



## U.P. Stock and Capital Limited



**40<sup>th</sup>** *Annual Report & Accounts*  
2019-20

(Formerly : U.P. Stock Exchange Limited)

**BOARD OF DIRECTORS :**

Shri Ghanshyam Dwivedi	-	Director
Shri Atul Kanodia	-	Director
Shri Arvind Kumar Mittal	-	Director
Shri Navin Parwani	-	Director
CA Anil Tulsian	-	Director
Shri Sarwesh Dubey	-	Director
CA Arvind Kumar Jain	-	Director

**Chief Executive Officer**

Prem Bahadur Singh

**STATUTORY AUDITORS :**

M/s. V.P. Aditya & Co.  
Chartered Accountants

**BANKERS :**

Yes Bank Limited  
HDFC Bank Limited  
IDBI Bank

**REGISTRAR AND SHARE TRANSFER AGENT**

Skyline Financial Services Private Limited  
D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I,  
New Delhi– 110 020  
Telephone : 011-26812682, 64732681 to 88  
Fax : 011-26812683  
Email : viren@skylinerta.com

**REGISTERED OFFICE :**

‘Padam Towers’,  
14/113, Civil Lines,  
Kanpur – 208 001  
Uttar Pradesh

CIN : U67120UP1979PLC004876

## **U.P. STOCK AND CAPITAL LIMITED**

(Formerly : U.P. Stock Exchange Limited)

CIN : **U67120UP1979PLC004876**

Registered Office : `Padam Towers', 14/113, Civil Lines, Kanpur – 208 001

Tel : 0512-2338288 E-mail : upstockcl@gmail.com

### **NOTICE**

NOTICE is hereby given that the Fortieth Annual General Meeting of the Members of U.P. Stock and Capital Limited will be held on Monday, the **28<sup>th</sup> September, 2020 at 11.00 A.M.** (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business :

1. To receive, consider and adopt :
  - a. the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2020 together with the Reports of the Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2020 together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Shri Ghanshyam Dwivedi (DIN: 02147184), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Atul Kanodia (DIN: 01680557), who retires by rotation and being eligible offers himself for re-appointment

By order of the Board  
**U.P. STOCK AND CAPITAL LIMITED**

(Ghanshyam Dwivedi)  
Director  
DIN : 02147184

Place : Kanpur  
Date : 28<sup>th</sup> August, 2020

## Notes :

1. Pursuant to the General Circular Nos. 20/2020 Dt. 05.05.2020, 14/2020 Dt. 08.04.2020, 17/2020 Dt.13.04.2020 issued by the Ministry of Corporate Affairs (MCA) issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the MCA Circulars”), Companies are allowed to hold AGM through VC/ OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of AGM shall be registered office of the company.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of him/herself and the proxy need not be a member of the company. Since the AGM is being held in accordance with the circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
4. Institutional/Corporate Members (i.e other than Individuals/HUF/NRI etc) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote voting. The said Resolution/Authorization shall be sent via registered email of the shareholder to e-mail of the Company [upstockcl@gmail.com](mailto:upstockcl@gmail.com).
5. The Members can join the AGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be available on first come first serve basis.
6. In compliance with the aforesaid MCA Circulars Notice of the AGM along with the Annual Report 2019-2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective Depository Participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer Point No.19 for the process to be followed for updating bank account mandate.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 28<sup>th</sup> September, 2020. Members seeking to inspect such documents can send an email to [upstockcl@gmail.com](mailto:upstockcl@gmail.com)
10. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, **21<sup>st</sup> September, 2020 to 28<sup>th</sup> September, 2020** (both days inclusive).
11. The dividend on Equity Shares, as recommended by Board of Directors, subject to the provisions of Section 126 of the Companies Act, 2013, if approved by the Members at the Annual General Meeting, will be paid to those Members:
  - (a) whose names appear as 'Beneficial Owners' as at the close of the business hours **on 20<sup>th</sup> September, 2020** in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of Equity Shares held in dematerialised form; and
  - (b) whose names appear on the Company's Register of Members at the close of business hours on **20<sup>th</sup> September, 2020**, in respect of Shares held in physical form.
12. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at

source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows –

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN/valid PAN	20% or as notified by the Government of India

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force.

13. Members who have not encashed their dividend warrant(s) for the Financial Year ended 31<sup>st</sup> March, 2015 or any subsequent financial year(s) are requested to lodge their claim with the Company. Further, as per the provisions of Section 124 of the Companies Act, 2013, shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the Investor Education and Protection Fund (IEPF) Authority.

14. In compliance with the MCA Circulars, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the **Central Depository Securities Limited (CDSL)**. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of remote e-voting by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Shri S.K. Gupta, (FCS-2589) and failing him Ms. Divya Saxena, (FCS-5639) Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

15. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	<b>Friday, 25<sup>th</sup> September, 2020, 9.00 A.M. (IST)</b>
End of remote e-voting	<b>Sunday, 27<sup>th</sup> September, 2020, 5.00 P.M.( IST).</b>

The e-voting period commences on Friday, 25<sup>th</sup> September, 2020 (9:00 a.m. IST) and ends on Sunday, 27<sup>th</sup> September, 2020 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 21<sup>st</sup> September, 2020 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 21<sup>st</sup> September, 2020.

16. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their on the resolutions through e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
17. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
18. In compliance with the MCA Circulars, the Annual Report 2019-20, the Notice of the 40th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participant(s).
19. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Skyline Financial Services Private Limited at [viren@skylinerta.com](mailto:viren@skylinerta.com) to receive copies of the Annual Report 2019-2020 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, User ID / Password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	Process to be followed	
	Registering e-mail address	Updating Bank Account details
Physical	Send a request to the RTA of the Company, Skyline Financial Services Private Limited at viren@skylinerta.com providing Folio No., Name of member, 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) for registering email address.	Send a request to the RTA of the Company, Skyline Financial Services Private Limited at viren@skylinerta.com providing Folio No., Name of member, 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) for updating bank account details. The following additional details need to be provided in case of updating bank account details : <ul style="list-style-type: none"> <li>• Name and branch of the bank in which you wish to receive the dividend,</li> <li>• the bank account type,</li> <li>• Bank account number allotted by their banks after implementation of core banking solutions</li> <li>• 9 digit MICR Code Number</li> <li>• 11 digit IFSC</li> <li>• a scanned copy of the cancelled cheque bearing the name of the first member.</li> </ul>
Demat	Please contact your DP and register your e-mail address and bank account details in your demat account, as per the process advised by your DP.	

20. Members holding shares in electronic form are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

21. In terms of the MCA Notification Dated 10<sup>th</sup> September, 2018 with effect from 2<sup>nd</sup> October, 2018, no transfer of shares of a company held in physical form can be effected and no member shall be eligible to subscribe any securities of the company unless the same are held in



- dematerialized form. The members are, therefore, requested to get their physical shareholding dematerialized to avoid any inconvenience in future.
22. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination may register the same by submitting Form No.SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No.SH-14. Members of the Company who wish to make nomination may obtain the Nomination /cancellation of Nomination Forms from the Company.
  23. Members desiring any information with respect to Accounts are requested to write to the Company at least seven days in advance from the date of the meeting so as to enable the management to keep the information ready and furnish the same at the meeting, if the Chairman permits to do so.
  24. At the Thirty Ninth AGM held on September 25, 2019 the Members approved appointment of M/s. V.P. Aditya & Co., Chartered Accountants (ICAI Registration No.000542C) Kanpur as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Forty-Fourth AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Fortieth AGM.
  25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make not later than 48 hours from the conclusion of the AGM a consolidated Scrutinizers Report of the total votes cast in favour or against, to the Chairman of the Company ('the Chairman') or to any other person authorized by him, who shall countersign the same. The result declared along with the Scrutinizer's report shall be communicated to **CDSL** and RTA.
  26. Since the AGM will be held through VC in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**A.INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Friday, 25<sup>th</sup> September, 2020 from 9:00 A.M and ends on Sunday, 27<sup>th</sup> September, 2020 at 5:00P.M. 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) of 21<sup>st</sup> September, 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 date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. Or

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login – Myeasi** using your login credentials. Once you successfully login to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier 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:

PAN	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
	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"><li>• 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.</li></ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **U.P Stock and Capital Limited** on which you choose to vote.
- (xiii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xiv) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xvi) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password &** 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**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - 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; [upstockcl@gmail.com](mailto:upstockcl@gmail.com) in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the Cut-off Date i.e 21<sup>st</sup> September, 2020 may follow the instructions as mentioned above for e-voting.
- (xxii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut off date i.e.21<sup>st</sup> September, 2020.
- (xxiii) The Board of Directors appointed Shri S.K. Gupta, (FCS-2589) and failing him Ms. Divya Saxena, (FCS-5639) Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 **Company** at [upstockcl@gmail.com](mailto:upstockcl@gmail.com) and RTA at [viren@skylinerta.com](mailto:viren@skylinerta.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 **Company** at [upstockcl@gmail.com](mailto:upstockcl@gmail.com) and RTA at [viren@skylinerta.com](mailto:viren@skylinerta.com).

**B. 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 allow Camera and 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 meeting may register themselves as a speaker by sending their request in advance from their registered email address mentioning their name, demat

account number/folio number, email id, mobile number at [upstockcl@gmail.com](mailto:upstockcl@gmail.com) from 25<sup>th</sup> September, 2020 (9:00 A.M IST) to 27<sup>th</sup> September, 2020 (5:00 P.M IST). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

6. The 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 [upstockcl@gmail.com](mailto:upstockcl@gmail.com). These queries will be replied to by the company suitably by email.

### **C. 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 casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
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.

If you have any queries or issues regarding attending AGM and e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

As required under Secretarial Standard on General Meetings (SS-2), the relevant details in respect of Directors seeking appointment/re-appointment are as under :

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

<b>Particulars</b>	Mr. Ghanshyam Dwivedi	Mr. Atul Kanodia
<b>Director Identification Number</b>	02147184	01680557
<b>Date of Birth/Age</b>	04.06.1964	16.02.1959
<b>Date of Appointment on the Board</b>	29.05.2014	18.06.2015
<b>Qualifications</b>	B.Com.	B.Sc. Graduate
<b>Expertise in specific functional area</b>	29 years experience in Capital Market	33 years experience in Capital Market
<b>Chairman/ Director of other Companies</b>	<b>Director :</b> Unlock Wealth Securities Limited	<b>Director :</b> 1. Orient Club (P) Ltd. and 2. Merchants' Chamber of U.P..
<b>Chairman/ Member of Committee of the Board of other Companies of which he is a Director</b>		
<b>(a) Audit Committee</b>	Nil	Nil
<b>(b) Stakeholders' Relationship Committee</b>	Nil	Nil
<b>(c) Stakeholders/Investor Grievance Committee</b>	Nil	Nil
<b>(d) Risk &amp; Management Committee</b>	Nil	Nil
<b>Shareholding of Director in the Company</b>	6 Shares	13 Shares
<b>No. of Board Meetings held during the tenure and attended by the Director during the Financial year 2019-20</b>	Meetings held : 9 Attended : 8	Meetings held : 9 Attended : 8

By order of the Board  
**U.P. STOCK AND CAPITAL LIMITED**

(Ghanshyam Dwivedi)  
Director  
DIN : 02147184

Place : Kanpur  
Date : 28<sup>th</sup> August, 2020

# U.P. STOCK AND CAPITAL LIMITED

(Formerly : U.P. Stock Exchange Limited)

CIN : **U67120UP1979PLC004876**

Registered Office : `Padam Towers`, 14/113, Civil Lines, Kanpur – 208001

Tel : 0512-2338288 E-mail : upstockcl@gmail.com

## DIRECTORS' REPORT

To,  
The Members of  
**U.P. STOCK AND CAPITAL LIMITED**

Your Directors have pleasure in presenting herewith the Fortieth Annual Report along with Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020.

## FINANCIAL PERFORMANCE

The financial highlights including consolidated results of the Company for the year ended on 31<sup>st</sup> March, 2020 as compared to the previous year are as under:

Particulars	Standalone		Consolidated	
	2019-2020	2018-2019	2019-2020	2018-2019
	(`Rs. in Lakhs)			
Gross Income	491.67	464.33	584.12	559.96
Profit before Depreciation, Tax & other appropriations	373.56	287.68	397.75	402.79
Depreciation	(-) 7.85	(-) 8.79	(-) 8.56	(-) 9.99
Provision for Taxation:				
Current year	(-) 58.50	(-) 50.25	(-) 62.16	(-) 72.55
Income Tax of earlier years	(-) 0.25	(-) 0.78	(-) 0.25	(-) 0.78
Deferred Tax	(-) 0.02	(-) 21.46	(-) 3.33	(-) 26.47
Profit after Tax	306.95	206.39	323.47	293.01
Transfer to/from Earmarked Funds	(-) 1.30	-	(-) 1.30	-
Dividend	(-) 150.00	(-) 120.00	(-) 150.00	(-) 120.00
Tax on Dividend	(-) 29.46	(-) 24.43	(-) 29.46	(-) 24.43
Profit after appropriations	126.19	61.96	142.71	148.58
Surplus Brought forward from Previous Year	281.91	219.95	383.14	234.56
Surplus carried to Balance Sheet	409.40	281.91	527.15	383.14



# **U.P. STOCK AND CAPITAL LIMITED**

(Formerly : U.P. Stock Exchange Limited)

CIN : **U67120UP1979PLC004876**

Registered Office : `Padam Towers`, 14/113, Civil Lines, Kanpur – 208001

Tel : 0512-2338288 E-mail : upstockcl@gmail.com

## **TRANSFER TO RESERVES**

Your Directors do not propose to transfer any amount to General Reserve for the year ended 31<sup>st</sup> March, 2020.

## **OPERATIONS**

During the year under review the Total Income of the Company increased from Rs. **464.33** Lakhs in the preceding year to Rs. 491.67 Lakhs in the current year. The Company earned a Net Profit of Rs. **306.95** Lakhs during the current year as against Net Profit of Rs. **206.39** Lakhs in the preceding year. Your Directors are making constant efforts to improve upon the performance of the Company during the current year.

## **DIVIDEND**

Considering the performance during the year under review, the Board of Directors of the Company recommended a dividend of ` 30,000/- per Equity Share of ` 2,000/- each (1500%), for the year ended 31<sup>st</sup> March, 2020 and the same will be paid subject to the approval of the Shareholders at the ensuing Annual General Meeting and deduction of tax at source . The total outgo on account of dividend payment for the year 2019-2020 will be ` 3,00,00,000/-

## **INVESTOR EDUCATION AND PROTECTION FUND**

During the year under review, your Company, there was no amount due for transfer to Investor Education And Protection Fund.

## **CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with the Companies Act, 2013 and Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 and 27 on Accounting for Investments in Associates / Subsidiaries, the Companies are required to prepare Consolidated Financial Statements of its Associate(s) / Subsidiary(ies) to be laid before Annual General Meeting of the Company, accordingly, the Consolidated Financial Statements incorporating the Accounts of Subsidiary Company(ies) along with the Auditors' Report thereon forms part of this Annual Report.

# U.P. STOCK AND CAPITAL LIMITED

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## **SUBSIDIARY COMPANY**

During the year under review, the Company does not have any Joint Venture or Associate Companies. However, the following Company continued to hold the status of Subsidiary of your Company:

<b>SI. No.</b>	<b>NAME AND ADDRESS OF THE COMPANY</b>	<b>CIN/GLN</b>	<b>Applicable Section</b>
1.	Unlock Wealth Securities Limited (Formerly known as: UPSE Securities Limited),	U67120UP2000PLC025330	2 (87) (ii)

As per Section 134 of the Companies Act, 2013, your Company has prepared a Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2020 which together with Auditor's Report thereon form part of this Annual Report.

A Statement pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rules framed thereunder in the prescribed **Form AOC-1** showing financial highlights of the Subsidiaries Company is enclosed herewith marked as **Annexure-'A'**.

## **Highlights of Performance of Subsidiary Company and its contribution to the overall performance of the Company**

### **UNLOCK WEALTH SECURITIES LIMITED**

This Company is engaged in the business of trading on BSE and NSE through its Sub-Brokers/Authorized Persons. The performance of the Company during the year under review has shown improvement with increase in Total Income from ₹ 1,01,38,465.- in the preceding year to ₹ 98,24,352/- in the current year. The Company has earned a Net Profit of ₹ 16,51,685/- in the current year as against ₹ 86,61,887/- in the preceding year.

### **DEMATERIALISATION OF SHARES OF THE COMPANY**

The Equity Share Certificates of your Company, U.P. Stock and Capital Limited (formerly: U.P. Stock Exchange Limited / Uttar Pradesh Stock Exchange Association Limited) can be got dematerialized through the Depository Participants (DPs) of Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) under ISIN: **INE490V01011**. The shareholders may avail the depository services.

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## **DIRECTORS**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of the Company, Shri Ghanshyam Dwivedi (DIN:02147184) and Shri Atul Kanodia (DIN:01680557), Directors of the Company, liable to retire from the Board by rotation at the ensuing Annual General Meeting and they are eligible for re-appointment.

## **CHIEF EXECUTIVE OFFICER-**

In terms of Article 119 of the Articles of Association of the Company, the Board of Directors at its meeting held on 09.08.2019 has appointed Shri Prem Bahadur Singh as Key Managerial Personnel (KMP) within the meaning of Section 2(51) of the Companies Act, 2013 designated as Chief Executive Officer (CEO) of the Company for an initial period of three years with effect from 2<sup>nd</sup> September, 2019.

## **MEETINGS OF THE BOARD**

The Board of Directors duly met 9 (Nine) times on 01.04.2019, 31.05.2019, 13.06.2019, 09.08.2019, 03.10.2019, 04.11.2019, 24.12.2019, 31.01.2020 and 20.03.2020 during the financial year. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of attendance of each Director at respective meetings held during the Financial Year 2019-2020 are as under :

Sl. No.	Name of Director	Total No. of Board Meetings held	Total No. of Board Meetings attended
1	Shri Navin Parwani	9	9
2.	Shri Anil Tulsian	9	8
3.	Shri Atul Kanodia	9	8
4.	Shri Arvind Kumar Mittal	9	9
5.	Shri Ghanshyam Dwivedi	9	8
6.	Shri Sarwesh Dubey	9	9
7	Shri Arvind Kumar Jain	9	8

## **STATUTORY AUDITORS**

At the Thirty Ninth Annual General Meeting held on 25<sup>th</sup> September, 2019 the Members approved appointment of M/s. V.P. Aditya & Co., Chartered Accountants (ICAI Registration No.000542C) Kanpur as Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of that Annual General Meeting till the conclusion of the Forty-Fourth Annual General Meeting of the Company. The requirement to place the matter relating to Re-appointment of Auditors for ratification by Members at

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every Annual General Meeting has been done away by the Companies (Amendment) Act, 2017 with effect from 7<sup>th</sup> May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing Annual General Meeting and a note in respect of same has been included in the Notice for this Annual General Meeting of the Company.

The observations of the Auditors read with notes to the Accounts are self explanatory and do not call for any further information or explanation.

## **REPORTING OF FRAUD BY THE AUDITORS**

No material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our Audit as per Section 143(12) of the Companies Act, 2013.

## **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in prescribed Form MGT-9 is annexed herewith as **Annexure – B** to this report.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred after the close of the financial year till the date of this Report. Further, there was no change in the nature of business of the Company.

## **DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

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

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

The details of related party transactions entered into by the company during the financial year ended 31<sup>st</sup> March, 2020 at arm's length basis are annexed herewith as **Annexure-C**

# **U.P. STOCK AND CAPITAL LIMITED**

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in Form AOC-2 forming part of this report. Further, reference is also drawn to the notes to the financial statements which set out all related party disclosures.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year under review, the Company has not given any Loans and advances or provided Guarantees covered under Section 186 of the Companies Act, 2013. However, the Company continued to hold investments in mutual funds and securities of other Bodies Corporate which are within the limits prescribed under the Companies Act, 2013 and form part of the notes to the Financial Statements provided in this Annual Report.

## **RISK MANAGEMENT**

The Company follows the risk management policy, wherein the management keeps an hawk eye view on the business developments. The Board members are regularly informed about the potential risk, their assessment and minimization procedures.

## **COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS**

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2).

## **STATUTORY INFORMATION**

### **A. PARTICULARS OF EMPLOYEES**

As none of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under sub-Rule (2) of Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite information being inapplicable is not required to be furnished.

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

As the Company is deriving its income from investments and rental activities details relating to Conservation of Energy and Technology Absorption as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 being inapplicable are not required to be furnished. There have been no earnings and expenditure in foreign exchange during the year under review.

