

ENSEMBLE HOLDINGS & FINANCE LIMITED

DIRECTORS : T. A. DUBASH, Chairperson
B. S. YADAV
N. S. NABAR

COMPANY SECRETARY : RAJVI J SAFARY

AUDITORS : M/s BSR & Co, LLP, Chartered Accountants

BANKERS : HDFC BANK LIMITED
MANECKJI WADIA BLDG
FORT, MUMBAI

CANARA BANK
GODREJ BRANCH,
VIKHROLI, MUMBAI

REGISTERED OFFICE : PIROJSHANAGAR
EASTERN EXPRESS HIGHWAY
VIKHROLI (EAST)
MUMBAI 400 079

TEL: C/O 25188010/25188020/25188030
FAX: C/O 25188066

Certified true copy

For Godrej Finance Limited
(Handwritten Signature)
Company Secretary

NOTICE

Notice is hereby given that the 29th (Twenty-Nineth) Annual General Meeting of the Company will be held on Friday, July 31, 2020 at 11:00 a.m. at A/32, Raghavji Building, Raghavji Road, Gowalia Tank, Mumbai-400036 to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Statement of Profit & Loss Account for the Financial year ended March 31, 2020, the Balance sheet as at that date, the Auditors' Report thereon and the Boards' Report.
2. To appoint a Director in place of Ms. T.A Dubash who retires by rotation and being eligible, offers herself for reappointment.

By Order of the Board of Directors



**Rajvi Safary
Company Secretary**

Registered Office:

Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.

CIN - U67120MH1992PLC065457

Mumbai, May 22, 2020

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.
2. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
3. In view of COVID-19 pandemic and in case of continuation of lockdown restrictions on the movement of people as per government directions, the Company may decide to provide the facility of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") as per applicable provisions of the Companies Act, 2013. In such circumstances, the Company shall send prior intimation with necessary details to the shareholders for availing such facility for attending the 29th AGM of the Company through VC /OAVM on their registered email ids.

BOARDS' REPORT**To The Shareholders,**

Your Directors submit their Report along with the Audited Accounts for the Financial Year ended March 31, 2020.

Review of operations

Your Company's performance during the year as compared with that of the previous year is summarised below:-

	<u>This Year</u> <u>(Rs.'000)</u>	<u>Previous Year</u> <u>(Rs.'000)</u>
Gross Revenue earned	4126	22267
Total Expenditure	973	28684
Profit / (Loss) for the year before Tax	3152	(6417)
Provision for Taxation	815	3925
Profit / (Loss) after Tax	2337	(10342)
Adjustment in respect of prior years	-	-
Profit available for appropriation	-	-
Proposed Dividend	-	-
Dividend Distribution Tax	-	-
Transfer to Special Reserve Fund u/s 45IC of RBI Act, 1934	467	-
Transfer to General Reserve	-	-
Balance available for set off against b/f deficit in P&L A/c	1870	-
Loss brought forward	(91774)	(81432)
Loss carried forward	(89904)	(91774)

Compliance with guidelines issued by the Reserve Bank of India

Your Company has been granted a Certificate of Registration by Reserve Bank of India to carry on the business as Non-Banking Financial Institution.

Your Company has not accepted any public deposits during the year under review, nor does it propose to accept the same. As such, pursuant to Non-Banking Financial Companies (Reserve Bank) Directions, 1998, issued by Reserve Bank of India vide notification No.DFC.114/DG (SPT) dated January 2, 1998, your Company is not required to obtain rating from a rating agency in this regard.

In view of the above, there are no overdue or unclaimed deposits.

Dividend

Your Company does not recommend any dividend for the Financial Year ended March 31, 2020.

Directors

Ms. T.A.Dubash (DIN: 00026028) retires by rotation at the ensuing Annual General Meeting and being eligible has offered herself for reappointment.

Auditors & Auditors Report

M/s BSR & Co, LLP, Chartered Accountants (Firm Registration No.101248W/W - 100022) are the Statutory Auditors of the Company upto the Annual General Meeting to be held in the year 2023

The Auditor's Report for the Financial Year 2019-20 does not contain any qualification, reservation, adverse remark or disclaimer.

