	Mrs. Shweta Kamlesh Gandhi	Promoter	54,66,205	33.4561
2.	Mr. Mukesh Chimanlal Gandhi	Promoter & Director	54,66,205	33.8343

I. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF LISTING REGULATIONS

Particulars	Regulation Number	Compliance Status
Board composition	17(1), 17(1A)	Yes
Meeting of Board of directors	17(2), 17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees / compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17(A)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), (2) & (2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1), (5),(6), (7) & (8)	Yes
Prior or omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N. A.

Particulars	Regulation Number	Compliance Status
Annual Secretarial Compliance Report	24(A)	Yes
Maximum directorship & tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management	26(3)	Yes
Disclosure of shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes
Details of business	46(2)(a)	Yes
Terms and conditions of appointment of independent directors	46(2)(b)	Yes
Composition of various committees of board of directors	46(2)(c)	Yes
Code of conduct of board of directors and senior management personnel	46(2)(d)	Yes
Details of establishment of vigil mechanism/ Whistle Blower Policy	46(2)(e)	Yes
Criteria for making payments to non-executive directors	46(2)(f)	Yes
Policy for dealing with related party transactions	46(2)(g)	Yes
Policy for determining 'material' subsidiaries	46(2)(h)	Yes
Details of familiarization programmes imparted to independent directors	46(2)(i)	Yes
email address for grievance redressal and other relevant details	46(2)(j)	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	46(2)(k)	Yes
Financial results	46(2)(l)	Yes
Shareholding pattern	46(2)(m)	Yes
Details of agreements entered into with the media companies and/or their associates	46(2)(n)	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	46(2)(o)	Yes
New name and the old name of the listed entity	46(2)(p)	NA

For and on behalf of the Board of Directors of
₹₹₹ FINANCIAL SERVICES LIMITED

Kamlesh C. Gandhi
 Chairman and Managing Director
 (DIN: 00044852)

Mukesh C. Gandhi
 Whole time Director & CFO
 (DIN: 00187086)

Riddhi Bhayani
 Company Secretary & Compliance Officer
 Membership No.: A41206

Date : 11th November, 2020
 Place : Ahmedabad