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## **C. DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, the Directors of the Company state in respect of the year ended 31<sup>st</sup> March, 2020 that :-

- a) in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- b) they have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial Year and of the Profit of the Company for that period.
- c) they have taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.
- d) they have prepared Annual Accounts on a going concern basis.
- e) they have laid down internal financial controls to be followed by the Company and that such internal controls are adequate and are operating effectively.
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

## **INTERNAL FINANCIAL CONTROLS**

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

# **U.P. STOCK AND CAPITAL LIMITED**

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CIN : **U67120UP1979PLC004876**

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Tel : 0512-2338288 E-mail : upstockcl@gmail.com

## **ACKNOWLEDGEMENTS**

Your Directors take this opportunity to place on record their sense of gratitude to the Banks, Central and State Government Departments, the local authorities and business associates for their guidance and support. Lastly, your Directors are grateful to shareholders in reposing faith and confidence in the management of company.

For and on behalf of the Board  
**U.P. STOCK AND CAPITAL LIMITED**

Place : Kanpur  
Date : 28<sup>th</sup> August, 2020

(Ghanshyam Dwivedi)  
Director  
DIN : 02147184

(Atul Kanodia)  
Director  
DIN : 01680557

# U.P. STOCK AND CAPITAL LIMITED

(Formerly : U.P. Stock Exchange Limited)

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Registered Office : `Padam Towers`, 14/113, Civil Lines, Kanpur – 208001

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## ANNEXURE-A

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

### **Statement containing salient features of the financial statements of Subsidiaries/Associate Companies / Joint Ventures**

#### Part “A” : Subsidiaries

<b>Sl. No. Particulars</b>	<b>Amount in Rs.</b>
1. Name of the Subsidiary	<b>Unlock Wealth Securities Limited</b> (Formerly known as UPSE Securities Limited)
2. The date since when subsidiary was acquired	19.04.2020
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same reporting period for the Subsidiary and Holding Company i.e. year ended 31 <sup>st</sup> March, 2020.
4. Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	N.A.
5. Share Capital	2,58,00,000
6. Reserves & Surplus	3,97,46,877
7. Total assets	25,41,17,984
8. Total Liabilities	25,41,17,984
9. Investments	250
10. Turnover	98,24,352
11. Profit/ (Loss) before taxation	23,47,788
12. Provision for taxation (including deferred tax Rs.3,30,550)	(-) 6,96,103
13. Profit/ (Loss) after taxation	16,51,685
14. Proposed Dividend	Nil
15. % of shareholding	100%

#### Notes :

1. Names of subsidiaries which are yet to commence operations – N.A.

2. Names of subsidiaries which have been liquidated or sold during the year – N.A.

#### Part “B” : Associate and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

- Not Applicable -

By Order of the Board  
U.P. STOCK AND CAPITAL LIMITED

Place : Kanpur  
Date : 28<sup>th</sup> August, 2020

(Ghanshyam Dwivedi)  
Director  
DIN : 02147184

(Atul Kanodia)  
Director  
DIN : 01680557



## Form No.MGT-9

EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31<sup>st</sup> March, 2020

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

**I. REGISTRATION AND OTHER DETAILS:**

<b>i.</b>	CIN	<b>U67120UP1979PLC004876</b>
<b>ii.</b>	Registration Date	15.11.1979
<b>iii.</b>	Name of the Company	U.P. STOCK AND CAPITAL LIMITED (formerly Known as : U.P. STOCK EXCHANGE LIMITED)
<b>iv.</b>	Category/Sub-Category of the Company	Public Company/Limited by Shares
<b>v.</b>	Address of the Registered office and contact details	'Padam Towers', 14/113, Civil Lines, Kanpur – 208001 U.P. Phone : 0512-2338288 Email : upstockcl@gmail.com
<b>vi.</b>	Whether listed company	No
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any  Telephone Fax Email	<b>Skyline Financial Services Private Limited</b> D-153/A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi– 110 020  011-26812682, 64732681 to 88 011-26812683 viren@skylinerta.com

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

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

SL. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Rental Income	68100	84.20%
2.	Income from Investments & Deposits	64300	15.80%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	<b>UNLOCK WEALTH SECURITIES LIMITED</b> (Formerly known as UPSE SECURITIES LIMITED) 'Padam Towers', 14/113, Civil Lines, Kanpur – 208001 U.P.	U67120UP2000PLC025330	Wholly owned Subsidiary	100%	2(87)(ii)

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

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2019				No. of Shares held at the end of the year i.e. 31.03.2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp									
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	-	-	-	-	-	-	-	-	-
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
<b>B. Public</b>									

<b>Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	17	71	88	8.8	27	60	87	8.7	(-) 0.1
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	319	571	890	89.0	468	421	889	88.9	(-) 0.1
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others(Specify)									
(i) HUF	-	3	3	0.3	1	3	4	0.4	(+) 0.1
(ii) Trust	-	3	3	0.3	1	3	4	0.4	(+) 0.1
(iii) IEPF Authority	2	-	2	0.2	2	-	2	0.2	---
(iv) LLP	-	14	14	1.4	-	13	13	1.3	(-) 0.1
(V) Firm	-	-	-	-	1	-	1	0.1	(+) 0.1
Sub-total(B)(2)	338	662	1000	100	500	500	1000	100	-
Total Public Shareholding (B)=(B)(1) + (B)(2)	338	662	1000	100	500	500	1000	100	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	338	662	1000	100	500	500	1000	100	-

**ii. Shareholding of Promoters**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
<b>Not Applicable</b>								

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

Sl. no	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>Not Applicable</b>			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

iv. *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)*

Sl. No.	For each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Shri Surendra Kumar Gupta					
	At the beginning of the year At the end of the year	01.04.2019 31.03.2020	25 --	2.5 --	25	2.5
2.	Shri Raghav Kanodia					
	At the beginning of the year	01.04.2019	21	2.1		
	Purchase At the end of the year	22.05.2019 31.03.2020	1 --	0.1 ---	22	2.2
3.	Shri Rajesh Agrawal					
	At the beginning of the year At the end of the year	01.04.2019 31.03.2020	19 ----	1.9 ---	19	1.9
4.	Shri Nimish Sanghavi					
	At the beginning of the year At the end of the year	01.04.2019 31.03.2020	13 --	1.3 --	13	1.3
5.	Gandhar Holding LLP					
	At the beginning of the year At the end of the year	01.04.2019 31.03.2020	12 --	1.2 --	12	1.2

6.	Shri Dilip Shah					
	At the beginning of the year	01.04.2019	12	1.2		
	At the end of the year	31.03.2020	--	--	12	1.2
7.	Shyam Mehrotra					
	At the beginning of the year	01.04.2019	11	1.1		
	At the end of the year	31.03.2020	--	--	11	1.1
8.	Vishal Garg					
	At the beginning of the year	01.04.2019	-	-		
	Transmission from his Late father	26.12.2019	11	1.1		
	At the end of the year	31.03.2020			11	1.1
9.	Chandra Prakash Gupta					
	At the beginning of the year	01.04.2019	6	0.6		
	Purchase	19.02.2020	5	0.5		
	At the end of the year	31.03.2020	--	--	11	1.1
10.	Canary Apparels Limited					
	At the beginning of the year	01.04.2019	10	1.0		
	At the end of the year	31.03.2020	--	--	10	1.0

**v. Shareholding of Directors and key Managerial Personnel :**

Sl. No.	Shareholding of each Director and key Managerial Personnel	Date	Reason	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>A</b>	Directors						
<b>1</b>	Shri Ghanshyam Dwivedi						
	At the beginning of the year	01.04.2019	--	6	0.6	6	0.6
	Changes during the year	--	--	--	--	--	--
	At the end of the year	31.03.2020	--	6	0.6	6	0.6
<b>2.</b>	Shri Atul Kanodia						
	At the beginning of the year	01.04.2019	--	13	1.3	13	1.3
	Changes during the year	--	--	--	--	--	--
	At the end of the year	31.03.2020	--	13	1.3	13	1.3
<b>3.</b>	Shri Arvind Kumar Mittal						
	At the beginning of the year	01.04.2019	--	20	2.0	20	2.0
	Changes during the year	--	--	--	--	--	--
	At the end of the year	31.03.2020	--	20	2.0	20	2.0
<b>4.</b>	Shri Navin Parwani						
	At the beginning of the year	01.04.2019	--	30	3.0	30	3.0
	Changes during the year	26.07.2019	Transfer from Mr. Sanjay Agarwal	+1	0.1	31	3.1
	At the end of	31.03.2020	--	31	3.1	31	3.1

	the year						
<b>5.</b>	<b>Shri Sarwesh Dubey</b>						
	At the beginning of the year	<b>01.04.2019</b>	--	<b>48</b>	<b>4.8</b>	<b>48</b>	<b>4.8</b>
	Changes during the year	--	--	--	--	--	--
	At the end of the year	<b>31.03.2020</b>	--	<b>48</b>	<b>4.8</b>	<b>48</b>	<b>4.8</b>
<b>6.</b>	<b>CA Arvind Kumar Jain</b>						
	At the beginning of the year	<b>01.04.2019</b>	--	<b>1</b>	<b>0.1</b>	<b>1</b>	<b>0.1</b>
	Changes during the year	--	--	--	--	--	--
	At the end of the year	<b>31.03.2020</b>	--	<b>1</b>	<b>0.1</b>	<b>1</b>	<b>0.1</b>
<b>7.</b>	<b>CA Anil Tulsian</b>						
	At the beginning of the year	<b>01.04.2019</b>	--	<b>11</b>	<b>1.1</b>	<b>11</b>	<b>1.1</b>
	Changes during the year	--	--	--	--	--	--
	At the end of the year	<b>31.03.2020</b>	--	<b>11</b>	<b>1.1</b>	<b>11</b>	<b>1.1</b>
<b>B.</b>	<b>Key Managerial Personnel</b>						
	At the beginning of the year	<b>01.04.2019</b>	--	--	--	--	--
	Changes during the year	--	--	--	--	--	--
	At the end of the year	<b>31.03.2020</b>	--	--	--	--	--



vi. **INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
<b>i)</b> Principal Amount <b>ii)</b> Interest due but not paid <b>iii)</b> Interest accrued but not due				
Total(i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year	Nil	Nil	Nil	Nil
- Addition - Reduction				
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
<b>i)</b> Principal Amount <b>ii)</b> Interest due but not paid <b>iii)</b> Interest accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil

**vii. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (01.04.2019 to 31.03.2020)		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
6.	Total(A)	-	-
	Ceiling as per the Act	-	-

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
	<u>Independent Directors</u>								
	· Fee for attending board/ committee meetings	Nil							Nil
	· Commission	Nil							Nil
	· Others, please specify	Nil							Nil
	<b>Total(1)</b>	Nil							Nil
	<u>Other Non-Executive Directors</u>	Shri Ghanshyam Dwivedii	Shri Atul Kanodia	Shri Arvind Kumar Mittal	Shri Navin Parwani	Shri Sarwesh Dubey	CA Arvind Kumar Jain	CA Anil Tulsian	
	· Fee for attending board/ committee meetings	80,000	80,000	90,000	90,000	90,000	80,000	80,000	5,90,000
	· Commission		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	· Others, please specify		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total(2)</b>	80,000	80,000	90,000	90,000	90,000	80,000	80,000	5,90,000
	<b>Total(B) = (1+2)</b>								5,90,000
	Total Managerial Remuneration								Nil
	Overall Ceiling as per the Act								

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO (₹)	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	1,41,285/-	Nil	Nil	1,41,285/-
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil Nil	Nil Nil	Nil Nil	Nil Nil
5.	Others, please specify Ex-gratia	18,000/-	Nil	Nil	18,000/-
6.	<b>Total</b>	1,59,285/-	Nil	Nil	1,59,285/-

viii. **PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty	118(10)	Non-compliance with Secretarial Standard 1 & 2 for the Financial Year ended 31 <sup>st</sup> March, 2016 and 31 <sup>st</sup> March, 2017	Rs.25,000/- for each year	ROC (U.P)	-
Punishment	-	-	-	-	-
Compounding	134(3)	Improper disclosure in the Board's Report for Financial Year ended 31 <sup>st</sup> March, 2017	Rs.1,00,000/-	NCLT (Allahabad Bench)	-
<b>B. Directors</b>					
Penalty	118(10)	Non-compliance with Secretarial Standard 1 & 2 for the Financial Year ended 31 <sup>st</sup> March, 2016 and 31 <sup>st</sup> March, 2017.	Rs. 5,000/- for each Director for each year	ROC (U.P.)	-
Punishment	-	-	-	-	-
Compounding	134(3)	Improper disclosure in the Board's Report for Financial Year ended 31 <sup>st</sup> March, 2017.	Rs.50,000/- for each Director	NCLT (Allahabad Bench)	-
Compounding	129(1)	Non compliance of AS - 15 in financial statements for the Financial Year ended 31 <sup>st</sup> March, 2015.	Rs. 50,000/- each for two Directors (viz; Shri Ghanshyam Dwivedi and Shri Arvind Kumar Mittal)	NCLT (Allahabad Bench)	-
<b>C. Other Officers In Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board  
**U.P. STOCK AND CAPITAL LIMITED**

Place : Kanpur  
 Date : 28<sup>th</sup> August, 2020

(Ghanshyam Dwivedi)  
 Director  
 DIN : 02147184

(Atul Kanodia)  
 Director  
 DIN : 01680557

**Form No. AOC-2**

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

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

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts / arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
- (e) Justification for entering into such contracts or arrangements or transactions: NIL
- (f) Date(s) of approval by the Board: NIL
- (g) Amount paid as advances, if any: : NIL
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

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

- (a) **Name(s) of the related party and nature of relationship:** UNLOCK WEALTH SECURITIES LIMITED [Formerly Known as UPSE Securities Limited (wholly owned subsidiary of the Company)].
- (b) **Nature of contracts/arrangements/transactions:** Lease Agreement for its operational use against payment of rent and electricity expenses

Contd....2

: 2 :

(c) **Duration of the contracts / arrangements/transactions:** Till termination w.e.f. 01.12.2015

(d) **Salient terms of the contracts or arrangements or transactions including the value, if any:** Lease Rent of Rs. 48,000.00 p.m. consolidated, which include rent, electricity and all other maintenance charges plus taxes in respect of office space admeasuring 1400 sq. feet.

(e) **Date(s) of approval by the Board, if any: 16.11.2015**

(f) **Amount paid as advances, if any: NIL**

For and on Behalf of the Board  
**U.P. STOCK AND CAPITAL LIMITED**

Place : Kanpur  
Date : 28<sup>th</sup> August, 2020

(Ghanshyam Dwivedi)  
Director  
DIN : 02147184

(Atul Kanodia)  
Director  
DIN : 01680557

## **INDEPENDENT AUDITOR'S REPORT**

**To,  
The Members of U.P. Stock and Capital Limited**

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

#### **1. Opinion**

We have audited the standalone financial statements of **U.P. STOCK AND CAPITAL LIMITED (Formerly known as U.P. STOCK EXCHANGE LIMITED)** ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March, 2020, and its Profit and its cash flows for the year ended on that date.

#### **2. Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **3. Emphasis of Matter**

- (i)** We draw attention to note no 19(b)(iv)&(v) of Standalone financial statements which describes the pending litigations of taxation matters of earlier years against the company as on 31<sup>st</sup> March, 2020.
- (a)** In respect of assessment year 2013-14, the Income Tax department has disallowed a sum of ` 30,65,127/- and ` 1,07,520/- pertaining to proportionate expenses on Income from House Property and expenses in the nature of commission paid to brokers (Leasing) for letting out the property respectively. In this regard the department has determined an additional tax liability of ` 20,82,544/- in respect of the same. The company had filed an appeal against this order before CIT (Appeals), Kanpur-2.

Subsequently, during the financial year 2019-20 the Company has filed Form-1 declaration and undertaking under sub-section (5) of section 4 of the Direct Tax Vivad Se Vishwas Act, 2020 on 23.03.2020 for the settlement of the disputed tax liability which is pending with CIT (Appeals).

**(b)** The Income Tax Authorities had made disallowances of `21,31,293/- regarding Voluntary Retirement Scheme (VRS) paid to employees for the Assessment Year 2015-16 U/s 154/143(3) of the Income tax Act, 1961 vide order dated 03.01.2018. In this regard the department has determined an additional tax liability of ` 43,10,401/- in respect of the same. The company had filed an appeal against this order before CIT(Appeals), Kanpur-2. Subsequently during the financial year 2019-20 the Company has filed Form-1 declaration and undertaking under sub-section (5) of section 4 of the Direct Tax Vivad Se Vishwas Act, 2020 on 23.03.2020 for the settlement of the disputed tax liability which is pending with CIT (Appeals).

**(ii)** We draw attention to note no. 19(a)(vii) to the standalone financial statements which describes uncertainty of impact due to COVID-19 pandemic on Company's financial performance, which is dependent on future developments.

Our Opinion is not modified in respect of these matters.

#### **4. Other Information**

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

#### **5. Responsibilities of Management and Those Charged With Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

#### **6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended 31<sup>st</sup> March, 2020 and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **7. Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in **Annexure 'A'** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules thereunder;
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure 'B'**; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;
  - h) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and as confirmed by the management of the company:-

- i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements- Refer Note 19(b) to the standalone financial statements;
- ii) The company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

**For V.P. Aditya & Co.  
Chartered Accountants  
(FRNo: 000542C)**

**PLACE: KANPUR  
DATED: 28/08/2020**

**(CA RATAN K. SINGHAL)  
PARTNER  
(M. NO. 411567)  
UDIN: - 20411567AAAABQ3046**

**Annexure 'A' referred to in paragraph 7(1) of our Independent Auditor's Report of even date attached to the members of U.P. STOCK AND CAPITAL LIMITED (Formerly known as U.P. STOCK EXCHANGE LIMITED) on the standalone financial statements for the year ended 31<sup>st</sup> March, 2020.**

Based on test checks and other generally accepted auditing procedures carried on by us and according to the information and explanations given to us, we report that:-

- (i)(a)** The management has certified that records showing full particulars, including quantitative details and situation of property, plant & equipment has been maintained.
- (b)** All the property, plant & equipment have been physically verified by the Management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c)** According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deed of immovable property in the nature of free hold land is held in the name of "Uttar Pradesh Stock Exchange Association Limited" the erstwhile name of the Company. The immovable property in the nature of Building has been constructed on the said free hold land and there is no separate title deed for the same.
- (ii)** There are no inventories in the books of the Company hence; Para 3(ii) is not applicable.
- (iii)** The Company has not granted any loans secured or unsecured to the Companies, Firms, Limited Liability Partnership or Other Parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act").
- (iv)** In our opinion and according to the information and explanations given to us, the Company has not granted any loan to directors etc. prescribed u/s 185 of the Act. Further, in our opinion and according to information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of grant of loans and making investments and providing guarantees and securities as applicable.
- (v)** The Company has not accepted any deposits from the public.
- (vi)** The Central Government has not prescribed the maintenance of the cost records under section 148(1) of the Act, for any of the services rendered by the company.
- (vii) (a)** The company is regular in depositing with appropriate authorities undisputed statutory dues including income tax, goods and service tax, and other material statutory dues applicable to it and there are no statutory dues outstanding, at the year end, for a period of more than six months from the date they became payable .

**(b)** There are no disputed statutory dues of Income Tax, ESI and Service Tax except:

S. No.	Name of Statute	Name of Dues	Amount (₹)	Forum where dispute is pending	Remarks
1.	Finance Act, 1994	Service Tax	86,55,836/-	Assistant Commissioner of Central Excise, Sarvodaya Nagar, Kanpur.	Refer Note No. 19(b)(ii) to the Standalone

					Financial Statements.
2.	Employee State Insurance Act, 1948	Employee State Insurance	8,94,179/-	Civil Judge, Senior Division, Employee State Insurance Corporation, Kanpur Nagar.	Refer Note No. 19(b) (iii) to the Standalone Financial Statements.
3.	Income Tax Act, 1961	Income Tax	20,82,544/-	CIT (Appeals), Kanpur-2.	Refer Note No. 19(b) (iv) to the Standalone Financial Statements.
4.	Income Tax Act, 1961	Income Tax	43,10,401/-	CIT (Appeals), Kanpur-2.	Refer Note No. 19(b) (v) to the Standalone Financial Statements.

**(viii)** According to the information and explanations given to us and on the basis of records of the Company examined by us, the Company has not defaulted in repayment of loans or borrowing to any financial institution or bank or Government or dues to debenture holders, as applicable, as at the balance sheet date.