Number of Board Meetings conducted during the year under Review

7 (Seven) Board Meetings were held during the Financial Year and the gap between two meetings did not exceed 120 days. The dates on which the said meetings were held were as follows:

April 22, 2019, May 10, 2019, August 2, 2019, August 13, 2019, September 3, 2019, November 8, 2019 and February 7, 2020.

Committees of the Board

No Committees were required to be formed by the Board of Directors during the period under review as per the provisions of the Companies Act, 2013.

Directors' Responsibility Statement

Pursuant to the provisions contained in Section 134(3)(c) read with section 134(5) of the Companies Act, 2013, the Chairperson of your Company confirms:

The Board has laid down Internal Financial Controls within the meaning of the explanation to section 134 (5) (e) ("IFC") of the Companies Act, 2013. The Board believes the Company has sound IFC commensurate with the nature and size of its business.

Pursuant to the provisions contained in Section 134(5) of the Companies Act, 2013, your Directors, based on the representation received from the Chairperson, after due enquiry, confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Such accounting policies have been selected and applied consistently, and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company, for preventing and detecting fraud and other irregularities;
- d) The annual accounts have been prepared on a going concern basis;

- e) The proper policies and procedures have been adopted for ensuring the orderly and efficient conduct of its business, including adherence to code of conduct and policies, the safeguarding of 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 and that such policies and procedures are adequate and were operating effectively;
- f) Proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.

Disclosures and Information under Companies Act, 2013

- There are no significant material changes and commitments between the end of financial year to the date on which the financial statement has been made.
- There were no elements of risks during the Financial Year, which would affect the existence of the Company.
- The provisions with respect to Corporate Social Responsibility are not applicable to the Company for the year under review.
- Pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans, guarantees or investments by the Company under the aforesaid provisions have been provided in the Note Nos. 6 & 9 of the Financial Statements.
- The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "Annexure A" and is attached to this Report.
- All related party transactions that were entered into during the Financial Year were on an arm's length basis and were in the ordinary course of business.
- The disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable. The disclosure of transactions with related parties have been provided in Note No. 15 of Financial Statements.

Particulars of Employees as per Rule 5, sub-rule 2 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Since the Company has no employees the particulars of the employees are not applicable.

Additional Information

Information pursuant to Section 134(3)(m) of the Companies Act, 2013, read with rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, has not been given, since such requirement is not applicable to the Company.

Corporate Restructuring:**Scheme of Arrangement (Demerger) entered into between Ensemble Holdings & Finance Limited ("the Company") and Godrej Industries Limited, the Holding Company**

During the year, the National Company Law Tribunal ("NCLT"), Mumbai bench vide its Order dated April 22, 2020 has approved the Scheme of Arrangement (Demerger) between the Company and Godrej Industries Limited ("GIL") (the Holding Company). Consequent to the said Order and filing of the final certified Order with the Registrar of Companies, Maharashtra on May 14, 2020, the Scheme has become effective from the Appointed Date i.e. October 1, 2019. Upon coming into effect of the Scheme, the investment undertaking of the Company stands transferred to and vested in GIL with effect from the Appointed Date and the deficit arising on account of transfer of assets and liabilities amounting to Rs 14.89 crore has been adjusted against the General Reserve and Securities Premium.

Significant Court Order received

Except as disclosed above, no other significant court order was received by the Company.

**For and on behalf of the Board of Directors
of Ensemble Holdings & Finance Limited**

T. A. Dubash
Chairperson
DIN: 00026028

Mumbai, May 22, 2020

ANNEXURE A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 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:

CIN	U67120MH1992PLC065457
Registration Date	17/02/1992
Name of the Company	Ensemble Holdings And Finance Limited
Category / Sub-Category of the Company	Company Limited By Shares
Address of the Registered Office and contact details	Pirojshanagar Eastern Express Highway Vikhroli Mumbai Mumbai - 400079 Tel: 25188010/25188020/25188030
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

To carry on the business as an investment company.