**(ix)** The Company did not raise any money by way of initial public offer or further public offer (Including debt instruments) during the year. The Company has not raised any term loans.

**(x)** According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

**(xi)** The Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

**(xii)** In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

**(xiii)** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties, as identified by the management of the Company, are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

**(xiv)** According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

**(xv)** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**(xvi)** According to the information and explanations given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For V.P. Aditya & Co.  
Chartered Accountants  
(FRNo: 000542C)**

**PLACE: KANPUR  
DATED: 28/08/2020**

**(CA RATAN K. SINGHAL)  
PARTNER  
(M. NO. 411567)  
UDIN: - 20411567AAAABQ3046**

**Annexure 'B' referred to in paragraph 7(2)(f) of our Independent Auditor's Report of even date attached to the Members of U.P. STOCK AND CAPITAL LIMITED (Formerly known as U.P. STOCK EXCHANGE LIMITED) on the Standalone financial statements for the Year Ended 31<sup>st</sup> March, 2020.**

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

We have audited the internal financial controls over financial reporting of U.P. Stock And Capital Limited ("the Company") as at 31<sup>st</sup> March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For V.P. ADITYA & Co.  
Chartered Accountants  
(FRNo : 000542C)**

**PLACE: KANPUR  
DATED: 28/08/2020**

**(CA RATAN K. SINGHAL)  
PARTNER  
(M. NO. 411567)  
UDIN: - 20411567AAAABQ3046**



**U.P. Stock and Capital Limited**  
**Padam Towers, 14/113 Civil Lines, Kanpur**

**Balance Sheet as at 31st March, 2020**

S.No.	Particulars	Note No.	As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
<b>I.</b>	<b>Equity and Liabilities</b>			
1.	<b>Shareholders' funds</b>			
	(a) Share Capital	2	2,000,000	2,000,000
	(b) Reserves and Surplus	3	235,239,203	222,490,001
			<b>237,239,203</b>	<b>224,490,001</b>
2.	<b>Current Liabilities</b>			
	Other Current Liabilities	4	22,574,926	21,702,203
			<b>22,574,926</b>	<b>21,702,203</b>
	<b>Total</b>		<b>259,814,129</b>	<b>246,192,204</b>
<b>II</b>	<b>Assets</b>			
1.	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment			
	Tangible Assets	5	11,247,489	11,902,510
	(b) Non Current Investments	6	79,536,200	140,986,200
	(c) Deferred Tax Assets (net)	7	136,093	138,136
	(d) Long-term loans and advances	8	2,138,500	129,000
			<b>93,058,282</b>	<b>153,155,846</b>
2.	<b>Current Assets</b>			
	(a) Trade Receivables	9	2,270,599	1,556,062
	(b) Cash and Cash equivalents	10	149,642,597	75,587,356
	(c) Short-term loans and advances	11	12,159,684	13,076,820
	(d) Other Current Assets	12	2,682,967	2,816,120
			<b>166,755,847</b>	<b>93,036,358</b>
	<b>Total</b>		<b>259,814,129</b>	<b>246,192,204</b>
	Significant Accounting Policies & Other Notes on Standalone Financial Statements	1 & 19		

As per our report of even date attached

**For V.P.Aditya & Company**

Chartered Accountants  
(FRNo. : 000542C)

**(CA Ratan K. Singhal)**

Partner  
(M.No: 411567)

Place : Kanpur  
Date: 28/08/2020

For and on behalf of the Board of Directors of

**U.P. Stock and Capital Limited**  
**CIN: U67120UP1979PLC004876**

**(Ghanshyam Dwivedi)**

**(DIN:02147184)**  
**(Director)**

**(Arvind Kumar Mittal)**

**(DIN:02010445)**  
**(Director)**

**(CA Anil Tulsian)**

**(DIN:00288225)**  
**(Director)**

**(CA Arvind Kumar Jain)**

**(DIN:03244263)**  
**(Director)**

**(Atul Kanodia)**

**(DIN:01680557)**  
**(Director)**

**(Navin Parwani)**

**(DIN:00614577)**  
**(Director)**

**(Sarwesh Dubey)**

**(DIN:00957703)**  
**(Director)**

**(Prem Bahadur Singh)**  
**(Chief Executive Officer)**

**U.P. Stock and Capital Limited**  
**Padam Towers, 14/113 Civil Lines, Kanpur**

**Statement of Profit and Loss for the Period Ended 31st March, 2020**

S. No.	Particulars	Note No.	For the Year Ended 31st March, 2020 ( ` )	For the Year Ended 31st March, 2019 ( ` )
I	Revenue from operations	13	7,767,612	7,419,940
II	Other Income	14	41,399,181	39,013,500
III	<b>Total Revenue (I + II)</b>		<b>49,166,793</b>	<b>46,433,440</b>
IV	<b>Expenses</b>			
	Employee benefits expense	15	248,410	210,548
	Depreciation and amortisation expense	5	784,971	879,135
	Other expenses	16	20,440,517	19,708,937
	<b>Total Expenses</b>		<b>21,473,898</b>	<b>20,798,620</b>
V	Profit before exceptional and extraordinary items and tax (III-IV)		<b>27,692,895</b>	<b>25,634,820</b>
VI	Exceptional items	17	<b>(8,878,598)</b>	<b>(2,253,685)</b>
VII	Profit before tax (V-VI)		<b>36,571,493</b>	<b>27,888,505</b>
VIII	<b>Tax expense:</b>			
	(1) Current tax		<b>5,850,000</b>	<b>5,025,000</b>
	(2) Income tax of Earlier Year		<b>24,608</b>	<b>78,133</b>
	(3) Deferred tax		<b>2,043</b>	<b>2,146,487</b>
			<b>5,876,651</b>	<b>7,249,620</b>
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)		<b>30,694,842</b>	<b>20,638,885</b>
X	Profit/(Loss) for the period from discontinuing operations		-	-
XI	Profit for the period (IX + X)		<b>30,694,842</b>	<b>20,638,885</b>
XII	<b>Earnings per equity share:</b>			
	Basic & Diluted	18	<b>30,695</b>	<b>20,639</b>
	Significant Accounting Policies & Other Notes on Standalone Financial Statements	1 & 19		

As per our report of even date attached  
**For V.P.Aditya & Company**  
Chartered Accountants  
(FRNo : 000542C)

**(CA Ratan K. Singhal)**  
Partner  
(M.No. : 411567)

Place : Kanpur  
Date: 28/08/2020

**For and on behalf of the Board of Directors of**  
**U.P. Stock and Capital Limited**  
**CIN: U67120UP1979PLC004876**

**(Ghanshyam Dwivedi)**  
(DIN:02147184)  
(Director)

**(Atul Kanodia)**  
(DIN:01680557)  
(Director)

**(Arvind Kumar Mittal)**  
(DIN:02010445)  
(Director)

**(Navin Parwani)**  
(DIN:00614577)  
(Director)

**(CA Anil Tulsian)**  
(DIN:00288225)  
(Director)

**(Sarwesh Dubey)**  
(DIN:00957703)  
(Director)

**(CA Arvind Kumar Jain)**  
(DIN:03244263)  
(Director)

**(Prem Bahadur Singh)**  
(Chief Executive Officer)

**U.P. Stock and Capital Limited**  
**Padam Towers, 14/113, Civil Lines Kanpur - 208001**

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

	Particulars	Note No.	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>			
	Net Profit/(Loss) before tax		36,571,493	27,888,505
	<b>Adjustments For :</b>			
	Depreciation & amortization	5	784,971	879,135
	Profit on sale of Assets	14	(4,380)	(61)
	Profit on sale of Investments	17	(13,266,281)	(2,319,667)
	Redemption of Preference Shares		-	(1,501)
	Dividend Income	14	(810,857)	(540,865)
	Interest Income	13	(7,767,612)	(7,419,940)
	<b>Operating Profit/(Loss) before Working Capital changes</b>		15,507,334	18,485,606
	<b>Adjustments For:</b>			
	(Increase)/ Decrease in Trade Receivables		(714,537)	605,778
	(Increase) / Decrease in Short term Loans and Advances		917,136	(909,244)
	(Increase)/ Decrease in Other Current Assets		133,153	100,788
	Increase/ (Decrease) in Other Current Liabilities		483,723	641,770
	<b>Cash generated from Operations</b>		16,326,811	18,924,699
	Direct Tax paid / refund (net)		(5,874,608)	(5,103,133)
	<b>Net Cash from Operating Activities</b>		10,452,203	13,821,566
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>			
	Purchase of Tangible Assets	5	(130,072)	(25,004)
	Proceeds from Sale of Tangible Assets		4,500	549
	Proceeds from Sale of Investments		74,716,281	2,333,425
	Interest Income	13	7,767,612	7,419,940
	Payment of Security Deposit		(2,009,500)	-
	Dividend Income	14	810,857	540,865
	Redemption of Preference Shares		-	1,501
	<b>Net Cash used in Investing Activities</b>		81,159,678	10,271,276
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>			
	Payment of Dividends	3	(17,556,640)	(14,273,918)
	<b>Net Cash Used in Financing Activities</b>		(17,556,640)	(14,273,918)
	<b>Net Increase/(Decrease) in Cash &amp; Cash equivalents (A+B+C)</b>		74,055,241	9,818,924
	<b>Cash &amp; Cash equivalent (Opening Balance)</b>		75,587,356	65,768,432
	<b>Cash &amp; Cash equivalent (Closing Balance)</b>		149,642,597	75,587,356
	Significant Accounting Policies & Other Notes on Standalone Financial Statements	1 & 19		

As per our report of even date attached  
**For V.P. Aditya & Company**  
Chartered Accountants  
(FRNo: 000542C)

**(CA Ratan K. Singhal)**  
Partner  
(M.No. 411567)

Place: Kanpur  
Date: 28/08/2020

**For and on behalf of the Board of Directors of**  
**U.P. Stock and Capital Limited**  
**CIN: U67120UP1979PLC004876**

**(Ghanshyam Dwivedi)**  
**(DIN:02147184)**  
(Director)

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**(Sarwesh Dubey)**  
**(DIN:00957703)**  
(Director)

**(CA Arvind Kumar Jain)**  
**(DIN:03244263)**  
(Director)

**(Prem Bahadur Singh)**  
(Chief Executive Officer)

**U.P. Stock and Capital Limited**  
**Padam Towers, 14/113 Civil Lines, Kanpur**

**Note No. 1 : Significant Accounting Policies**

**a. Basis of preparation of financial statements**

The financial statements have been prepared on a going concern basis using the accrual basis of the accounting unless otherwise specified, under the historical cost convention, in accordance with the generally accepted accounting principles in India, the applicable Accounting Standards (AS) as notified under the Companies Act, 2013, and the relevant provisions of the Companies Act, 2013.

**b. Revenue Recognition**

Revenue is recognized only when no significant uncertainty as to measurability or collectability exists.

**c. Property, Plant and Equipment**

**(i) Tangible Assets**

Tangible Assets are stated at cost of acquisition/construction less accumulated depreciation. All costs relating to the acquisition and installation of tangible assets are capitalized and included in the cost of respective tangible assets.

**(ii) Intangible Assets**

Any expense on software for support, maintenance, upgrades etc., payable periodically is charged to the Statement of Profit & Loss .

**d. Depreciation**

Depreciation on all Tangible Asset is provided using the written down value method at the rates corresponding to and in the manner prescribed in Schedule II of the Companies Act, 2013.

**e. Investments**

Current Investments are carried at lower of cost or market value. Non Current investments (Long term) are stated at cost. Provision for diminution in the value of long term investment is made only if such decline is other than temporary in the opinion of the management.

**f. Employees Benefits**

Employees benefits are accrued in accordance with the Accounting Standard-15 (Revised) "Employees Benefits", to eligible employees.

**g. Earning Per Share**

Earning per share is calculated in accordance with the Accounting Standard - 20 issued by the Institute of Chartered Accountants of India.

**h. Accounting for Taxes on Income**

(i) Provision for Current Tax is made for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

(ii) Deferred tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rate and laws that have been enacted or substantively enacted as on the balance sheet date.

**i. Impairment of Assets**

An Asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value and impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting year is reversed if there has been a change in the estimate of the recoverable amount.

**j. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**k. Goods and Service Tax Input Credit**

Goods and Service Tax Input Credit is accounted for in the books in the period in which the underlying goods/ service is purchased/ received and is accounted for and when there is no uncertainty in availing/utilising the credits.

**U.P. Stock and Capital Limited**  
**Padam Towers, 14/113 Civil Lines, Kanpur**

**Notes to the Standalone Financial Statements**

**Note No. 2 : Share Capital**

	As at 31st March, 2020	As at 31st March, 2019
	Amount (₹)	Amount (₹)
<b>Authorised Share Capital</b>		
1000 equity shares of ₹ 2000 each	2,000,000	2,000,000
<b>Issued, Subscribed and Paid up Capital</b>		
1000 equity shares of ₹ 2000 each, fully paid up	2,000,000	2,000,000
<b>Total</b>	2,000,000	2,000,000

**a. Reconciliation of number of shares**

	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
<b>Equity Shares</b>				
As at the beginning of the year	1,000	2,000,000	1,000	2,000,000
Changes during the year	-	-	-	-
<b>Balance at the end of the year</b>	1,000	2,000,000	1,000	2,000,000

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

The company has only one class of equity shares having a par value of ₹ 2000 per share. Each share holder has a right to participate in General Meeting of the Company.

c. There is no shareholder holding more than five percent shares in the company.

**Note No. 3 : Reserves and Surplus**

	As at 31st March, 2020		As at 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>(a) Capital Reserve</b>				
As per last balance sheet	130,971,570		130,996,574	
<b>Less:</b> Transferred to surplus balance in the Statement of Profit and Loss	130,072	130,841,498	25,004	130,971,570
<b>(b) Capital Reserve Utilisation Account</b>				
As per last balance sheet	41,537,721		41,512,717	
<b>Add:</b> Transferred from surplus balance in the Statement of Profit and Loss	130,072	41,667,793	25,004	41,537,721
<b>(c) Securities Premium Account</b>				
As per last balance sheet		16,560,000		16,560,000
<b>(d) General Reserve</b>				
As per last balance sheet		5,230,016		5,230,016
<b>(e) Surplus in Statement of Profit and Loss</b>				
Opening balance	28,190,694		21,994,727	
<b>Add:</b> Profit for the year	30,694,842		20,638,885	
Transfer from Capital Reserve	130,072		25,004	
Transfer to Capital Reserve Utilisation account	(130,072)		(25,004)	
Dividend Paid to Shareholders	(15,000,000)		(12,000,000)	
Tax on Dividend to Shareholders	(2,945,640)		(2,442,918)	
<b>Closing Balance</b>		40,939,896		28,190,694
<b>Total</b>		235,239,203		222,490,001

(f) During the period, the Company has utilized ₹ 1,30,072/- (Previous Year ₹ 25,004/-) towards capital expenditure, which was incurred out of "Capital Reserve". The transfer from reserve is in conformity with the Articles of Association of the Company prevailing as on 31st March, 2020.

**Note No. 4 : Other Current Liabilities**

	As at 31st March, 2020		As at 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>(a) Deposit from others</b>	15,033,933		13,746,262	
<b>(b) Unpaid Dividend</b>	1,709,000		1,320,000	
<b>(c) Other Liabilities</b>	5,225,570		5,942,803	
<b>(d) Statutory Liabilities</b>	606,423		693,138	
<b>Total</b>		22,574,926		21,702,203

(e) Unpaid dividend represent the amounts either not claimed or kept in abeyance in accordance with Section 126 of the Companies Act, 2013.

(f) Other Liabilities includes an amount pertaining to pending settlement of claims against defaulters, ₹ 2,57,534/- (Previous year ₹ 2,57,534/-) realized out of membership ticket, securities and other assets of the defaulter members pertaining to the erstwhile business of Stock Exchange which are subject to Arbitration.

**U. P. Stock and Capital Limited**  
Padam Towers, 14/113 Civil Lines, Kanpur

**Note No.5 : Property, Plant and Equipment - Tangible Assets**

(Amount in ` )

S. No.	Particulars	Gross Block (At Cost)				Depreciation				Net Block	
		As at 01.04.2019	Additions during the year	Sales/ Adjustment during the year	Total as at 31.03.2020	Upto 31.03.2019	For the year	Sales/ Adjustments	Total upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
1	Free hold Land	3278869	0	0	3278869	0	0	0	0	3278869	3278869
2	Building	25097788	0	0	25097788	18603713	316261	0	18919974	6177812	6494074
3	Plant & Machinery	9835308	0	0	9835308	7965162	338487	0	8303650	1531658	1870146
4	Office Equipment	5077761	105072	120	5182713	4955287	89416	0	5044703	138010	122475
5	Silver Utensils	509	0	0	509	0	0	0	0	509	509
6	Furniture & Fixtures	5916433	25000	0	5941433	5901117	9374	0	5910491	30942	15316
7	Electrical Installation & Equipment	2708390	0	0	2708390	2587469	31306	0	2618775	89615	120921
8	Computer	16158970	0	0	16158970	16158769	127	0	16158896	74	200
	<b>Total</b>	68074028	130072	120	68203980	56171518	784971	0	56956489	11247489	11902510
	<b>Previous Year Figures</b>	68103386	25004	54361	68074028	55346255	879135	53872	56171518	11902510	-

**Note No. 6 : Non Current Investments**

	As at 31st March, 2020	As at 31st March, 2019
	Amount ( ` )	Amount ( ` )
<b>Non Current Investments (At Cost):</b>		
(As certified and valued by the management of the Company)		
<b>(a) Investments in Equity Instruments:</b>		
<b>(i) In quoted Equity Instruments</b>	24,298	24,298
<b>(ii) In unquoted Trade Investments:</b>		
<b>(1) 2580000 (2580000) equity shares of Unlock Wealth Securities Limited (Formerly known as UPSE Securities Ltd.) of ` 10 each fully paid up ( Wholly owned subsidiary)</b>	41,312,600	41,312,600
<b>(2) 410832 ( 410832 ) equity shares of Inter Connected Enterprises Ltd. (Formerly known as Inter Connected Stock Exchange of India of ` 1 each fully paid up )</b>	20,542	20,542
<b>(b) Investments in Government Securities</b>	24,178,760	24,178,760
<b>(c ) Investments in Mutual Funds</b>	14,000,000	75,450,000
<b>Total</b>	<b>79,536,200</b>	<b>140,986,200</b>

**(d)** As confirmed and certified by the Management of the company the Net Asset Value of Investment in Equity Shares of Unlock Wealth Securities Limited ( Formerly known as UPSE Securities Ltd., a wholly owned subsidiary of the Company) and Inter-Connected Enterprise Limited (Formerly known as Inter Connected Stock Exchange of India Ltd) as on 31.03.2020 is more than its cost.

**(e)** Out of 25,80,000 equity shares held as investment in Unlock Wealth Securities Limited ( Formerly known as UPSE Securities Ltd.), 60 equity shares are held in the names of nominees of U.P. Stock and Capital Ltd.

**(f)** Securities in the nature of equity instruments accrued in the hands of the Company during the course of operations of the erstwhile business of Stock Exchange in earlier years and for which no cost was incurred by the company are held as Other Investments at Nil cost [Market Value as at 31.03.2020 ` 3.88 Crores ( Previous Year ` 5.03 Crore)] and proper records are being maintained for the same. The same have been reconciled by the management of the company at the year end with the Demat Account of the company. Details are as per annexure attached.

**(g)** During the financial year 2018-19 Securities in the nature of Equity instruments of ` 24,298/- ( Market Value as at 31.03.2020 is ` 0.66 lakhs) comprises of Investment made by the company in the right issue of 41 fully paid Equity Shares @ ` 510/- per Shares and 22 Partly paidup Equity Shares @ ` 154/- per Shares of Tata Steel Limited.The right was offered to the company against the 200 Equity Shares of Tata Steel Limited which accrued in the hands of the company during the erstwhile business of Stock Exchange in earlier years and are held at Nil cost and against 30 Equity Shares which were renounced in favour of the company.

**(h)** During the Financial year 2019-20, the company has sold the Mutual funds of HDFC Corporate Debt Opportunities fund and Kotak Medium term fund at a profit of ` 1,32,66,281/- which has been shown "Exceptional Items" in note no. 17 to the financial statements.





LIC HOUSING FINANCE LTD-NEW EQUITY SHARES OF ` 2/- AFTER SUB-DIVISION LIC HSG FIN ` -2-EQ	500	500
LINEAR INDUSTRIES LIMITED EQUITY SHARES LINEAR INDUSTRIES	300	300
LML LIMITED EQUITY SHARES LML LIMITED EQUITY	1950	1950
MAHARASHTRA SEAMLESS LIMITED - NEW EQUITY SHARES OF ` 5/- AFTER SPLIT MAHARASH SEAM-EQ- ` 5/-	400	400
MAHINDRA & MAHINDRA EQUITY SHARES - EQUITY SHARES OF ` 5/- AFTER SUB DIVISION MAH & MAH EQ ` 5/-	24	24
MAHINDRA CIE AUTOMOTIVE LIMITED# EQUITY SHARES MAHINDRA CIE- EQ	284	284
MANGALORE CHEMICALS & FERTILIZERS LIMITED EQUITY SHARES MANGALORE CHEM & FER	100	100
MCS LIMITED - EQUITY SHARES MCS LIMITED - EOTY	100	100
MINI DIAMONDS (INDIA) LIMITED-EQUITY SHARES MINI DIAMONDS(INDIA)	100	100
MIPCO SEAMLESS RINGS GUJARAT LIMITED# EQUITY SHARES MIPCO SEAMLESS- EQ	50	50
NATIONAL STEEL & AGRO INDUSTRIES LTD [FORMERLY NATIONAL STEEL INDUSTRIES LTD] NATIONAL STEEL & AGR	100	100
NESTLE INDIA LIMITED EQUITY SHARES NESTLE INDIA LTD	600	600
NEXTGEN ANIMATION MEDIAA LIMITED - EQUITY SHARES NEXTGEN - EQ	20	20
NICCO CORPORATION LIMITED - NEW EQUITY SHARES OF ` 2/- AFTER CAPITAL REDUCTION NICCO CORP-EQ ` 2	184	184
NOBLE EXPLOCHEM LIMITED-EQUITY SHARES NOBLE EXPLOCHEM LTD	100	100
OK PLAY INDIA LIMITED EQUITY SHARES OK PLAY EQTY	200	200
OMEGA AG-SEEDS (PUNJAB) LIMITED - EQUITY SHARES OMEGA AG-SEEDS	5000	5000
ORG INFORMATICS LTD [FORMERLY SARABHAI ELCTRONICS LTD] - EQUITY SHARES ORG INFORMATICS EQTY	64	64
ORIENTAL BANK OF COMMERCE - EQUITY SHARES ORIENTAL BANK - EQTY	100	100
OSWAL AGRO MILLS LIMITED EQUITY SHARES OSWAL AGRO MILLS EQY	702	702
OSWAL CHEMICALS & FERTILISERS LIMITED EQUITY SHARES OSWAL CHEM & FERT EQ	500	500
PAE LTD - EQUITY SHARE PAE LTD-EQ	100	100
PANCHMAHAL STEEL LIMITED-EQUITY SHARES PANCHMAHAL STEEL LTD	200	200
PASUPATI SPINNING AND WEAVING MILLS LIMITED # NEW EQUITY SHARES OF ` 10/- AFTER CAPITAL REDUCITON PASUPATI SPIN-EQ ` 10/-	360	360
PENTAMEDIA GRAPHICS LIMITED - EQUITY SHARES OF ` 1/- AFTER CAPITAL REDUCTION PENTAMEDIA - EQ ` 1	60	60
PRECISION ELECTRONICS LTD-EQUITY SHARES AFTER REARRANGEMENT- ` 10/- PRECISION ELEG-NEW	50	50
RACL GEARTECH LIMITED # EQUITY SHARES RACL GEARTECH-EQUITY	200	200
RAYMOND LIMITED EQUITY SHARES RAYMOND LIMITED EQ	63	63
RELIANCE CAPITAL LIMITED EQUITY SHARES RELIANCE CAPITAL	411	411
RELIANCE COMMUNICATIONS LIMITED - EQUITY SHARES RELIANCE COMMUNI -EQ	226	226
RELIANCE HOME FINANCE LIMITED # EQUITY SHARES RELIANCE HOME FIN-EQ	411	411
RELIANCE INDUSTRIES LIMITED EQUITY SHARES RELIANCE INDUS-EQ	1444	1444
RELIANCE INFRASTRUCTURE LIMITED EQUITY SHARES RELIANCE INFRASTR-EQ	23	23
RELIANCE POWER LIMITED - EQUITY SHARES AFTER CONSOLIDATION ` 10/- .RELIANCE POWER - EQ	56	56
SAKTHI FINANCE LIMITED - EQUITY SHARES SAKTHI FINANCE LTD	100	100
SALAYA BULK TERMINALS LIMITED#EQUITY SHARES SALAYA BULK TERMI-EQ	3	3
SANGHI POLYSTERS LIMITED EQUITY SHARES SANGHI POLYESTER EQ	500	500
SHREE BHAWANI PAPER MILLS LIMITED - EQUITY SHARES SHREE BHAWANI PAPER	500	500
SILVERLINE TECHNOLOGIES LIMITED - EQUITY SHARES OF RS.10/- EACH AFTER CAPITAL REDUCTION SILVERLINE TECH-NEW	50	50
SINTEX PLASTICS TECHNOLOGY LIMITED#EQUITY SHARES WITH FACE VALUE ` 1/- AFTER SUB DIVISION SINTEX PLASTICS T-EQ	1000	1000
SIYARAM SILK MILLS LIMITED#NEW EQUITY SHARES FV ` 2/- AFTER SUBDIVISION SIYARAM SILK-EQ ` 2/-	1000	1000
SM DYECEM LIMITED-NEW EQUITY SHARES OF ` 10/- AFTER CAPITAL REDUCTION SM DYECEM LTD-EQ-10	7	7
SML ISUZU LIMITED - EQUITY SHARES SML ISUZU LTD-EQ	4500	4500
SPICE MOBILITY LIMITED-EQUITY SHARES OF ` 3/- AFTER CAPITAL REDUCTION SPICE MOBILITY-EQ ` 3/-	200	200
SRF LIMITED EQUITY SHARES SRF LIMITED EQUITY	49	49
STATE BANK OF INDIA # NEW EQUITY SHARES OF FV ` 1/- AFTER SUBDIVISION SBI - EQ	1500	1500
STEEL EXCHANGE INDIA LIMITED EQUITY SHARES STEEL EXCHANGE EOTY	4	4
SUN PHARMACEUTICALS LTD-NEW EQUITY SHARES OF ` 1/- AFTER SUB-DIVISION SUN PHARMA ` 1/-	48	48
SUNDARAM CLAYTON LIMITED # NEW EQUITY SHARES OF ` 5/- AFTER CAPITAL REDUCTION SUNDARAM CLAY EQ 5/-	50	50
SURYA AGROILS LIMITED EQUITY SHARES SURYA AGROILS-EQ	667	667
TAMIL NADU PETROPRODUCTS LIMITED EQUITY SHARES TAMILNADU PETRO PROD	200	200
TANFAC INDUSTRIES LIMITED EQUITY SHARES TANFAC INDUSTRIES EQ	100	100
TATA STEEL LIMITED - FULLY PAID EQUITY SHARES TATA STEEL (Read alongwith Note no. 6 (g))	241	241
TATA STEEL LIMITED - Partly Paid EQUITY SHARES TATA STEEL (Read alongwith Note no. 6(g))	22	22
TIRUPATI INDUSTRIES (INDIA) LIMITED-EQUITY SHARES TIRUPATI INDUSTRIES	10	10
TITAN COMPANY LIMITED#NEW EQUITY SHARES OF ` 1/-AFTER SUB-DIVISION TITAN COMPANY-EQ 1/-	3300	3300

TRENT LIMITED # NEW EQ SH WITH FV ` 1/- AFTER SUB DIVISION TRENT-EQTY	30	30
TULIP FINANCE LIMITED - EQUITY SHARES TULIP FINANCE LTD	2000	2000
ULTRATECH CEMENT LIMITED-EQUITY SHARES ULTRATECH CEMENT LTD	1032	1032
VADINAR OIL TERMINAL LIMITED # EQUITY SHARES VADINAR OIL-EQ	49	49
VARDHMAN SPECIAL STEELS LIMITED-EQUITY SHARES VARDHMAN SPECIAL-EQ	14	14
VARDHMAN TEXTILES LIMITED EQUITY SHARES VARDHMAN TEXT EQ	72	72
VENUS SUGAR LIMITED EQUITY SHARES VENUS SUGAR EQTY	200	200
WABCO INDIA LIMITED EQUITY SHARES WABCO-EQ	50	50
WIMCO LIMITED - NEW RE 1- AFTER CAPITAL REDUCTION WIMCO LTD- ` 1	50	50
WINDOW GLASS LIMITED-EQUITY SHARES WINDOW GLASS LTD-EQ	100	100
<b>TOTAL (A)</b>	<b>77332</b>	<b>77332</b>
<b>(B) Investment in Mutual Funds :</b>		
SBI MF - MAGNUM EQUITY FUND-DIVIDEND-PAYOUT EQUITY SBI MEF DV P	5150	5150
UTI ASSET MANAGEMENT COMPANY (P) LTD - EQ FUND(MASTERGAIN SCHEME) DIVIDEND PAYOUT UTI EQ MGA IN DIVPOUT	5948.737	5948.737
UTI ASSET MANAGEMENT COMPANY (P) LTD - MASTERSHARE UNIT SCHEME DIVIDEND REINVESTMENT UTI MST SH U DIVRINV *	1050.715	975.421
UTI-MASTERSHARE 86 UTI-MASTERSHARE 86	1442.00	1442.00
<b>TOTAL (B)</b>	<b>13591.452</b>	<b>13516.158</b>
<b>GRAND TOTAL (A+ B)</b>	<b>90923.452</b>	<b>90848.158</b>

**NOTES:**

\* 75.294 units (Previous Year 71 units) of UTI Master Shares Unit Scheme has been received on account of Dividend Reinvestment during the Financial Year.

**Note No. 7 : Deferred Tax**

	As at 31st March, 2020		As at 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Deferred Tax Assets/(Liabilities) on account of:</b>				
Difference between book Depreciation and Depreciation under the Income Tax Act, 1961		136,093		138,136
<b>Net Deferred Tax Asset/(Liability)</b>	<b>Total</b>	<b>136,093</b>		<b>138,136</b>

**Note No. 8 : Long-Term Loans and Advances**

	As at 31st March, 2020		As at 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Long-Term Loans and Advances (Unsecured considered good)</b>				
Security deposit with public bodies and others		2,138,500		129,000
<b>Total</b>		<b>2,138,500</b>		<b>129,000</b>

**Note No. 9 : Trade receivables(unsecured considered good)**

	As at 31st March, 2020		As at 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>(a)Debts outstanding for a period exceeding six months</b>				
Considered Good	-	-	240,542	-
Considered Doubtful	-	-	-	240,542
<b>(b)Other debts</b>				
Considered Good	2,270,599	-	1,315,520	-
<b>Less: Provision for Doubtful Debts</b>	-	2,270,599	-	1,315,520
<b>Total</b>	<b>51</b>	<b>2,270,599</b>		<b>1,556,062</b>

**Note No. 10 : Cash and Cash Equivalents**

	As at 31st March, 2020		As at 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>(a) Balances with scheduled banks</b>				
(Include balances for earmarked funds)				
(i) Balance in Current Accounts	1,148,638	-	1,418,318	-
(ii) Balance in Saving Bank Accounts	78,822	-	74,993	-
(iii) Balance in Deposit Accounts	146,682,596	-	72,733,944	-
(iv) Balance in Earmarked Accounts	1,709,000	149,619,056	1,320,000	75,547,255
<b>(b) Cash on hand</b>		23,541		40,101
<b>Total</b>		<b>149,642,597</b>		<b>75,587,356</b>

(c) Balance in Deposit Accounts with bank includes ₹ 9,57,66,137/- (₹ 2,90,33,944/-) which have original maturity of more than 12 months.

(d) Balance in Earmarked Accounts includes deposit made in respect of unpaid dividend amounting to ₹ 17,09,000/- (Previous Year ₹ 13,20,000/-).

(e) Balance in Current Account includes an amount of ₹ NIL (Previous year ₹ 12,000/-), which was earlier treated as Earmarked Fund for the distribution of Dividend but now has been treated as a Normal Current Account of the company during the year because of transfer of this amount from Own Fund of the company to Investor Education and Protection Fund maintained by the Government of India.

**Note No. 11 : Short Term Loans & Advances**

	As at 31st March, 2020		As at 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Short Term Loans &amp; Advances:</b>				
<b>(Unsecured,considered good)-Others</b>				
(i) Income Tax (Net of provision)	3,469,624	-	4,548,419	-
(ii) Advances recoverable in cash or in kind or for value to be received	8,609,560	-	8,447,901	-
(iii) Fringe Benefit Tax (Net of provision)	80,500	12,159,684	80,500	13,076,820
<b>Total</b>		<b>12,159,684</b>		<b>13,076,820</b>

(a) Advances recoverable includes ₹ 61,46,127/- (Previous Year ₹ 61,46,127/-) pertaining to Income Tax Refundable) including refundable in respect of erstwhile IPEF) and ₹ 24,54,688/- (Previous Year ₹ 22,93,029/-) pertaining to amount recoverable from LIC of India.

(b) The Income Tax Assessments of the Company have been completed upto the Assessment Year 2018-19.

**Note No. 12 : Other Current Assets**

	As at 31st March, 2020		As at 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>(a) Service Tax Deposited under protest</b>				
(Unsecured,considered good)		-		719,520
<b>(b) Interest due but not received</b>		1,191,005		1,184,506
(Including on the earmarked funds)				
<b>(c) Interest Accrued but not received</b>		1,268,681		646,238
<b>(d) Prepaid Expenses</b>		38,405		37,390
<b>(e) ITC Receivable (subject to reconciliation with GST Portal)</b>		170,476		223,354
<b>(f) Tax Under Reverse Charges</b>		14,400		5,112
<b>Total</b>		<b>2,682,967</b>		<b>2,816,120</b>

(g) During the financial year 2018-19, the appeal pertaining to Service Tax relating to Man Power Supply Services for the period 2007-08 to June, 2012 pending with Customs, Excise & Service Tax Appellate Tribunal, Allahabad, shown in earlier years as a contingent liability of ₹ 1,16,77,650/- was decided in favour of the company as per final order no: ST/A/70025/2019-[DB] dated 07.01.2019. Consequently, the Company had submitted an application on 27.02.2019, for the refund of pre-deposit amount of ₹ 2,01,900/- which was included under the head Service Tax deposited under protest in the financial year 2018-19. During the financial year 2019-20 the company has after adjustment of ₹ 5,17,620/- in the Sabka Vishwas (Legacy Dispute Resolution Scheme, 2019) opted by the company in respect of its disputed service tax liabilities of ₹ 3,45,14,703/- shown as contingent liabilities in earlier years, received a refund of ₹ 2,28,494/- including an interest of ₹ 26,594/- vide order no. 49/ST/REF/ACK-III/2019 dated 11.12.2019.

**Note No. 13 : Income from Investments and Deposits**

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
(i) Bank Interest	5,870,329	-	5,548,802	-
(Tax deducted at source - ₹ 5,86,652/- previous year ₹ 5,54,535/-)				
(ii) Interest on Tax Free Bond (Government Securities)	1,695,018	-	1,694,065	-
(iii) Other Interest	34,394	-	8,100	-
(Tax deducted at source ₹ NIL' previous year ₹ 810/-)				
(iv) Interest from LIC	161,659	-	165,915	-
(v) Interest on late payment from cabin holders	6,212	-	3,058	-
<b>Total</b>		<b>7,767,612</b>		<b>7,419,940</b>

**Note No. 14 : Other Income**

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
(a) Rent and Electricity Charges recovered:				
(i) Rent including Maintenance and Other Charges (Tax deducted at source ₹ 25,87,480/- previous year ₹ 25,23,250/-)	40,063,380		38,028,198	
(ii) Rent (Auditorium)	514,500	40,577,880	430,300	38,458,498
(b) Profit on sale of Assets		4,380		61
(c) Miscellaneous Income		6,064		14,076
(d) Dividend Income		810,857		540,865
<b>Total</b>		<b>41,399,181</b>		<b>39,013,500</b>

**Note No. 15 : Employee Benefits Expense**

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
(a) Salaries & Ex-gratia	248,410		210,548	
<b>Total</b>		<b>248,410</b>		<b>210,548</b>

(b) Salaries & Ex-gratia includes an amount of ₹ 1,59,285/- paid to Shri Prem Bahadur Singh as salary (including ex-gratia) after his appointment as Chief Executive Officer of the company w.e.f 02.09.2019.

**Note No. 16 : Other Expenses**

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
(a) Rates and Taxes		1,190,331		1,167,581
(b) Electric, Fuel and Maintenance Charges		9,948,452		10,696,447
(c) Travelling and Conveyance [including Director Travelling Expenses ₹ 47,123/- (previous year ₹ Nil-)]		75,881		35,751
(d) Legal and Professional Charges		558,662		510,615
(e) Conference and Meeting		15,957		15,861
(f) Printing and Stationery		79,557		65,868
(g) Postage, Telegram and Telephone		54,466		68,290
(h) (i) Manpower Services	3,156,000		2,840,000	
(ii) House Keeping Services	898,754	4,054,754	830,964	3,670,964
(i) Bank Charges		59		354
(j) Repair and Maintenance				
(i) Repairs to Building	534,816		414,106	
(ii) Repairs to Plant and Machinery	283,310		267,274	
(iii) Other Repairs	439,443	1,257,569	957,444	1,638,824
(k) Commission on Rent		960,000		
(l) Security Expenses		706,530		710,925
(m) Insurance		46,523		46,377
(n) Advertisement		34,872		32,832
(o) General Charges		240,071		74,307
(p) Directors' Sitting Fee		590,000		475,000
(q) Interest on late payment of Tax		-		870
(r) Data Processing Charges		18,055		33,864
(s) Demat Charges		26,068		11,877
(t) Stamp and Registry Fee - Lease Agreement		380,600		257,536
(u) Gardening Expenses		102,110		94,793
(v) Auditors' Remuneration				
Audit Fee (excluding Goods and Service Tax)	90,000		90,000	
Tax Audit Fee (excluding Goods and Service Tax)	10,000	100,000	10,000	100,000
<b>Total</b>		<b>20,440,517</b>		<b>19,708,937</b>

**Note:** General charges includes a penalty of ₹ 50,000/- imposed by the Registrar of Companies, Uttar Pradesh on the company and its officers for the violation of provisions of section 118(10) of the Companies Act, 2013 read with the Companies (Adjudication of Penalties) Rules, 2014. General charges also includes a compounding fee of ₹ 1,00,000/- paid to National Company Law Tribunal, Allahabad Bench for compounding of offence under section 134(3) of Companies Act, 2013, for improper disclosures in the Board's Report for the financial year ended 31st March, 2017.

**Note No. 17 : Exceptional Items**

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
(a) Debit Balance Written Off	(65,541)		-	
(b) Credit Balance Written back	69,477		-	
(c) Profit on Sale of Investments	13,266,281		2,319,667	
(d) Redemption of Preference Shares	-		1,501	
(e) Misc. Claim Settlement	-		(67,482)	
(f) Service Tax Settlement under Sabka Vishwas scheme	(4,391,619)			
<b>Total</b>		<b>8,878,598</b>		<b>2,253,685</b>

(g) Debit Balance written off and Credit balance written back which consists of amounts which are in the opinion of the management of the company no longer recoverable/ Payable.

(h) During the financial year 2018-19 2,75,168 Equity Shares of Inter Connected Enterprises Limited (Formerly known as Inter Connected Stock Exchange of India) has been bought back by the said company @ ₹ 8.48 per share, through their buy back offer letter dated 21.02.2019, which has been accepted by the management. Profit on Sale of investments pursuant to this buy-back offer amounting to ₹ 23,19,667/- has been shown as an 'Exceptional Items' in the Statement of Profit and Loss for the year ended 31.03.2019.

(i) During the financial year 2018-19 150,001% Cumulative Non- Convertible Preference Shares of TGV SRAAC Ltd. accrued in the hands of the company during the course of operations of the erstwhile business of Stock Exchange in earlier years and for which no Cost was incurred by the company has been redeemed by the issuing company for ₹ 1500.50 and shown under the head 'Exceptional Items' in the Statement of Profit and Loss for the year ended 31.03.2019.

(j) During the financial year 2018-19 the company had received a claim for release of shares and dividend pertaining to the same, from Smt. Munni Gupta, the legal heir of Late Shri Raj Kishore Gupta. The management of the company has proceeded to release the said shares and dividend to Smt. Munni Gupta after legal compliances and verification of the same. The released Dividend amount to ₹ 67,482/- pertaining to the released shares has been depicted under the head 'Exceptional Items' in the Statement of Profit and Loss for the year ended 31.03.2019.