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Financial service activities, except insurance - Other financial service activities, except insurance and pension funding	64990	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Godrej Industries Limited Godrej One, Pirojshanagar Eastern Express Highway, Vikhroli (East) Mumbai Mumbai – 400079	L24241MH1988PLC097781	Holding	100%	2(46)

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 (as on April 1, 2019)				No. of Shares held at the end of the year (as on March 31, 2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	6574597	NA	6574597	100	6574597	NA	6574597	100	--
e) Banks / FI									
f) Any Other									
Sub-total (A) (1):-	6574597	NA	6574597	100	6574597	NA	6574597	100	--

(2) Foreign									
a) NRIs - Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	6574597	NA	6574597	100	6574597	NA	6574597	100	--
B. Public Shareholding									
1. Institutions:									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									

Total Public Shareholding (B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	6574597	NA	6574597	100	6574597	NA	6574597	100	--

(ii) Shareholding of Promoters

Sl. No	Shareholder's name	Share holding at the beginning of the year 01.04.19			Share holding at the end of the year 31.03.2020			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	Godrej Industries Limited	6574597	100.00%	0.00%	6574597	100.00%	0.00%	--

(iii) Change in Promoters' Shareholding:

Sr. No.	Name of Promoter	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	Godrej Industries Limited	6574597	100.00%	6574597	100.00%

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

(v) Shareholding of Directors and Key Managerial Personnel: NIL

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration Managing Director, Whole Time Director and/or Manager – The Company doesn't have any MD/WTD/Manager

B. Remuneration to other directors: NIL

C. Remuneration to KMP other than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Name of KMP	Total
1	N.A.	Rajvi J Safary	N.A.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

B S R & Co. LLP

Chartered Accountants

5th Floor, Lodha Excelus,
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
Mumbai 400 011
India

Telephone +91 (22) 4345 5300
Fax +91 (22) 4345 5399

Independent Auditors' Report To the Members of Ensemble Holdings & Finance Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Ensemble Holdings & Finance Ltd. ("the Company"), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules 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.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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

B S R & Co (a partnership firm with
Registration No. BA81223) converted into
B S R & Co. LLP (a Limited Liability Partnership
with LLP Registration No. AAB-8181)
with effect from October 14, 2013

Registered Office:
5th Floor, Lodha Excelus
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
Mumbai - 400 011 India

Independent Auditor's report (*Continued*)

Ensemble Holdings & Finance Ltd.

Management's Responsibility for the Financial Statements

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

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the 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.

Independent Auditor's report (Continued)
Ensemble Holdings & Finance Ltd.

Auditor's Responsibility (Continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) 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 Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



Independent Auditor's report (Continued)
Ensemble Holdings & Finance Ltd.

Report on Other Legal and Regulatory Requirements (Continued)

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The disclosures regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, during the current year, the Company has not paid/ provided for remuneration to its directors. Accordingly, the remuneration to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W100022



Vijay Mathur
Partner

Membership No: 046476
UDIN: 20046476AAAACE3654

Mumbai
22 May 2020

Ensemble Holdings & Finance Ltd.

Annexure A to the Independent Auditor's Report - 31 March 2020

(referred to in our report of even date)

- (i) The Company does not have any fixed assets as on 31 March 2020. Accordingly, paragraph 3(i) of the Order is not applicable to the Company.
- (ii) The Company is a Non-Banking Finance Company. Accordingly, it does not hold any physical inventory. Accordingly, paragraph 3 (ii) of the Order is not applicable to the Company.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3 (iii) of the Order is not applicable to Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans and making investment. The Company has not provided any security or guarantee to parties covered under these sections.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits covered under the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for any of the services provided by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company has been regular in depositing the undisputed statutory dues including income tax, Cess and other material dues, as applicable, with the appropriate authorities. As explained to us, the Company did not have any dues on account of provident fund, employees state insurance and Goods and Service Tax.

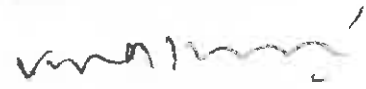
According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Cess and other material statutory dues were in arrears as at 31 March 2020 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, Cess, duty of customs and Goods and Service tax that have not been deposited with appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from financial institutions, government or dues to debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.