(k) Profit on Sale of investments for the financial year 2019-20 includes the profit on sale of Mutual funds of HDFC Corporate Debt Opportunities fund and Kotak Medium term fund.

(l) During the financial year 2019-20, the company availed the benefit of Sabka Vishwas (Legacy Dispute Resolution Scheme, 2019). In accordance with the said scheme the following disputed service tax liabilities were fully and finally settled under section 127 of Finance (No. 2) Act, 2019 read with Rule 9 of the Sabka Vishwas (Legacy Scheme, 2019):

S. No.	Disputed Amount not acknowledged as debt (₹)	Settled Amount (₹)	Remarks
1	3,45,14,703/-	34,50,797/-	A pre-deposit amount of ₹ 5,17,620/- was adjusted against this amount.
2	55,44,558/-	7,26,819/-	
3	30,03,564/-	2,14,003/-	
<b>Total</b>	<b>4,30,62,825/-</b>	<b>43,91,619/-</b>	

The aforesaid settled amount has been depicted in the accounts as Service Tax Settlement under Sabka Vishwas Scheme.

**Note No. 18 : Earnings per share**

	For the year ended 31st March, 2020 Amount (₹)	For the year ended 31st March, 2019 Amount (₹)
(i) Net profit after tax available for Equity Share holders (Numerator used for calculation)	<b>30,694,842</b>	<b>20,638,885</b>
(ii) Weighted average of number of equity shares as denominator for calculating EPS	1000	1000
(iii) Basic & Diluted earning per share. (Face value of ₹ 2,000/- each)	30,695	20,639

**Note No. 19 : Other Notes**

a. (i) In compliance to paragraph 12(d) of Securities and Exchange Board of India (SEBI) Exit Order No.WTM/RKA/MRD/49/2015 dated 09.06.2015, the Company changed its name from "U.P. Stock Exchange Limited" to "U.P. Stock and Capital Limited" pursuant to the resolution passed by the Members of the Company by way of Postal Ballot dated 11.09.2015. The new name 'U.P. Stock and Capital Limited' became effective by obtaining fresh Certificate of Incorporation from the Registrar of Companies dated 30.09.2015.

(ii) The presentation of financial statements is in conformity with the generally accepted accounting principles, which requires the management to make estimates and assumptions based on managements' evaluation of relevant fact and circumstances as on the date of the financial statements. The actual outcome may diverge from these estimates and assumptions.

(iii) The Company is a Small & Medium sized Company (SMC) as defined in the general instructions in respect of Accounting Standards notified under the Companies Act. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small & Medium sized Company.

(iv) During the year in addition to one employee hired by the company, the company has also availed the services of an outside agency to manage the affairs & compliances of the company. Further, the said employee Mr. Prem Bahadur Singh has been appointed as Chief Executive Officer of the Company w.e.f 02.09.2019.

(v) To the extent information is available with the company, there are no Trade Payables and it has no dues payable to Micro, Small and Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

(vi) In respect of Income Tax relating to A.Y. 2008-09 amounting to ₹ 58,06,929/- ( Previous Year - ₹ 58,06,929/-) not acknowledged as debt. The appeal has been decided by CIT (Appeals-II) in favour of the company vide his order dated 28.05.2018. Further, the Department has filed an appeal with Income Tax Appellate Tribunal, Lucknow against this order U/s 147/143(3) of the Income tax Act, 1961 on 02.08.2018. During the financial year 2019-20, the appeal of the revenue has been dismissed by the Income Tax Appellate Tribunal, Lucknow Bench 'B', Lucknow.

(vii) The 'severe acute respiratory syndrome coronavirus 2' (SARS-COV-2) virus responsible for COVID-19 continues to spread across the globe and India, which has contributed to a significant decline and volatility in global and Indian economy. On 11th March, 2020 the COVID-19 outbreak was declared as a global pandemic by the World Health Organisation. The extent to which the COVID-19 pandemic will impact the company's results will depend on future developments, which are highly uncertain as on date. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration.

**b. Contingent Liability**

(i) In respect of legal suits/Investments related claims against the Company, not acknowledged as debts -amount indeterminate (Previous year - amount indeterminate).

(ii) In respect of Service tax demands ` 86,55,836/- (Previous Year - ` 5,12,43,303/- ) not acknowledged as debt.

(iii) In respect of Employee State Insurance ` 8,94,179/- as against ESI Contribution pending before court of Civil Judge, Sr. Division, Employee State Insurance Corporation, Kanpur Nagar for the period April, 1998 to April, 2001 filed by erstwhile U.P. Stock Exchange Limited.

(iv) In respect of assessment year 2013-14, the Income Tax department has disallowed a sum of ` 30,65,127/- and ` 1,07,520/- pertaining to proportionate expenses on Income from House Property and expenses in the nature of commission paid to brokers (Leasing) for letting out the property respectively. In this regard the department has determined an additional tax liability of ` 20,82,544/- in respect of the same. The company had filed an appeal against this order before CIT (Appeals), Kanpur-2. Subsequently, during the financial year 2019-20 the Company has filed Form-1 declaration and undertaking under sub-section (5) of section 4 of the Direct Tax Vivad Se Vishwas Act, 2020 on 23.03.2020 for the settlement of the disputed tax liability which is pending with CIT(Appeals).

(v) The Income Tax Authorities had made disallowances of ` 21,31,293/- regarding Voluntary Retirement Scheme (VRS) paid to employees for the Assessment Year 2015-16 U/s 154/143(3) of the Income Tax Act, 1961 vide order dated 03.01.2018. In this regard the department has determined an additional tax liability of ` 43,10,401/- in respect of the same. The company had filed an appeal against this order before CIT(Appeals), Kanpur-2. Subsequently, during the financial year 2019-20 the Company has filed Form-1 declaration and undertaking under sub-section (5) of section 4 of the Direct Tax Vivad Se Vishwas Act, 2020 on 23.03.2020 for the settlement of the disputed tax liability which is pending with CIT(Appeals).

c. The business of the Company is not capable of being expressed in any generic unit. Hence, the disclosure of information as required under section 134(3)(m) of the Companies Act, 2013, is not given.

d. The Personal Accounts shown under the heads Trade Receivables, Loans & Advances and Current Liabilities are subject to confirmation.

**e. AS-4 "Contingencies and Events occurring after the Balance Sheet date"**

The Board of Directors have recommended a dividend of ` 30,000 Per fully paid up equity share of ` 2000/- each, aggregating to ` 300 lakhs, subject to the deduction of TDS under section 194 of the Income Tax Act, 1961 for the financial year 2019-20, which is based on relevant share capital as on 31st March, 2020. The payment is subject to the approval of the shareholders in the ensuing Annual General Meeting of the company.

**f. AS-17 "Segment Reporting"**

The Company being a small and medium sized company, hence reporting requirement of Accounting Standard -17 'Segment Reporting' is not applicable.

**g. AS-18 "Related Party Disclosures"**

As per the Accounting Standard-18, "Related Party Disclosures" the related parties of the Company are as follows:

**(i) Wholly owned subsidiary – Unlock Wealth Securities Limited (Formerly known as UPSE Securities Limited)**

Name of transactions	Particulars	Amount (₹) 2019-2020	Amount (₹) 2018-2019
<b>Income :</b>	Rent received, recovery of Power backup cost	576,000	576,000
<b>Expenditure :</b>		Nil	Nil
<b>Assets :</b>	Investments	41,312,600	4,13,12,600
<b>Liabilities :</b>	Payable	-	177
<b>Expenses:</b>	DP Charges	2,736	2,183

**(ii) Key Management Personnel**

Name & Designation	Nature of Transaction	Amount (₹) 2019-2020	Amount (₹) 2018-2019
CA Anil Tulsian (Director)	Sitting Fees	80,000	75,000
	Security Received	25,000	-
	Rent Received	32,221	-
Shri Arvind Kumar Mittal (Director)	Sitting Fees	90,000	65,000
Shri Navin Parwani (Director)	Sitting Fees	90,000	75,000
Shri Ghanshyam Dwivedi (Director)	Sitting Fees	80,000	55,000
Shri Atul Kanodia (Director)	Sitting Fees	80,000	65,000
Shri Sarwesh Dubey (Director)	Sitting Fees	90,000	75,000
CA Arvind Kumar Jain (Director)	Sitting Fees	80,000	65,000
Shri Prem Bahadur Singh (Chief Executive Officer) (w.e.f. 02.09.2019)	Salary and Ex-gratia	159,285	-

h. The U.P. Stock Exchange Investor Protection Fund had become redundant after the exit of the company from its erstwhile business of Stock Exchange. However, pending settlement of Income Tax matters the recognition under section 10(23EA) of the Income Tax Act, 1961, has not yet been surrendered, which is being pursued by the company.

i. Figures in bracket indicate deductions. The amounts have been rounded off to the nearest rupee.

j. Figures of Previous Year have been regrouped or rearranged wherever considered necessary to make them comparable with current year figures.

k. Note No.1 to 19 form an integral part of Accounts and have been authenticated.

As per our report of even date attached  
**FOR V.P.Aditya & Company**  
Chartered Accountants  
(FRNo: 000542C)

**For and on behalf of the Board of Directors of**  
**U.P. Stock and Capital Limited**  
**CIN: U67120UP1979PLC004876**

**(CA Ratan K. Singhal)**  
Partner  
M. No.: 411567

**(Ghanshyam Dwivedi)**  
(DIN:02147184)  
(Director)

**(Atul Kanodia)**  
(DIN:01680557)  
(Director)

Place : Kanpur  
Date : 28/08/2020

**(Arvind Kumar Mittal)**  
(DIN:02010445)  
(Director)

**(Navin Parwani)**  
(DIN:00614577)  
(Director)

**(CA Anil Tulsian)**  
(DIN:00288225)  
(Director)

**(Sarwesh Dubey)**  
(DIN:00957703)  
(Director)

**(CA Arvind Kumar Jain)**  
(DIN:03244263)  
(Director)

**(Prem Bahadur Singh)**  
(Chief Executive Officer)

## **INDEPENDENT AUDITOR'S REPORT**

To,  
The Members of U.P. STOCK AND CAPITAL LIMITED

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

#### **1. Opinion**

We have audited the accompanying consolidated financial statements of **U.P. STOCK AND CAPITAL LIMITED (Formerly known as U.P. STOCK EXCHANGE LIMITED)** (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") which comprises the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2020, Consolidated Statement of Profit and Loss and Consolidated Cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the company as at 31<sup>st</sup> March, 2020, consolidated Profit and its consolidated cash flows for the year then ended.

#### **2. Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the group in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **3. Emphasis of Matter**

- (i) We draw attention to note no 22(b)(iv)&(v) of Consolidated financial statements which describes the pending litigations of taxation matters of earlier years against the company as on 31<sup>st</sup> March, 2020.
- (a) In respect of assessment year 2013-14, the Income Tax department has disallowed a sum of ` 30,65,127/- and ` 1,07,520/- pertaining to proportionate expenses on Income from House Property and expenses in the nature of commission paid to brokers (Leasing) for letting out the property respectively. In this regard the department has determined an additional tax liability of ` 20,82,544/- in respect of the same. The company had filed an appeal against this order before CIT (Appeals), Kanpur-2. Subsequently, during the financial year 2019-20 the Company has filed Form-1 declaration and undertaking under sub-section (5) of section 4 of the Direct Tax Vivad



Se Vishwas Act, 2020 on 23.03.2020 for the settlement of the disputed tax liability which is pending with CIT (Appeals).

(b) The Income Tax Authorities had made disallowances of ₹ 21,31,293/- regarding Voluntary Retirement Scheme (VRS) paid to employees for the Assessment Year 2015-16 U/s 154/143(3) of the Income tax Act, 1961 vide order dated 03.01.2018. In this regard the department has determined an additional tax liability of ₹ 43,10,401/- in respect of the same. The company had filed an appeal against this order before CIT(Appeals), Kanpur-2. Subsequently during the financial year 2019-20 the Company has filed Form-1 declaration and undertaking under sub-section (5) of section 4 of the Direct Tax Vivad Se Vishwas Act, 2020 on 23.03.2020 for the settlement of the disputed tax liability which is pending with CIT (Appeals).

(ii) We draw attention to note no. 22(a)(vi) to the consolidated financial statements which describes uncertainty of impact due to COVID-19 pandemic on Company's financial performance, which is dependent on future developments.

Our Opinion is not modified in respect of these matters.

#### **4. Other Information**

The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Company's Board of Directors is responsible for the other information. Our opinion on the Consolidated financial statement does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **5. Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and

using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

#### **6. Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended 31<sup>st</sup> March, 2020 and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **7. Other Matters**

We did not audit the financial statements of the subsidiary, whose financial statements reflect total assets of ` 25,41,17,984/- as at 31<sup>st</sup> March, 2020, total revenues of ` 98,24,352/- and net cash flows amounting to ` 3,03,74,764/- for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of ` 16,51,685/- for the year ended 31<sup>st</sup> March, 2020, as considered in the consolidated financial statement, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

## **8. Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our

- knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the report of the other auditor;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules thereunder;
  - e) On the basis of the written representations received from the directors of Holding Company as on 31<sup>st</sup> March, 2020, taken on record by the Board of Directors of the Holding company and the reports of the statutory auditors of its subsidiary companies incorporated in India,, none of the directors of the Group Companies, incorporated in India is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure 'A'**; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company and subsidiary company to its directors during the year is in accordance with the provisions of section 197 of the Act;
  - h) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors') Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and as confirmed by the management of the company:-
    - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group- Refer Note 22(b) to the consolidated financial statements;
    - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
    - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company, incorporated in India.

**For V.P. Aditya & Co.**  
**Chartered Accountants**  
**(FRNo: 000542C)**

**PLACE: KANPUR**  
**DATED: 28/08/2020**

**(CA RATAN K. SINGHAL)**  
**PARTNER**  
**(M. NO. 411567)**  
**UDIN: - 20411567AAAABR5902**

**Annexure 'A' referred to in paragraph 8(1)(f) of our Independent Auditor's Report of even date attached to the Members of U.P. STOCK AND CAPITAL LIMITED (Formerly known as U.P. STOCK EXCHANGE LIMITED) on the consolidated financial statements for the Year Ended 31<sup>st</sup> March, 2020.**

**Report on the Internal Financial Controls over financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of U.P. Stock And Capital Ltd. (Formerly Known as U.P. Stock Exchange Limited) (Here in after referred to as "the Holding Company") and its subsidiary, which is a company incorporated in India (the Holding Company and its subsidiary together referred to as "the Group"), as of that date.

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

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

**Auditors' Responsibility**

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

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

We believe that the audit evidence obtained by us and the other auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for

our audit opinion on the internal financial controls system over financial reporting of the company and its subsidiary company, which are companies incorporated in India.

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

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in Other matters paragraph, the Holding Company and its Subsidiary, which are companies incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2020, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to consolidated financial statements of one subsidiary, which is a company incorporated in India, is based on the corresponding report of the auditor of such company.

**For V.P. ADITYA & Co.  
Chartered Accountants  
(FRNo : 000542C)**

**PLACE: KANPUR  
DATED: 28/08/2020**

**(CA RATAN K SINGHAL)  
PARTNER  
(M. NO. 411567)  
UDIN:-20411567AAAABR5902**

**U.P. Stock and Capital Limited**  
**Padam Towers,14/113 Civil Lines, Kanpur**

**Consolidated Balance Sheet as at 31st March,2020**

S. No.	Particulars	Note No.	As at 31st March,2020 ( ` )	As at 31st March,2019( ` )
<b>I.</b>	<b><u>Equity and Liabilities</u></b>			
<b>1.</b>	<b>Shareholders' funds</b>			
	(a) Share Capital	2	2,000,000	2,000,000
	(b) Reserves and Surplus	3	259,473,478	245,072,588
			<b>261,473,478</b>	<b>247,072,588</b>
<b>2.</b>	<b>Current Liabilities</b>			
	(a) Trade payables	4	183,134,649	129,026,165
	(b) Other Current Liabilities	5	27,599,210	28,603,712
			<b>210,733,859</b>	<b>157,629,877</b>
	<b>Total</b>		<b>472,207,337</b>	<b>404,702,465</b>
<b>II</b>	<b><u>Assets</u></b>			
<b>1.</b>	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment Tangible Assets	6	11,544,013	12,269,924
	(b) Non Current Investments	7	38,223,850	99,673,850
	(c) Deferred tax assets (net)	8	89,472	422,065
	(d) Long-term loans and advances	9	51,468,558	34,304,111
			<b>101,325,893</b>	<b>146,669,950</b>
<b>2.</b>	<b>Current Assets</b>			
	(a) Trade receivables	10	14,907,327	5,195,233
	(b) Cash and Cash equivalents	11	339,443,911	235,013,906
	(c) Short-term loans and advances	12	12,537,622	13,592,767
	(d) Other Current Assets	13	3,992,584	4,230,609
			<b>370,881,444</b>	<b>258,032,515</b>
	<b>Total</b>		<b>472,207,337</b>	<b>404,702,465</b>
	Significant Accounting Policies & Other Notes on Consolidated Financial Statements	1 & 22		

As per our report of even date attached  
**For V.P.Aditya & Company**  
Chartered Accountants  
(FRNo: 000542C)

**(CA Ratan K. Singhal)**  
Partner  
(M.No: 411567)

Place : Kanpur  
Date: 28/08/2020

**For and on behalf of the Board of Directors of**  
**U.P. Stock & Capital Limited**  
CIN : U67120UP1979PLC004876

**(Ghanshyam Dwivedi)**  
**(DIN:02147184)**  
**(Director)**

**(Arvind Kumar Mittal)**  
**(DIN:02010445)**  
**(Director)**

**(CA Anil Tulsian)**  
**(DIN:00288225)**  
**(Director)**

**(CA Arvind Kumar Jain)**  
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**(Atul Kanodia)**  
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**(Director)**

**(Navin Parwani)**  
**(DIN:00614577)**  
**(Director)**

**(Sarwesh Dubey)**  
**(DIN:00957703)**  
**(Director)**

**(Prem Bahadur Singh)**  
**(Chief Executive Officer)**

**U.P. Stock and Capital Limited**  
**Padam Towers, 14/113 Civil Lines, Kanpur**

**Consolidated Statement of Profit and Loss for the period ended 31st March, 2020**

S. No.	Particulars	Note No.	For the year ended 31st March, 2020 (₹)	For the year ended 31st March, 2019 (₹)
<b>I</b>	<b>Revenue from operations:</b>			
	Income from Operations	14	4,474,667	4,021,909
	Income from Investments & Deposits	15	11,200,345	10,684,889
<b>II</b>	Other Income	16	42,737,397	41,289,107
<b>III</b>	<b>Total Revenue (I + II)</b>		<b>58,412,409</b>	<b>55,995,905</b>
<b>IV</b>	<b>Expenses</b>			
	Employee benefits expenses	17	967,056	876,394
	Depreciation and amortization expense	6	855,862	998,836
	Other expenses	18	26,548,806	25,896,693
	<b>Total Expenses</b>		<b>28,371,724</b>	<b>27,771,923</b>
<b>V</b>	Profit before exceptional and extraordinary items and tax (III-IV)		<b>30,040,686</b>	<b>28,223,982</b>
<b>VI</b>	Exceptional items	19	<b>(8,878,598)</b>	<b>(2,253,686)</b>
<b>VII</b>	Profit before Extraordinary Items (V+VI)		<b>38,919,284</b>	<b>30,477,668</b>
<b>VIII</b>	Extraordinary items	20	-	<b>(8,803,077)</b>
<b>IX</b>	Profit before tax (VII+VIII)		<b>38,919,284</b>	<b>39,280,745</b>
<b>X</b>	<b>Tax expense:</b>			
	(1) Current tax		<b>6,215,553</b>	<b>7,254,548</b>
	(2) Income tax of Earlier Year		<b>24,608</b>	<b>78,133</b>
	(3) Deferred tax		<b>332,593</b>	<b>2,647,289</b>
			<b>6,572,754</b>	<b>9,979,970</b>
<b>XI</b>	Profit/(Loss) for the period from continuing operations (IX-X)		<b>32,346,530</b>	<b>29,300,775</b>
<b>XII</b>	Profit/(Loss) from discontinuing operations		-	-
<b>XIII</b>	Profit for the period (XI + XII)		<b>32,346,530</b>	<b>29,300,775</b>
<b>XIV</b>	<b>Earnings per equity share:</b>			
	Basic & Diluted	21	<b>32,347</b>	<b>29,301</b>
	Significant Accounting Policies & Other Notes on Consolidated Financial Statements	1 & 22		

As per our report of even date attached  
**For V.P. Aditya & Company**  
Chartered Accountants  
(FRNo: 000542C)

**(CA Ratan K. Singhal)**  
Partner  
(M.No: 411567)

Place : Kanpur  
Date: 28/08/2020

For and on behalf of the Board of Directors of  
**U.P. Stock & Capital Limited**  
CIN : U67120UP1979PLC004876

**(Ghanshyam Dwivedi)**  
(DIN:02147184)  
(Director)

**(Atul Kanodia)**  
(DIN:01680557)  
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**(Arvind Kumar Mittal)**  
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**(CA Arvind Kumar Jain)**  
(DIN:03244263)  
(Director)

**(Prem Bahadur Singh)**  
(Chief Executive Officer)



**U.P. Stock and Capital Limited**  
**Padam Towers, 14/113, Civil Lines Kanpur - 208001**

**Consolidated Statement of Cash Flows For The Year Ended 31st March, 2020**

	Particulars	Note No.	For the Year Ended 31st March, 2020	For the Year Ended 31st March, 2019
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>			
	Net Profit/(Loss) before tax		38,919,284	39,280,745
	<b>Adjustments For :</b>			
	Depreciation & amortization	6	855,862	998,836
	Profit on sale of Assets	16	(4,380)	(61)
	Profit on sale of Investments	19	(13,266,281)	(2,319,667)
	Profit on sale of BSE Shares	20	-	(8,803,077)
	Profit on sale of Mutual Funds		-	(25,832)
	Redemption of Preference Shares		-	(1,501)
	Dividend Income	16	(815,357)	(1,103,115)
	Interest Income	15	(11,200,345)	(10,684,889)
	Other Income	16	(1,909,716)	(2,263,525)
	<b>Operating Profit/(Loss) before Working Capital changes</b>		<b>12,579,067</b>	<b>15,077,915</b>
	<b>Adjustments For:</b>			
	(Increase)/ Decrease in Trade Receivables		(9,711,917)	(313,393)
	(Increase) / Decrease in Short term Loans and Advances		1,352,888	(541,311)
	(Increase) / Decrease in Long term Loans and Advances		(15,154,947)	35,450,318
	(Increase)/ Decrease in Other Current Assets		195,282	700,701
	Increase/ (Decrease) in Other Current Liabilities		(1,393,677)	1,925,893
	Increase/ (Decrease) in Trade Payables		54,108,484	(14,220,807)
	<b>Cash generated from Operations</b>		<b>41,975,179</b>	<b>38,079,317</b>
	Direct Tax paid / refund (net)		(6,495,161)	(7,332,681)
	<b>Net Cash from Operating Activities</b>		<b>35,480,018</b>	<b>30,746,636</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>			
	Purchase of Tangible Assets	6	(130,072)	(25,004)
	Proceeds from Sale of Tangible Assets		4,500	549
	Proceeds from Sale of Investments		74,716,281	2,333,425
	Interest Income	15	11,200,345	10,684,889
	Gain on Mutual Funds	16	-	25,832
	Dividend Income	16	815,357	1,103,115
	Other Income	16	1,909,716	2,263,525
	Sale of BSE Shares	20	-	8,803,077
	Redemption of Preference Shares	19	-	1,501
	Payment of Security Deposit		(2,009,500)	-
	<b>Net Cash used in Investing Activities</b>		<b>86,506,627</b>	<b>25,190,909</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>			
	Payment of Dividends		(17,556,640)	(14,273,918)
	<b>Net Cash Used in Financing Activities</b>		<b>(17,556,640)</b>	<b>(14,273,918)</b>
	<b>Net Increase/(Decrease) in Cash &amp; Cash equivalents (A+B+C)</b>		<b>104,430,005</b>	<b>41,663,626</b>
	<b>Cash &amp; Cash equivalent (Opening Balance)</b>		<b>235,013,906</b>	<b>193,350,280</b>
	<b>Cash &amp; Cash equivalent (Closing Balance)</b>		<b>339,443,911</b>	<b>235,013,906</b>
	Significant Accounting Policies & Other Notes on Consolidated Financial Statements	1 & 22		

As per our report of even date attached  
**For V.P.Aditya & Company**  
Chartered Accountants  
(FRNo: 000542C)

**(CA Ratan K. Singhal)**  
Partner  
(M.No: 411567)

Place : Kanpur  
Date: 28/08/2020

For and on behalf of the Board of Directors of  
U.P. Stock & Capital Limited  
CIN : U67120UP1979PLC004876

**(CA Ghanshyam Dwivedi)**  
(DIN:02147184)  
(Director)

**(Atul Kanodia)**  
(DIN:01680557)  
(Director)

**(Arvind Kumar Mittal)**  
(DIN:02010445)  
(Director)

**(Navin Parwani)**  
(DIN:00614577)  
(Director)

**(CA Anil Tulsian)**  
(DIN:00288225)  
(Director)

**(Sarwesh Dubey)**  
(DIN:00957703)  
(Director)

**(CA Arvind Kumar Jain)**  
(DIN:03244263)  
(Director)

**(Prem Bahadur Singh)**  
(Chief Executive Officer)

**U. P. Stock And Capital Limited**  
**Padam Towers, 14/113 Civil Lines, Kanpur**

**Note No. 1 : Significant Accounting Policies**

**a. Basis of preparation of financial statements**

(i) The financial statements have been prepared on a going concern basis using the accrual basis of the accounting unless otherwise specified, under the historical cost convention, in accordance with the generally accepted accounting principles in India, the applicable Accounting Standards (AS) as notified under the Companies Act, 2013, and the relevant provisions of the Companies Act, 2013.

(ii) The subsidiary of the Company is functioning as a member of BSE Limited (BSE) in Capital Market, Futures & options and Currency Segments and National Stock Exchange of India Limited (NSE) in Capital Market and Futures & Options Segments. The subsidiary is also a member of Metropolitan Stock Exchange of India Limited (MSEI) but no operational work is done during the year. The Subsidiary does not do any proprietary trading. Only the trading members of erstwhile U.P. Stock Exchange Limited who are registered as authorised persons with the subsidiary are allowed to do business through the subsidiary. Although the purchases and sales are made in the name of the subsidiary, only brokerage income is reflected in the financial results, to reflect the actual state of affairs.

**b. Revenue Recognition**

Revenue is recognized only when no significant uncertainty as to measurability or collectability exists.

Income from brokerage is recognized as income on the settlement date of Transaction.

Income From D.P. Operations is recognized on accrual basis except on eligible Accounts .

**c. Property, Plant & Equipment**

**(i) Tangible Assets**

Tangible Assets are stated at cost of acquisition/construction less accumulated depreciation. All costs relating to the acquisition and installation of tangible assets are capitalized and included in the cost of respective tangible assets.

**(ii) Intangible Assets**

Any expense on software for support, maintenance, upgrades etc, payable periodically is charged to the statement of profit and loss. The intangible assets of the subsidiary company consisting of specific computer software is used for back office processing, has been capitalised with the respective tangible assets for the purpose of preparation of the consolidated financial statements.

**d. Depreciation**

Depreciation on all tangible assets is provided using the written down value method at the rates corresponding to and in the manner prescribed in Schedule II of the Companies Act, 2013.

**e. Investments**

Current Investments are carried at lower of cost or market value. Non Current investments ( Long term) are stated at cost. Provision for diminution in the value of long term investment is made only if such decline is other than temporary in the opinion of the management.

f. Shares, Debentures, Mutual Funds etc. and Bank Fixed/ Term deposits received from Sub-brokers and clients as deposits against margin and in compliance of Capital adequacy norms in case of the subsidiary Bank Fixed/ term Deposits received from members ( in compliance of the erstwhile business of the stock exchange) are not accounted for in the Financial books, but their complete memoranda records are maintained. However the unidentified receipts on this account to the extent considered by the management as not payable is being treated as income.

**g. Employees Benefits**

Employees benefits were accrued in accordance with the Accounting Standard-15 (Revised) "Employees Benefits" to eligible employees.

**h. Earning per Share**

Basic earning per share is determined by considering the net profit after tax, inclusive of post tax effect on Extra ordinary items, if any, and the number of shares on a weighted average basis.

**i. Accounting for Taxes on Income**

(i) Provision for Current Tax is made for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

(ii) Deferred tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the tax rate and laws that have been enacted or substantively enacted as on the balance sheet date.

**j. Principles of Consolidation of Financial Statements**

The Consolidated Financial Statements have been prepared in accordance with Accounting Standard (AS - 21) "Consolidated Financial Statements" notified by the Companies (Accounting Standard) Rules, 2014, on the following basis: (a) The financial statements of the company and its subsidiary are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenditure, after eliminating intra group balances, intra group transactions and any unrealised profit / loss included therein; (b) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and presented to the extent possible in the same manner as the Company's separate financial statements.

**k. Impairment of Assets**

An Asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value and impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting year is reversed if there has been a change in the estimate of the recoverable amount.

**l. Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**m. Goods and Service Tax input credit**

Goods and Service tax input credit is accounted for in the books in the period in which the underlying good/service is purchased/received and is accounted for and when there is no uncertainty in availing/utilising the credits.

**n. Trade Receivables & Payables**

Amounts receivable from and payable to authorised persons, Clients , BSE and NSE for broking transactions are recognized on completed settlement basis and disclosed as Trade Receivables and Trade Payables.

**U.P. Stock and Capital Limited**  
**Padam Towers, 14/113, Civil Lines, Kanpur**

**Notes to the Consolidated Financial Statements**

	As at 31.03.2020 Amount (₹)	As at 31.03.2019 Amount (₹)
<b>Note No.2</b>		
<b>Share Capital</b>		
<b>Authorised</b>		
1000 equity shares of ₹ 2000 each	2,000,000	2,000,000
<b>Issued, Subscribed and Paid up Capital</b>		
1000 (1000) equity shares of ₹ 2000 each fully paid up	2,000,000	2,000,000
<b>Total</b>	2,000,000	2,000,000

**a. Reconciliation of Number of Shares**

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
<b>Equity Shares</b>				
As at the beginning of the year	1,000	2,000,000	1,000	2,000,000
Changes during the year	-	-	-	-
<b>Balance at the end of the year</b>	1,000	2,000,000	1,000	2,000,000

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

The company has only one class of equity shares having a par value of ₹ 2000 per share. Each share holder has a right to participate in General Meeting.

c. There is no shareholder holding more than five percent shares in the company.

	As at 31.03.2020		As at 31.03.2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Note No.3</b>				
<b>Reserve and Surplus</b>				
<b>(a) Capital Reserve</b>				
As per last balance sheet	143,205,439		143,230,443	
Less: Transferred to surplus balance in the Statement of Profit and Loss	130,072		25,004	
	143,075,367		143,205,439	
<b>(b) Capital Reserve Utilisation Account</b>				
As per last balance sheet	41,763,337		41,738,333	
Add: Transferred from surplus balance in the Statement of Profit and Loss	130,072		25,004	
	41,893,409		41,763,337	
<b>(c) Securities Premium Account</b>				
As per last balance sheet		16,560,000		16,560,000
<b>(d) General Reserve</b>				
As per last balance sheet		5,230,016		5,230,016
<b>(e) Surplus in Statement of Profit and Loss</b>				
Opening balance	38,313,796		23,455,939	
Add: Profit for the year	32,346,530		29,300,775	
Transfer from Capital Reserve	130,072		25,004	
Transfer to Capital Reserve Utilisation account	(130,072)		(25,004)	
Dividend Paid to Shareholders	(15,000,000)		(12,000,000)	
Tax on Dividend to Shareholders	(2,945,640)		(2,442,918)	
<b>Closing Balance</b>	52,714,686	52,714,686	38,313,796	
<b>Total</b>		259,473,478		245,072,588

<b>Note No.4</b>	<b>As at 31.03.2020 Amount (₹)</b>	<b>As at 31.03.2020 Amount (₹)</b>	<b>As at 31.03.2019 Amount (₹)</b>	<b>As at 31.03.2019 Amount (₹)</b>
<b>Trade Payables</b>				
Due to Micro and Small Enterprises		-		-
Other		<b>96,518,649</b>		50,056,165
<b>Advance/ Margin received from Authorised Persons &amp; Clients</b>				
Advance Margin for BSE	46,844,000		26,491,000	
Advance Margin for NSE- CM	13,275,000		14,375,000	
Advance Margin for NSE- F&O	<u>26,497,000</u>	<b>86,616,000</b>	<u>38,104,000</u>	78,970,000
Margin received from Authorised Persons & Clients F&O/CM Segment	46,267,682		28,571,180	
Less: Margin Control- F&O Segment	<u>46,267,682</u>		<u>28,571,180</u>	-
Securities received from Authorised Persons	-		12,259,920	
Less: Securities pledged with NSE	-	-	<u>12,259,920</u>	-
Securities received from Authorised Persons	10,888,822		20,607,558	
Less: Securities pledged with BSE	<u>10,888,822</u>	-	<u>20,607,558</u>	-
Securities received from Authorised & Clients	19,432,124		37,410,505	
Less: Securities deposited with ECSL for F&O Segment	<u>19,432,124</u>	-	<u>37,410,505</u>	-
		<b>183,134,649</b>		<u>129,026,165</u>

(a) To the extent information is available with the Holding Company and Subsidiary Company there are no dues payable to Micro, Small and Medium enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

(b) In respect of Subsidiary company Securities/ Mutual Fund received from Authorised Persons in demat form of ₹ 108.89 lakhs (Previous Year ₹ 206.08 lakhs) have been pledged/ deposited with BSE, ₹ Nil (Previous Year ₹ 122.60 lakhs) with NSE and ₹ 194.32 lakhs ( Previous Year ₹ 374.11 lakhs) pledged/ deposited with Edelweiss Custodial towards Additional Capital/ Margin valued at the year end. For Disclosure purpose these are shown above.

(c) Securities of ₹ 675.91 lakhs ( Previous Year ₹ 13.15 lakhs) for BSE and ₹ Nil ( Previous Year ₹ 32.92 lakhs) for NSE valued at the year end received in advance from clients towards pay-in of settlement No. 236 & 237/2019-20 and 1 & 2/2020-21 BSE falling in the next financial year, were lying in the clearing members Pool Account of the Subsidiary Company as per norms.

<b>Note No.5</b>	<b>As at 31.03.2020 Amount (₹)</b>	<b>As at 31.03.2019 Amount (₹)</b>
<b>Other Current Liabilities:</b>		
(a) Deposit from others	15,033,933	13,746,262
(b) Unpaid Dividend	1,709,000	1,320,000
(c) Other Liabilities	10,249,854	12,844,312
(d) Statutory Liabilities	<u>606,423</u>	<u>693,138</u>
<b>Total</b>	<b><u>27,599,210</u></b>	<b><u>28,603,712</u></b>

(e) Unpaid dividend represent the amounts either not claimed or kept in abeyance in accordance with Sec.126 of the Companies Act,2013.

(f) Other Liabilities includes an amount pertaining to pending settlement of claims against defaulters, ₹ 2,57,534/- (Previous year ₹ 2,57,534/-) realized out of membership ticket, securities and other assets of the defaulter members pertaining to the erstwhile business of Stock Exchange which are subject to Arbitration.

**U. P. Stock and Capital Limited**  
**Padam Towers, 14/113, Civil Lines, Kanpur**  
**Note No. 6: Property, Plant and Equipment- Tangible Assets**

S. No.	Particulars	Gross Block (At Cost)				Depreciation				Net Block	
		As at 01.04.2019	Additions During the Year	Sale/Adjust- ments During the Year	Total As at 31.03.2020	Up to 31.3.2019	For the Year	Sale/ Adjust- ments	Total Up to 31.03.2020	As at 31.03.2020	As at 31.03.2019
1	Free hold Land	3,278,869	-	-	3,278,869	-	-	-	-	3,278,869	3,278,869
2	Building	25,097,788	-	-	25,097,788	18,603,715	316,261	-	18,919,976	6,177,810	6,494,072
3	Plant & Machinery	9,835,308	-	-	9,835,308	7,965,162	338,487	-	8,303,649	1,531,658	1,870,146
4	Office Equipment	5,278,618	105,072	120	5,383,570	5,145,428	90,092	-	5,235,519	148,051	133,190
5	Silver Utensils	509	-	-	509	-	-	-	-	509	509
6	Furniture & Fixtures	5,922,133	25,000	-	5,947,133	5,906,199	9,504	-	5,915,703	31,430	15,934
7	Electric Installation & Equipment	2,708,390	-	-	2,708,390	2,587,470	31,306	-	2,618,776	89,614	120,920
8	Vehicles	-	-	-	-	19,651	-	-	19,651	-	-
9	Computers and Data Processing units	23,743,054	-	-	23,743,054	23,386,770	70,212	-	23,456,982	286,072	356,284
	<b>Total</b>	<b>75,864,669</b>	<b>130,072</b>	<b>120</b>	<b>75,994,621</b>	<b>63,614,395</b>	<b>855,862</b>	<b>-</b>	<b>64,470,256</b>	<b>11,544,013</b>	<b>12,269,924</b>
	<b>Previous Year Figures</b>	75,894,026	25,004	54,361	75,864,669	62,649,779	998,836	34,220	63,614,395	12,269,924	-

	As at 31.03.2020 Amount (₹)	As at 31.03.2019 Amount (₹)
<b>Note No.7</b>		
<b>Non Current Investments (At cost):</b> (As certified and valued by the management of the Company)		
<b>(a) Investments in Equity Instruments:</b>		
<b>(i) In quoted Equity Instruments</b>	24,298	24,298
<b>(ii) In unquoted Trade Investments:</b>		
410832 (410832) equity shares of Inter Connected Enterprises Ltd (Formerly known as Inter Connected Stock Exchange of India Limited of ₹ 1/- each fully paid up	20,542	20,542
<b>(iii) In unquoted Non trade Investments:</b>		
250 (250) Equity Shares of CSE Ltd. of ₹ 1/- Each Fully Paid up	250	250
<b>(b) Investments in Government Securities</b>	24,178,760	24,178,760
<b>(c) Investments in Mutual Funds</b>	14,000,000	75,450,000
<b>Total</b>	<b>38,223,850</b>	<b>99,673,850</b>

**(d)** As confirmed and certified by the Management of the company the Net Asset Value of Investment in Equity Shares of Inter-Connected Enterprises Ltd (Formerly known as Inter Connected Stock Exchange of India Ltd) and the book value of unquoted investments as on 31.03.2020 is more than its cost.

**(e)** Securities in the nature of equity instruments accrued in the hands of the Company during the course of operations of the erstwhile business of Stock Exchange in earlier years and for which no cost was incurred by the company are held as Other Investments at Nil cost [Market Value as at 31.03.2020 ₹ 3.88 Crores (Previous Year ₹ 5.03 Crore)] and proper records are being maintained for the same. The same have been reconciled by the management of the company at the year end with the Demat Account of the company. Details are as per annexure attached.

**(f)** During the financial year 2018-19 Securities in the nature of Equity Instruments of ₹ 24,298/- (Market Value as at 31.03.2020 is ₹ 0.66 lakhs) comprises of Investment made by the company in the right issue of 41 fully paid Equity Shares @ ₹ 510/- per Shares and 22 Partly paidup Equity Shares @ ₹ 154/- per Shares of Tata Steel Limited. The right was offered to the company against the 200 Equity Shares of Tata Steel Limited which accrued in the hands of the company during the erstwhile business of Stock Exchange in earlier years and are held at Nil cost and against 30 Equity Shares which were renounced in favour of the company.