**Annexure A to the Independent Auditor's Report- 31 March 2020
(Continued)**

- (x) According to the information and explanations given to us, no 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) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided for managerial remuneration during the year. Accordingly, paragraph 3(xi) of the Order is not applicable to the Company.
- (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 to the Company.
- (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 are in compliance with Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required by Accounting Standard (AS) – 18, Related Party Disclosures, specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (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 converted debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.
- (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 to the Company.
- (xvi) According to the information and explanations given to us, the Company is required to be and is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For B S R & Co. LLP
Chartered Accountants

Firm's Registration No: 101248W/ W – 100022



Vijay Mathur
Partner

Membership No: 046476

UDIN: 20046476AAAACE3654

Mumbai
22 May 2020

Ensemble Holdings & Finance Ltd.

Annexure B to the Independent Auditors' report on the financial statements of Ensemble Holdings & Finance Ltd. for the year ended 31 March 2020.

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Ensemble Holdings & Finance Ltd. ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

Ensemble Holdings & Finance Ltd.

Annexure B to the Independent Auditors' report on the financial statements of Ensemble Holdings & Finance Ltd. for the year ended 31 March 2020.

(Continued)

Auditors' Responsibility (Continued)

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 with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 authorisations 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 with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 116231 W/W-100024



Vijay Mathur
Partner

Membership No: 046476
UDIN: 20046476AAAACE3654

Mumbai
22 May 2020

Auditor's Additional Report **To the Board of Directors of** **Ensemble Holdings & Finance Ltd.**

Report on the Financial Statements

In addition to the report made under Section 143 of the Companies Act, 2013 ('the Act') on the financial statements of Ensemble Holdings & Finance Ltd. ('the Company') for the year ended 31 March 2020 and as required by the Master Circular on Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016 vide Notification No. DNBS.PPD.03/66.1 5.001/2016-1 7 dated 29 September 2016 and amended thereto ('the Direction'), we report as follows on the matters specified in paragraphs 3 and 4 of the said Directions to the extent applicable.

Management's responsibility for the financial statements

The Company's management is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of the 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 in section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

The Company's management is also responsible for ensuring that the Company complies with the requirements of the Non-Banking Financial Company-Non-Systemically Important and Non-Deposit taking Company (Reserve Bank) Directions, 2016 ('the Master Direction'). This responsibility includes the design, implementation and maintenance of internal control relevant to the compliance with the Master Direction.

Auditor's Responsibility

Pursuant to the requirement of the Directions, it is our responsibility to examine the books and records of the Company and report on the matters specified in the Directions to the extent applicable to the Company.

We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Auditor's Additional Report (Continued)
Ensemble Holdings & Finance Ltd.

Conclusion

Based on our examination of the financial statements as at and for the year ended 31 March 2020, books of accounts and records of the Company as produced for our examination and according to the information and explanations and representation given to us, we further report that:

- The Company is engaged in the business of non-banking financial institution and has obtained a certificate of registration No. 13.00368 dated March 18, 1998 from the Reserve Bank of India ('RBI'), in pursuance of section 45-IA of the RBI Act, 1934;
- The Company is entitled to continue to hold such certificate of registration in terms of its asset/Income pattern as on/for the year ended 31 March 2020;
- In our opinion and to the best of our information and according to the explanations given to us, the Company is meeting the criteria of net owned funds as laid down in the Master Direction.
- The Board of Directors of the Company has passed a resolution in its meeting held on 22 April 2019 for non acceptance of public deposits during the year ended 31 March 2020;
- The Company has not accepted any public deposits during the year ended 31 March 2020;
- In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of the Master Direction in the preparation of financial statements for the year ended 31 March 2020;
- In our opinion and to the best of our information and according to the explanations given to us, the Company is not a Systematically Important Non-deposit taking NBFC as defined in paragraph 3 (xxviii) of the Master Direction. Therefore, the Company is not required to submit Form NBS-7.
- Based on the criteria set forth by RBI in paragraph 3 (xix) of the Master Direction for classification of NBFC as NBFC-Micro Finance Institutions ('MFI'), the Company does not meet the criteria to be classified as NBFC-MFI as defined in the aforesaid Master Direction with reference to the business carried on by it during the year ended 31 March 2020.