	As at 31.03.2020 Amount (₹)	As at 31.03.2019 Amount (₹)
<b>Note No.8</b>		
<b>Deferred Tax Assets:</b>		
<u>Deferred tax Assets / (Liabilities) on account of</u>		
Difference between book Depreciation and Depreciation Under The Income Tax Act, 1961	89,472	82,776
Unabsorbed brought forward losses	-	339,289
Net Deferred Tax Asset/(Liability)	<b>89,472</b>	<b>422,065</b>

	As at 31.03.2020 Amount (₹)	As at 31.03.2019 Amount (₹)
<b>Note No.9</b>		
<b>Long-Term Loans and Advances:</b> (Unsecured considered good)		
<b>(a) Security deposit with public bodies and others</b>	2,138,500	129,000
<b>(b) Deposit with BSE /NSE/CERSAI (CKYC Agency)</b>	47,125,000	27,125,111
<b>(c) Deposit with Clearing Member</b> (IL & FS Securities Limited for NSE F&O, BSE F&O and BSE CD Segment)	436,778	6,550,000
<b>(d) Deposit with Clearing Member</b> (Edelwiess Custodial Services Limited for NSE F&O Segment)	1,000,000	-
<b>(e) Deposit with Clearing Member</b> (Edelwiess Custodial Services Limited for BSE F&O Segment)	100,000	-
<b>(f) Deposit with Clearing Member</b> (Edelwiess Custodial Services Limited for BSE CD Segment)	100,000	-
<b>(g) Deposit with CDSL (Depository)</b>	518,000	500,000
<b>(h) Deposit with Sky Line Services Limited</b>	10,000	-
<b>(i) Staff Loan</b>	39,584	-
<b>(j) Advance to CERSAI (CKYC Agency)</b>	696	-
<b>Total</b>	<b>51,468,558</b>	<b>34,304,111</b>

<b>U. P. STOCK AND CAPITAL LIMITED .</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
<b>Padam Towers, 14/113, Civil Lines Kanpur</b>		
<b>Annexure to note no. 7</b>		
<b>Name of the Bodies Corporate (Quoted)</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
<b>(A) Investment in Equity Instruments:</b>		
AASHEE INFOTECH LIMITED- EQUITY SHARES AASHEE INFOTECH- EQ	800	800
ADITYA BIRLA CAPITAL LIMITED # EQUITY SHARES ADITYA BIRLA CAP-EQ	214	214
ADITYA BIRLA FASHION AND RETAIL LIMITED # EQUITY SHARES ADITYA BIRLA FA-EQTY	566	566
AMBALAL SARABHAI ENTERPRISES LIMITED EQUITY SHARES AMBALAL SARABHAI	459	459
ASHIANA AGRO INDUSTRIES LIMITED - EQUITY SHARES ASHIANA AGRO IND EQ	600	600
ATV PROJECTS INDIA LIMITED EQUITY SHARES ATV PROJECTS EQTY	500	500
BALASORE ALLOYS LIMITED - NEW EQUITY SHARES OF ` 5/- CAPITAL REDUCTION BALASORE ALL-EQ ` 5	100	100
BENARES HOTELS LIMITED - EQUITY SHARES BENARES HOTELS LTD	25	25
BERGER PAINTS INDIA LIMITED # NEW EQ SH WITH FV ` 1/- AFTER SUB-DIV BERGER PAINTS-EQ	2100	2100
BHANOT CONSTRUCTION & HOUSING LIMITED - EQUITY SHARES BHANOT CONST-EQ	400	400
BHORUKA ALUMINIUM LIMITED - EQUITY SHARES BHORUKA ALUMI EQUITY	50	50
TITAGRAH INDUSTRIES LTD.	16	16
BIHAR SPONGE IRON LIMITED - EQUITY SHARES BIHAR SPONGE IRON	500	500
BTW INDUSTRIES LIMITED - EQUITY SHARES. BTW INDUSTRIES LTD	100	100
CENTURY EXTRUSION LTD-EQUITY SHARES OF ` 1/- EACH-AFTER REDUCTION IN SHARE CAPITAL CENTURY EXTRU- ` 1/-	200	200
CHOKHANI INTERNATIONAL LIMITED-EQUITY SHARES CHOKHANI INTL LTD-EQ	100	100
COLGATE-PALMOLIVE (INDIA) LIMITED - NEW EQUITY SHARES OF ` 1/- AFTER CAPITAL REDUCTION COLGATE PALM-EQ ` 1	1290	1290
CRESCENT FINSTOCK LIMITED-EQUITY SHARES CRESCENT FINSTOCK-EQ	37	37
DCM SHRIRAM INDUSTRIES LIMITED DCM SHRIRAM IND LTD	55	55
DSQ SOFTWARE LIMITED EQUITY SHARES DSQ SOFTWARE EQUITY	100	100
ELECON ENGINEERING COMPANY LIMITED - NEW EQUITY SHARES OF ` 2/- AFTER SPLIT ELECON ENG-EQ ` 2/-	240	240
ESSAR PORTS LIMITED # NEW EQ SH WITH FV ` 10/- AFTER CAPITAL REDUCTION ESSAR PORTS-EQ	3	3
ESTER INDUSTRIES LTD-EQUITY SHARES ` 5/- AFTER REDUCTION IN CAPITAL ESTER IND LTD ` 5/-	100	100
FINE-LINE CIRCUITS LIMITED-EQUITY SHARES FINE-LINE CIRCUITS	200	200
FIRST LEASING COMPANY LIMITED - EQUITY SHARES FIRST LEASING CO LTD	75	75
GRASIM INDUSTRIES LIMITED # NEW EQ SH WITH FV ` 2/- AFTER SUB-DIVISION GRASIM INDUS-EQ	303	303
GUJARAT OPTICAL COMMUNICATION LIMITED - EQUITY SHARES GUJ OPTICAL COMM LTD	200	200
GUJARAT STATE FERTILIZERS & CHEMICALS LTD # NEW EQUITY SHARES OF ` 2/- AFTER SUB DIVISION GSFC EQ ` 2/-	5	5
GUJARAT TELEPHONE CABLES LIMITED-EQUITY SHARES GUJARAT TELEPHONE-EQ	81	81
HAZIRA CARGO TERMINALS LIMITED#EQUITY SHARES HAZIRA CARGO TERM-EQ	9	9
HBL POWER SYSTEMS LIMITED-EQUITY SHARES OF ` 1/ AFTER SUB-DIVISION HBL POWER - EQ ` 1	2000	2000
HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED-NEW EQUITY SHARES OF ` 1/- AFTER CAPITAL REDUCTION HIMACHAL FUT EQ- ` 1/-	900	900
HINDUSTAN FLUOROCARBONS LIMITED - EQUITY SHARES HINDUSTAN FLUOR - EQ	100	100
HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED-NEW EQUITY SHARES OF ` 2/- AFTER SUB-DIVISION HDFC LTD-EQ ` 2/-	1500	1500
I G PETROCHEMICALS LIMITED EQUITY SHARES I G PETRO LTD EQ	200	200
IFCI LTD-THE INDUSTRIAL FIN CORP OF INDIA LTD-EQ SHARES IFCI EQUITY SHARES	400	400
INDIA FORGE AND DROP STAMPINGS LIMITED - EQUITY SHARES INDIA FORGE AND DROP	245	245
INDIA LEASE DEVELOPMENT LIMITED - EQUITY SHARES INDIA LEASE DEVL LTD	100	100
INDO COUNT INDUSTRIES LIMITED # NEW EQ SH WITH FV RE 2/- AFTER SUB DIVISION INDO COUNT INDU-EQ	430	430
ITC LIMITED - EQUITY SHARES OF ` 1/- AFTER SPLIT ITC LIMITED -EQ ` 1	15750	15750
JAI CORP LIMITED - NEW EQUITY SHARES OF ` 1/- AFTER SPLIT JAI CORP LTD-EQ ` 1/-	200	200
JAIPRAKASH ASSOCIATES LIMITED - NEW EQUITY SHARES OF ` 2/- AFTER SPLIT JAIPRAKASH-EQ ` 2/-	750	750
JAYKAY ENTERPRISES LIMITED - EQUITY SHARE OF ` 1/- AFTER CAPITAL REDUCTION JAYKAY ENTER-EQ ` 1	500	500
JCT ELECTRONICS LIMITED - NEW EQUITY SHARES OF ` 1/AFTER CAPITAL REDUCTION JCT ELECT - EQ ` 1	300	300
KEERTHI INDUSTRIES LIMITED - EQUITY SHARES KEERTHI INDUSTRI- EQ	50	50
KEY CORP LTD-EQUITY SHARES KEY CORP LIMITED	200	200
KIRLOSKAR INDUSTRIES LIMITED-NEW EQUITY SHARES OF ` 10/- AFTER CAPITAL REDUCTION AND CONSOLIDATION KIRLOSKAR IND-EQ ` 10/-	2	2

KIRLOSKAR OIL ENGINES LIMITED - EQUITY SHARES KIRLOSKAR OIL ENG-EQ	37	37
LARSEN & TOUBRO LIMITED-EQUITY SHARES OF ` 2/- EACH LARSEN & TOUBR-EQ ` 2/-	11610	11610
LIC HOUSING FINANCE LTD-NEW EQUITY SHARES OF ` 2/- AFTER SUB-DIVISION LIC HSG FIN ` -2-EQ	500	500
LINEAR INDUSTRIES LIMITED EQUITY SHARES LINEAR INDUSTRIES	300	300
LML LIMITED EQUITY SHARES LML LIMITED EQUITY	1950	1950
MAHARASHTRA SEAMLESS LIMITED - NEW EQUITY SHARES OF ` 5/- AFTER SPLIT MAHARASH SEAM-EQ- ` 5/-	400	400
MAHINDRA & MAHINDRA EQUITY SHARES - EQUITY SHARES OF ` 5/- AFTER SUB DIVISION MAH & MAH EQ ` 5/-	24	24
MAHINDRA CIE AUTOMOTIVE LIMITED# EQUITY SHARES MAHINDRA CIE - EQ	284	284
MANGALORE CHEMICALS & FERTILIZERS LIMITED EQUITY SHARES MANGALORE CHEM & FER	100	100
MCS LIMITED - EQUITY SHARES MCS LIMITED - EQTY	100	100
MINI DIAMONDS (INDIA) LIMITED-EQUITY SHARES MINI DIAMONDS(INDIA)	100	100
MIPCO SEAMLESS RINGS GUJARAT LIMITED# EQUITY SHARES MIPCO SEAMLESS- EQ	50	50
NATIONAL STEEL & AGRO INDUSTRIES LTD [FORMERLY NATIONAL STEEL INDUSTRIES LTD] NATIONAL STEEL & AGR	100	100
NESTLE INDIA LIMITED EQUITY SHARES NESTLE INDIA LTD	600	600
NEXTGEN ANIMATION MEDIAA LIMITED - EQUITY SHARES NEXTGEN - EQ	20	20
NICCO CORPORATION LIMITED - NEW EQUITY SHARES OF ` 2/- AFTER CAPITAL REDUCTION NICCO CORP-EQ ` 2	184	184
NOBLE EXPLOCHEM LIMITED-EQUITY SHARES NOBLE EXPLOCHEM LTD	100	100
OK PLAY INDIA LIMITED EQUITY SHARES OK PLAY EQTY	200	200
OMEGA AG-SEEDS (PUNJAB) LIMITED - EQUITY SHARES OMEGA AG-SEEDS	5000	5000
ORG INFORMATICS LTD [FORMERLY SARABHAI ELCTRONICS LTD] - EQUITY SHARES ORG INFORMATICS EQTY	64	64
ORIENTAL BANK OF COMMERCE - EQUITY SHARES ORIENTAL BANK - EQTY	100	100
OSWAL AGRO MILLS LIMITED EQUITY SHARES OSWAL AGRO MILLS EQY	702	702
OSWAL CHEMICALS & FERTILISERS LIMITED EQUITY SHARES OSWAL CHEM & FERT EQ	500	500
PAE LTD - EQUITY SHARE PAE LTD-EQ	100	100
PANCHMAHAL STEEL LIMITED-EQUITY SHARES PANCHMAHAL STEEL LTD	200	200
PASUPATI SPINNING AND WEAVING MILLS LIMITED # NEW EQUITY SHARES OF ` 10/- AFTER CAPITAL REDUCITON PASUPATI SPIN-EQ ` 10/-	360	360
PENTAMEDIA GRAPHICS LIMITED - EQUITY SHARES OF ` 1/- AFTER CAPITAL REDUCTION PENTAMEDIA - EQ ` 1	60	60
PRECISION ELECTRONICS LTD-EQUITY SHARES AFTER REARRANGEMENT- ` 10/- PRECISION ELEC-NEW	50	50
RACL GEARTECH LIMITED # EQUITY SHARES RACL GEARTECH-EQUITY	200	200
RAYMOND LIMITED EQUITY SHARES RAYMOND LIMITED EQ	63	63
RELIANCE CAPITAL LIMITED EQUITY SHARES RELIANCE CAPITAL	411	411
RELIANCE COMMUNICATIONS LIMITED - EQUITY SHARES RELIANCE COMMUNI -EQ	226	226
RELIANCE HOME FINANCE LIMITED # EQUITY SHARES RELIANCE HOME FIN-EQ	411	411
RELIANCE INDUSTRIES LIMITED EQUITY SHARES RELIANCE INDUS-EQ	1444	1444
RELIANCE INFRASTRUCTURE LIMITED EQUITY SHARES RELIANCE INFRASTR-EQ	23	23
RELIANCE POWER LIMITED - EQUITY SHARES AFTER CONSOLIDATION ` 10/- RELIANCE POWER - EQ	56	56
SAKTHI FINANCE LIMITED - EQUITY SHARES SAKTHI FINANCE LTD	100	100
SALAYA BULK TERMINALS LIMITED#EQUITY SHARES SALAYA BULK TERMI-EQ	3	3
SANGHI POLYSTERS LIMITED EQUITY SHARES SANGHI POLYSTER EQ	500	500
SHREE BHAWANI PAPER MILLS LIMITED - EQUITY SHARES SHREE BHAWANI PAPER	500	500
SILVERLINE TECHNOLOGIES LIMITED - EQUITY SHARES OF RS.10/- EACH AFTER CAPITAL REDUCTION SILVERLINE TECH-NEW	50	50
SINTEX PLASTICS TECHNOLOGY LIMITED#EQUITY SHARES WITH FACE VALUE ` 1/- AFTER SUB DIVISION SINTEX PLASTICS T-EQ	1000	1000
SIYARAM SILK MILLS LIMITED#NEW EQUITY SHARES FV ` 2/- AFTER SUBDIVISION SIYARAM SILK-EQ ` 2/-	1000	1000
SM DYECHM LIMITED-NEW EQUITY SHARES OF ` 10/- AFTER CAPITAL REDUCTION SM DYECHM LTD-EQ-10	7	7
SML ISUZU LIMITED - EQUITY SHARES SML ISUZU LTD-EQ	4500	4500
SPICE MOBILITY LIMITED-EQUITY SHARES OF ` 3/- AFTER CAPITAL REDUCTION SPICE MOBILITY-EQ ` 3/-	200	200
SRF LIMITED EQUITY SHARES SRF LIMITED EQUITY	49	49
STATE BANK OF INDIA # NEW EQUITY SHARES OF FV ` 1/- AFTER SUBDIVISION SBI - EQ	1500	1500
STEEL EXCHANGE INDIA LIMITED EQUITY SHARES STEEL EXCHANGE EQTY	4	4
SUN PHARMACEUTICALS LTD-NEW EQUITY SHARES OF ` 1/- AFTER SUB-DIVISION SUN PHARMA ` 1/-	48	48
SUNDARAM CLAYTON LIMITED # NEW EQUITY SHARES OF ` 5/- AFTER CAPITAL REDUCTION SUNDARAM CLAY EQ 5/-	50	50
SURYA AGROILS LIMITED EQUITY SHARES SURYA AGROILS-EQ	667	667
TAMIL NADU PETROPRODUCTS LIMITED EQUITY SHARES TAMILNADU PETRO PROD	200	200
TANFAC INDUSTRIES LIMITED EQUITY SHARES TANFAC INDUSTRIES EQ	100	100
TATA STEEL LIMITED - FULLY PAID EQUITY SHARES TATA STEEL (Read alongwith Note no. 7 (f))	241	241



TATA STEEL LIMITED - Partly Paid EQUITY SHARES TATA STEEL {Read alongwith Note no. 7(f)}	22	22
TIRUPATI INDUSTRIES (INDIA) LIMITED-EQUITY SHARES TIRUPATI INDUSTRIES	10	10
TITAN COMPANY LIMITED#NEW EQUITY SHARES OF ` 1/-AFTER SUB-DIVISION TITAN COMPANY-EQ 1/-	3300	3300
TRENT LIMITED # NEW EQ SH WITH FV ` 1/- AFTER SUB DIVISION TRENT-EQTY	30	30
TULIP FINANCE LIMITED - EQUITY SHARES TULIP FINANCE LTD	2000	2000
ULTRATECH CEMENT LIMITED-EQUITY SHARES ULTRATECH CEMENT LTD	1032	1032
VADINAR OIL TERMINAL LIMITED # EQUITY SHARES VADINAR OIL-EQ	49	49
VARDHMAN SPECIAL STEELS LIMITED-EQUITY SHARES VARDHMAN SPECIAL-EQ	14	14
VARDHMAN TEXTILES LIMITED EQUITY SHARES VARDHMAN TEXT EQ	72	72
VENUS SUGAR LIMITED EQUITY SHARES VENUS SUGAR EQTY	200	200
WABCO INDIA LIMITED EQUITY SHARES WABCO-EQ	50	50
WIMCO LIMITED - NEW RE 1- AFTER CAPITAL REDUCTION WIMCO LTD-` 1	50	50
WINDOW GLASS LIMITED-EQUITY SHARES WINDOW GLASS LTD-EQ	100	100
<b>TOTAL (A)</b>	<b>77332</b>	<b>77332</b>
<b>(B) Investment in Mutual Funds :</b>		
SBI MF - MAGNUM EQUITY FUND-DIVIDEND-PAYOUT EQUITY SBI MEF DV P	5150	5150
UTI ASSET MANAGEMENT COMPANY (P) LTD - EQ FUND(MASTERGAIN SCHEME) DIVIDEND PAYOUT UTI EQ MGAIN DIVPOUT	5948.737	5948.737
UTI ASSET MANAGEMENT COMPANY (P) LTD - MASTERSHARE UNIT SCHEME DIVIDEND REINVESTMENT UTI MST SH U DIVRINV *	1050.715	975.421
UTI-MASTERSHARE 86 UTI-MASTERSHARE 86	1442.00	1442.00
<b>TOTAL (B)</b>	<b>13591.452</b>	<b>13516.158</b>
<b>GRAND TOTAL (A+ B)</b>	<b>90923.452</b>	<b>90848.158</b>

**NOTES:**

\* 75.294 units (Previous Year 71 units) of UTI Master Shares Unit Scheme has been received on account of Dividend Reinvestment during the Financial Year.

	As at 31.03.2020 Amount (₹)		As at 31.03.2019 Amount (₹)	
<b>Note No.10</b>				
<b>Trade receivables(unsecured):</b>				
(a) Debts outstanding for a period exceeding six months				
Considered Good	48,063		625,731	
Considered Doubtful	-	48,063	-	625,731
(b) Other debts				
Considered Good	14,859,264		4,569,502	
Less: Provision for Doubtful Debts	-	14,859,264	-	4,569,502
<b>Total</b>		<b>14,907,327</b>		<b>5,195,233</b>

(c) In case of subsidiary company Securities valued at ₹ Nil (Previous Year ₹ 18.28 lakhs) at the year end were retained in the subsidiary company's Demat Account on the instructions of Sub-broker to secure debit balances in their client's accounts and/ or for making delivery in future. These balances are included in other debts.

	As at 31.03.2020 Amount (₹)		As at 31.03.2019 Amount (₹)	
<b>Note No.11</b>				
<b>Cash and Bank Balances:</b>				
(a) Cash & cash equivalents:				
(i) Cash on hand	23,541		40,101	
(ii) Stamp paper in hand	300	23,841	400	40,501
(b) Balances with scheduled banks				
(Include balances for earmarked funds)				
(i) Balance in Current Accounts	84,555,375		47,746,997	
(ii) Balance in Saving Bank Accounts	78,822		74,993	
(iii) Balance in Deposit Accounts	253,076,873		185,831,415	
(iv) Balance in Earmarked Accounts	1,709,000	339,420,070	1,320,000	234,973,405
<b>Total</b>		<b>339,443,911</b>		<b>235,013,906</b>

(c) Balance in Deposit Accounts with bank includes ₹ 1970.60 lakhs (Previous year ₹ 763.06 lakhs) which have original maturity of more than 12 months.

(d) FDRs amounting to ₹ 1063.94 lakhs (Previous Year ₹ 1130.97 lakhs) in the subsidiary company includes FDRs amounting to ₹ 579.00 lakhs (Previous Year ₹ 397.75 lakhs) pledged with BSE, amounting to ₹ 25.00 lakhs (Previous Year ₹ 200.00 lakhs) pledged with NSE for obtaining trading limits and amounting to ₹ 395.00 lakhs (Previous Year ₹ 420.00 lakhs) pledged with Edelweiss Custodial Services Limited (ECSL) Ltd. (ISSL), for obtaining trading limits and clearing facility for transactions in F&O Segment.

(e) Balance in Earmarked Accounts includes deposits in respect of unpaid dividend amounting to ₹ 17,09,000/- (Previous Year ₹ 13,20,000/-).