Restriction on Use

This report is addressed to and provided to the Company's Board of Directors solely in connection with the above mentioned purpose and for submission to RBI, if required and should not be used by any other person or for any other purpose. Accordingly, our report should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **BSR & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Vijay Mathur
Partner

Membership No: 046476
UDIN : 20046476AAAACC8570

Mumbai
22 May 2020

Ensemble Holdings & Finance Ltd.
Balance Sheet as at 31 March 2020

		(Amount In Rs.)	
	Note	31-Mar-20	31-Mar-19
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	3	65,745,970	65,745,970
Reserves and Surplus	4	(21,992,625)	124,615,602
		<u>43,753,345</u>	<u>190,361,572</u>
Current Liabilities			
Other Current Liabilities	5	414,200	398,821
Total Current Liabilities		<u>414,200</u>	<u>398,821</u>
Total Liabilities		<u><u>44,167,545</u></u>	<u><u>190,760,393</u></u>
ASSETS			
Non-Current Assets			
Non-Current Investments	6	-	148,144,755
Long-term Loans and Advances	7	231,678	69,580
		<u>231,678</u>	<u>148,214,335</u>
Current Assets			
Cash and Cash Equivalents	8	1,481,849	2,501,674
Short Term Loans & Advances	9	42,454,018	40,044,384
Total Current Assets		<u>43,935,867</u>	<u>42,546,058</u>
Total Assets		<u><u>44,167,545</u></u>	<u><u>190,760,393</u></u>
Significant Accounting Policies	2		

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached

For BSR & Co. LLP

Chartered Accountants

Firm Registration No: 101248W / W-100022



Vijay Mathur

Partner

Membership No: 046476

Mumbai : 22 May 2020

For and on behalf of the Board of Directors
of Ensemble Holdings & Finance Ltd.

CIN U67120MH1992PLC065457



T. A. Dubash

Director

DIN 00026028

N. S. Nabar

Director

DIN 06521655



Rajvi Safary

Company Secretary

Mumbai : 22 May 2020

Ensemble Holdings & Finance Ltd.
Profit and Loss Statement for the year ended 31 March 2020

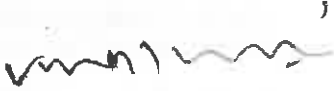
(Amount In Rs.)

	Note	Year ended 31 March 2020	Year ended 31 March 2019
Revenue from Operations			
Revenue from Operations	10	4,126,312	22,267,148
Total Revenue		4,126,312	22,267,148
Expenses			
Other Expenses	11	973,710	28,684,474
Total Expenses		973,710	28,684,474
Profit / (Loss) Before Tax		3,152,602	(6,417,326)
Tax Expense			
-Current Tax	12	815,000	3,925,000
Profit / (Loss) for the year		2,337,602	(10,342,326)
Earnings Per Equity Share (Face value of Rs. 10/- each)			
Basic Earnings per share (in Rupees)	13	0.36	(1.57)
Diluted Earnings per share (in Rupees)		0.36	(1.57)
Significant Accounting Policies	2		


The accompanying notes are an integral part of these financial statements.


As per our report of even date attached
 For BSR & Co. LLP
 Chartered Accountants
 Firm Registration No: 101248W / W-100022

For and on behalf of the Board of Directors
 of Ensemble Holdings & Finance Ltd.
 CIN U67120MH1992PLC065457


Vijay Mathur
 Partner
 Membership No: 046476
 Mumbai : 22 May 2020


T. A. Dubash
 Director
 DIN 00026028


N. S. Nabar
 Director
 DIN 06521655


Rajvi Sanyal
 Company Secretary
 Mumbai : 22 May 2020

Ensemble Holdings & Finance Ltd.
Cash Flow Statement for the year ended 31 March 2020