(f) Balance in Current Account includes an amount of ₹ Nil (Previous year ₹ 12,000/-), which was earlier treated as Earmarked Fund for the distribution of Dividend but now has been treated as a Normal Current Account of the company during the year because of transfer of this amount from Own Fund of the company to Investor Education and Protection Fund maintained by the Government of India.

	As at 31.03.2020 Amount (₹)		As at 31.03.2019 Amount (₹)	
<b>Note No.12</b>				
<b>Short Term Loan &amp; Advances:</b>				
<b>(Unsecured, considered good) - Others</b>				
(i) Income Tax (Net of provision)	3,847,562		4,548,419	
(ii) Advances recoverable in cash or in kind or for value to be received	8,609,560		8,963,848	
(iii) Fringe Benefit Tax (Net of provision)	80,500	12,537,622	80,500	
<b>Total</b>		<b>12,537,622</b>		<b>13,592,767</b>

(iv) Advances recoverable includes ₹ 61,46,127/- (Previous Year ₹ 61,46,127/-) pertaining to Income Tax Refundable (including refundable in respect of erswhile IPEF) and ₹ 24,54,688/- (Previous Year ₹ 22,93,029/-) pertaining to amount recoverable from LIC of India.

	As at 31.03.2020 Amount (₹)		As at 31.03.2019 Amount (₹)	
<b>Note No.13</b>				
<b>Other Current Assets:</b>				
(a) Service Tax Deposit under protest (Unsecured, considered good)			719,520	
(b) Interest due but not received (Including on the earmarked funds)	1,191,005		1,184,506	
(c) Interest Accrued but not received	1,268,681		646,238	
(d) Interest Accrued but not due	1,024,661		1,086,790	
(e) Prepaid Expenses	95,139		136,522	
(f) ITC Receivable (Subject to reconciliation with GST portal)	173,179		226,402	
(g) Tax under Reserve Charges	14,400		5,112	
(h) Other Assets	225,519		225,519	
<b>Total</b>		<b>3,992,584</b>		<b>4,230,609</b>

(f) During the financial year 2018-19, the appeal pertaining to Service Tax relating to Man Power Supply Services for the period 2007-08 to June, 2012 pending with Customs, Excise & Service Tax Appellate Tribunal, Allahabad, shown in earlier years as a contingent liability of ₹ 1,16,77,650/- was decided in favour of the company as per final order no: ST/A/70025/2019-[DB] dated 07.01.2019. Consequently, the Company had submitted an application on 27.02.2019, for the refund of pre-deposit amount of ₹ 2,01,900/- which was included under the head Service Tax deposited under protest in the financial year 2018-19. During the financial year 2019-20 the company has after adjustment of ₹ 5,17,620/- in the Sabka Vishwas (Legacy Dispute Resolution Scheme, 2019) opted by the company in respect of its disputed service tax liabilities of ₹ 3,45,14,703/- shown as contingent liabilities in earlier years, received a refund of ₹ 2,28,494/- including the interest of ₹ 26,594/- vide order no. 49/ST/REF/ACK-III/2019 dated 11.12.2019.

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Note No.14</b>				
<b>Income from Members and Operations:</b>				
(i) Received from Brokerage	23,094,709		23,808,486	
Less: Brokerage paid to Authorised Persons	<u>20,419,243</u>	2,675,466	<u>21,183,398</u>	2,625,088
(ii) Received from DP Operation	2,083,310		1,723,978	
Less: Transaction Charges Paid to CDSL	<u>284,109</u>	1,799,201	<u>327,157</u>	1,396,821
		<u>4,474,667</u>		<u>4,021,909</u>

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Note No.15</b>				
<b>Income from Investments and Deposits:</b>				
<b>Interest Income</b>				
(i) Bank Interest		9,093,705		8,058,878
[Tax deducted at source ₹ 13,11,824/- (Previous Year ₹ 12,88,556/-)]				
(ii) Interest on Tax free Bond (Government Securities)		1,695,018		1,694,065
(iii) Other Interest		215,089		727,400
[(Tax deducted at source ₹ 18,080/- (Previous Year ₹ 72,756/-)]				
(iv) Interest from LIC		161,659		165,915
(v) Interest Received on Income Tax Refund		28,662		35,573
(vi) Interest on late payment from cabin holders		6,212		3,058
<b>Total</b>		<u>11,200,345</u>		<u>10,684,889</u>

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Note No.16</b>				
<b>Other Income:</b>				
(a) Rent and Electricity charges recovered:				
(i) Rent including Maintenance and Other Charges	39,487,380		37,452,198	
[(Tax deducted at source ₹ 25,87,480/- (Previous Year ₹ 25,23,250/-)]				
(ii) Rent (Auditorium)	<u>514,500</u>	40,001,880	<u>430,300</u>	37,882,498
(iii) Profit on sale of Assets		4,380		61
(iv) Gain From Mutual funds		-		25,832
(v) Misc. Income		6,064		14,076
(vi) Transaction & Other Charges Received		1,909,716		2,263,525
(vii) Dividend Income		815,357		1,103,115
<b>Total</b>		<u>42,737,397</u>		<u>41,289,107</u>

	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>Note No.17</b>				
<b>Employee Benefit Expenses</b>				
(a) Salaries & Ex-gratia		967,056		876,394
		<u>967,056</u>		<u>876,394</u>

(b) Salaries & Ex-gratia includes an amount of ₹ 1,59,285/- paid to Shri Prem Bahadur Singh as salary (including ex-gratia) after his appointment as Chief Executive Officer of the holding company w.e.f 02.09.2019.

Note No.18 Other Expenses:	For the year ended 31st March, 2020		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
(a) Rates and Taxes		1,190,331		1,167,581
(b) Electric, Fuel and Maintenance Charges		9,948,452		10,696,447
(c) Travelling and Conveyance (Including Director's Travelling Expenses ` 47,123/- (Previous Year ` Nil)		83,055		44,026
(d) Transaction Charges & other Expenses		1,952,158		2,272,544
(e) Legal and Professional Charges		665,887		561,815
(f) Conference and Meeting		15,957		15,861
(g) Printing and Stationery		165,134		182,731
(h) Postage, Telegram and Telephones		140,112		136,401
(i) Manpower Services				
(a) Man Power Services	6,259,400		5,796,000	
(b) House Keeping Services	898,754	7,158,154	830,964	6,626,964
(j) Bank Charges		59		354
(k) Repair and Maintenance				
Repair to Building	534,816		414,106	
Repair to Plant and Machinery	283,310		267,274	
Other Repairs	439,443	1,257,569	957,444	1,638,824
(l) Commission on Rent		960,000		-
(m) Security Expenses		706,530		710,925
(n) Insurance		54,677		54,015
(o) Advertisement		34,872		32,832
(p) General Charges		354,359		74,307
(q) Directors' Sitting Fee		717,500		475,000
(r) Interest on late Payment of Tax		-		870
(s) CKYC Charges		415		317
(t) Data Processing Charges		353,069		380,723
(u) Demat Charges		77,806		41,827
(v) Depository Renewal Charges & SEBI Fees		-		220,000
(w) Stamp and Registry Fee - Lease Agreement		380,600		257,536
(x) Gardening Expenses		102,110		94,793
(y) Auditors' Remuneration:-				
Audit Fee (excluding Goods and Service tax)	215,000		195,000	
Tax Audit Fee (excluding Goods and Service tax)	15,000	230,000	15,000	210,000
<b>Total</b>		<b>26,548,806</b>		<b>25,896,693</b>

**Note:** General charges of holding company includes a penalty of ` 50,000/- imposed by the Registrar of Companies, Uttar Pradesh on the company and its officers for the violation of provisions of section 118(10) of the Companies Act, 2013 read with the Companies (Adjudication of Penalties ) Rules, 2014. General charges also includes a compounding fee of ` 1,00,000/- paid to National Company Law Tribunal, Allahabad Bench for compounding of offence under section 134(3) of Companies Act, 2013, for improper disclosures in the Board's Report for the financial year ended 31st March, 2017.

Note No.19 Exceptional Items :	For the year ended 31st March, 2019		For the year ended 31st March, 2019	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
(a) Debit Balances Written off	(65,541)			-
(b) Credit Balance Written Back	69,477			-
(c) Profit on sale of Investment	13,266,281			2,319,667
(d) Redemption of Preference Shares	-			1,501
(e) Misc. Claim settlement	-			(67,482)
(f) Service Tax Settlement Under Sabka Vishwas Scheme	(4,391,619)			-
		<b>8,878,598</b>		<b>2,253,686</b>

(g) Debit Balance written off and Credit balance written back which consists of amounts which are in the opinion of the management of the company no longer recoverable/payable.

(h) During the financial year 2018-19 2,75,168 Equity Shares of Inter Connected Enterprises Limited (Formerly known as Inter Connected Stock Exchange of India) has been bought back by the said company @ ` 8.48 per share, through their buy back offer letter dated 21.02.2019, which has been accepted by the management. Profit on Sale of investments pursuant to this buy-back offer has amounting to ` 23,19,667/- has been shown as an 'Exceptional Items' in the Statement of Profit and Loss for the year ended 31.03.2019.

(i) During the financial year 2018-19 150,001% Cumulative Non- Convertible Preference Shares of TGV SRAAC Ltd. accrued in the hands of the Holding company during the course of operations of the erstwhile business of Stock Exchange in earlier years and for which no Cost was incurred by the company has been redeemed by the issuing company for ` 1500.50 and shown under the head ' Exceptional Items ' in the Statement of Profit and Loss for the year ended 31.03.2019.

(j) During the financial year 2018-19 the Holding Company had received a claim for release of shares and dividend pertaining to the same, from Smt. Munni Gupta, the legal heir of Late Shri Raj Kishore Gupta. The management of the Holding Company has proceeded to release the said shares and dividend to Smt. Munni Gupta after legal compliances and verification of the same. The released Dividend amount to ` 67,482/- pertaining to the released shares has been depicted under the head ' Exceptional Items ' in the Statement of Profit and Loss for the year ended 31.03.2019.

(k) Profit on Sale of investments of holding company for the financial year 2019-20 includes the profit on sale of Mutual funds of HDFC Corporate Debt Opportunities fund and Kotak Medium term fund.

(l) During the financial year 2019-20, the holding company availed the benefit of Sabka Vishwas (Legacy Dispute Resolution Scheme, 2019). In accordance with the said scheme the following disputed service tax liabilities were fully and finally settled under section 127 of Finance (No. 2) Act, 2019 read with Rule 9 of the Sabka Vishwas (Legacy Scheme, 2019):

S. No.	Disputed Amount not acknowledged as debt (₹)	Settled Amount (₹)	Remarks
1	3,45,14,703/-	34,50,797/-	A pre-deposit amount of ` 5,17,620/- was adjusted against this amount.
2	55,44,558/-	7,26,819/-	
3	30,03,564/-	2,14,003/-	
<b>Total</b>	<b>4,30,62,825/-</b>	<b>43,91,619/-</b>	

The aforesaid settled amount has been depicted in the accounts as Service Tax Settlement under Sabka Vishwas Scheme.

	For the year ended 31st March, 2020 Amount ( ` )	For the year ended 31st March, 2019 Amount ( ` )
<b>Note No.20</b>		
<b>Extraordinary Items :</b>		
Gross sale proceeds (BSE Shares) net of Brokerage	-	8812731
Less: STT	-	8814
Less: Transaction Fees	-	338
Less: SEBI charges control	-	18
Less: Stamp duty	-	176
Less: Gst on brokerage @ 18%	-	307
Net sale proceeds	-	8,803,078
Less: Book value	-	1
		<u>8,803,077</u>

	For the year ended 31st March, 2020 Amount ( ` )	For the year ended 31st March, 2019 Amount ( ` )
<b>Note No. 21</b>		
<b>Earning per Share:</b>		
(i) Net profit after tax available for Equity Share holders (Numerator used for calculation)	<b>32,346,530</b>	<b>29,300,775</b>
(ii) Weighted average of number of equity shares as denominator for calculating EPS	1000	1000
(iii) Basic & Diluted earning per share (Face value of ` 2,000/- each)	32,347	29,301

## 22. Other Notes:

a. (i) In compliance to paragraph 12(d) of Securities and Exchange Board of India (SEBI) Exit Order No.WTM/RKA/MRD/49/2015 dated 09.06.2015, the Company changed its name from "U.P. Stock Exchange Limited" to "U.P. Stock and Capital Limited" pursuant to the resolution passed by the Members of the Company by way of Postal Ballot dated 11.09.2015. The new name "U.P. Stock and Capital Limited" became effective by obtaining fresh Certificate of Incorporation from the Registrar of Companies dated 30.09.2015.

(ii) The presentation of financial statements is in conformity with the generally accepted accounting principles, which requires the management to make estimates and assumptions based on managements' evaluation of relevant fact and circumstances as on the date of the financial statements. The actual outcome may diverge from these estimates and assumptions.

(iii) The Company is a Small & Medium sized Company (SMC) as defined in the general instructions in respect of Accounting Standards notified under the Companies Act. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small & Medium sized Company.

(iv) During the year in addition to one employee hired by the holding company and three employee hired by the subsidiary company, both the companies has also availed the services of an outside agency to manage the affairs & compliances of the respective companies. Further, the said employee of holding company Mr. Prem Bahadur Singh has been appointed as Chief Executive Officer of the holding company w.e.f 02.09.2019.

(v) In respect of Income Tax relating to A.Y. 2008-09 amounting to ` 58,06,929/- ( Previous Year - ` 58,06,929/-) not acknowledged as debt. The appeal has been decided by CIT (Appeals-II) in favour of the company vide his order dated 28.05.2018. Further, the Department has filed an appeal with Income Tax Appellate Tribunal, Lucknow against this order U/s 147/143(3) of the Income tax Act, 1961 on 02.08.2018. During the financial year 2019-20, the appeal of the revenue has been dismissed by the Income Tax Appellate Tribunal, Lucknow Bench 'B', Lucknow.

(vi) The 'severe acute respiratory syndrome coronavirus '2' (SARS-COV-2) virus responsible for COVID-19 continues to spread across the globe and India, which has contributed to a significant decline and volatility in global and Indian economy. On 11th March, 2020 the COVID-19 outbreak was declared as a global pandemic by the World Health Organisation. The extent to which the COVID-19 pandemic will impact the company's results will depend on future developments, which are highly uncertain as on date. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration.

## b. Contingent Liability

(i) In respect of legal suits/Investments related claims against the Company, not acknowledged as debts -amount indeterminate (Previous year - amount indeterminate).

(ii) In respect of Service tax demands ` 86,55,836/- (Previous Year - ` 5,12,43,303/- ) not acknowledged as debt.

(iii) In respect of Employee State Insurance ` 8,94,179/- as against ESI Contribution pending before court of Civil Judge, Sr. Division, Employee State Insurance Corporation, Kanpur Nagar for the period April, 1998 to April, 2001 filed by erstwhile U.P. Stock Exchange Limited.

(iv) In respect of assessment year 2013-14, the Income Tax department has disallowed a sum of ` 30,65,127/- and ` 1,07,520/- pertaining to proportionate expenses on Income from House Property and expenses in the nature of commission paid to brokers (Leasing) for letting out the property respectively. In this regard the department has determined an additional tax liability of ` 20,82,544/- in respect of the same. The company had filed an appeal against this order before CIT (Appeals), Kanpur-2. Subsequently, during the financial year 2019-20 the Company has filed Form-1 declaration and undertaking under sub-section (5) of section 4 of the Direct Tax Vivad Se Vishwas Act, 2020 on 23.03.2020 for the settlement of the disputed tax liability which is pending with CIT (Appeals).

(v) The Income Tax Authorities had made disallowances of ` 21,31,293/- regarding Voluntary Retirement Scheme (VRS) paid to employees for the Assessment Year 2015-16 U/s 154/143(3) of the Income Tax Act, 1961 vide order dated 03.01.2018. In this regard the department has determined an additional tax liability of ` 43,10,401/- in respect of the same. The company had filed an appeal against this order before CIT (Appeals), Kanpur-2. Subsequently, during the financial year 2019-20 the Company has filed Form-1 declaration and undertaking under sub-section (5) of section 4 of the Direct Tax Vivad Se Vishwas Act, 2020 on 23.03.2020 for the settlement of the disputed tax liability which is pending with CIT (Appeals).

(vi) In respect of subsidiary company service tax demand for the period 01.04.2016 to 30.06.2017 amounting to ` 2,54,268/- for which appeal has been filed by the subsidiary company and is pending with commissioner (Appeals) Central Excise & Service Tax, Allahabad.

c. Verification of Bank Term Deposits pledged/received against Margin and in compliance of Capital Adequacy norms has been conducted by the management and no discrepancy was noticed.

d. The business of the Company is not capable of being expressed in any generic unit. Hence the disclosure of information as required under section 134(3)(m) of the Companies Act, 2013, is not given.

e. The Personal Accounts shown under the heads Trade Payables, Trade Receivables, Loans & Advances and Current Liabilities are subject to confirmation.

## f. AS-4 "Contingencies and Events occurring after the Balance Sheet date "

The Board of Directors of the Holding Company have recommended a dividend of ` 30,000 Per fully paid up equity share of ` 2000/- each, aggregating to ` 300 lakhs, subject to the deduction of TDS under section 194 of the Income Tax Act, 1961 for the financial year 2019-20, which is based on relevant share capital as on 31st March, 2020. The payment is subject to the approval of the shareholders in the ensuing Annual General Meeting of the company.

## g. AS-17 "Segment Reporting"

The Company being a small and medium sized company, hence reporting requirement of Accounting Standard -17 'Segment Reporting' is not applicable.

## h. AS-18 "Related Party Disclosures"

As per the Accounting Standard-18, "Related Party Disclosures" are as follows:

Key Management Personnel in the group Name & Designation	Nature of transaction	Amount ( ` )	
		2019-20	2018-19
CA Anil Tulsian (Director)	Sitting Fees	80,000	75,000
	Security Received	25,000	-
	Rent Received	32,221	-
	Sitting Fees	90,000	65,000
Shri Arvind Kumar Mittal (Director)	Sitting Fees	90,000	75,000
Shri Navin Parwani (Director)	Sitting Fees	80,000	55,000
Shri Ghanashyam Dwivedi (Director)	Sitting Fees	80,000	65,000
Shri Atul Kanodia (Director)	Sitting Fees	90,000	75,000
Shri Sarwesh Dubey (Director)	Sitting Fees	80,000	65,000
CA Arvind Kumar Jain (Director)	Salary and Ex-gratia	159,285	-
Shri Prem Bahadur Singh (Chief Executive Officer) (w.e.f. 02.09.2019)	Remuneration	-	-
Shri Alok Tulsyan (Chief Executive Officer)			

i. The U.P. Stock Exchange Investor Protection Fund had become redundant after the exit of the holding company from its erstwhile business of Stock Exchange. However, pending settlement of Income Tax matters the recognition under section 10(23EA) of the Income Tax Act, 1961, has not yet been surrendered which is being pursued by the company.

j. The particulars of the subsidiary company considered in the Consolidated Financial Statements is as follows:

Unlock Wealth Securities Limited ( Formerly Known as UPSE Securities Limited) incorporated in India, in which the proportion of ownership interest is 100%.

k. Figures in bracket indicate deductions. The amounts have been rounded off to the nearest rupee.

l. Figures of Previous Year have been regrouped or rearranged wherever considered necessary to make them comparable with current year figures.

m. Note No.1 to 22 form an integral part of Accounts and have been authenticated.

As per our report of even date attached  
**FOR V.P.Aditya & Company**  
Chartered Accountants  
(FRNo: 000542C)

**For and on behalf of the Board of Directors of**  
**U.P. Stock and Capital Limited**  
**CIN: U67120UP1979PLC004876**

**(CA Ratan K. Singhal)**  
Partner  
M. No.: 411567

**(Ghanshyam Dwivedi)**  
**(DIN:02147184)**  
(Director)

**(Atul Kanodia)**  
**(DIN:01680557)**  
(Director)

Place : Kanpur  
Date: 28/08/2020

**(Arvind Kumar Mittal)**  
**(DIN:02010445)**  
(Director)

**(Navin Parwani)**  
**(DIN:00614577)**  
(Director)

**(CA Anil Tulsian)**  
**(DIN:00288225)**  
(Director)

**(Sarwesh Dubey)**  
**(DIN:00957703)**  
(Director)

**(CA Arvind Kumar Jain)**  
**(DIN:03244263)**  
(Director)

**(Prem Bahadur Singh)**  
(Chief Executive Officer)