	31-Mar-20	31-Mar-19
(Amount In Rs.)		
(A) Cash flow from Operating Activities		
Profit / (Loss) before tax	3,152,602	(6,417,327)
Adjustments for :		
Provision for diminution in value of investment	-	28,060,079
Operating Loss before working capital changes	3,152,602	21,642,752
Adjustments for :		
Increase/(Decrease) in Other Current Liabilities	15,379	58,096
(Increase)/Decrease in Trade Receivables	-	2,782,431
(Increase)/Decrease in Non-Current Investments	-	(14,219,339)
(Increase)/Decrease in Current Investments	-	30,665,228
(Increase)/Decrease in Short-term Loans and Advances	(2,409,634)	(40,044,383)
Cash generated from/(used in) operations	758,347	884,785
Income Taxes (paid)/refund -net	(977,098)	(3,604,929)
Net Cash used in operating activities	(A) (218,751)	(2,720,144)
(B) Cash flow from Investing Activities		
Investment made	(801,074)	-
Net Cash used in investing activities	(B) (801,074)	-
(C) Cash flow from Financing Activities		
Net Cash generated from financing activities	(C) -	-
Net increase / (decrease) in cash and cash equivalents	(A+B+C) (1,019,825)	(2,720,143)
Cash and cash equivalents at the beginning of the year	2,501,674	5,221,817
Cash and cash equivalents at the end of the year	1,481,849	2,501,674

Notes:

1. Interest received and paid and dividend received have been considered as part of 'cash flow from operating activities' since the Company is an investment company.

2. The Cash Flow Statement has been prepared under the Indirect method as set out in the Accounting Standard - 3, Cash Flow Statement prescribed in Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

3. The Scheme of Arrangement between the Company and Holding Company (Refer note 20) is a non cash transaction.

4. Components of cash and cash equivalents

Bank Balances with scheduled banks

- in current accounts

1,481,849

2,501,674

Cash and cash equivalents at the end of the year

1,481,849

2,501,674

As per our report of even date attached

For BSR & Co. LLP

Chartered Accountants

Firm Registration No: 101248W / W-100022

For and on behalf of the Board of Directors

of Ensemble Holdings & Finance Ltd.

CIN U67120MH1992PLC065457

Vijay Mathur

Partner

Membership No: 046476

Mumbai : 22 May 2020

T. A. Dubash

Director

DIN 00026028

N. S. Nabar

Director

DIN 06521655

Rajvi Safary

Company Secretary

Mumbai : 22 May 2020

1 Corporate information

Ensemble Holdings & Finance Ltd. ('the Company') was incorporated on February 17, 1992 and is registered as a non-banking financial company with the Reserve Bank of India on 18 March, 1998, carrying on the business as an investment company i.e. to invest, buy, sell, trade or otherwise deal in shares, stocks, debentures, debentures-stock, bonds and other securities issued or guaranteed by any company, corporation, government, trust, municipal, local or other authority further to carry on the business of financing industrial enterprises and to finance whether by way of making loans or advances to or subscribing to the capital of private enterprises in India. The Company has its registered office at Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400079. The principal shareholder of the Company is Godrej Industries Limited ('the Holding Company') holding 100% of the share capital. Also refer note 21 in respect of a Scheme of Arrangement between the Company and the Holding Company.

2 Significant Accounting Policies

a) Basis of preparation

The financial statements are prepared and presented in accordance with Generally Accepted Accounting Principles in India ("IGAAP") under the historical cost convention, on the accrual basis of accounting, unless otherwise stated, and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (the "Act") read with Rule 7 of the Companies (Accounts) rules, 2014, the provisions of Schedule III to the Act and circulars and guidelines issued by Reserve Bank of India (RBI) for Non-Banking Financial Companies (NBFCs), to the extent applicable. The financial statements are presented in Indian rupees.

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of Company's activities, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India (IGAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the reported revenue and expenses during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of facts and circumstances as of the date of financial statements. Actual results could differ from those estimates. Estimates and assumptions are reviewed on on-going basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

c) Current / non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within 12 months after the reporting date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

d) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long term investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investments" in consequence with the current/non-current classification scheme of revised schedule III.

Long-term investments (including current portion thereof) are carried at cost less any other than temporary diminution in value, determined separately for each individual investment.

Current investment are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments i.e., equity shares, preference shares, convertible debentures etc.

Any reduction in the carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit and Loss.

Profit or loss on sale of investment is determined on the basis of Weighted average cost of investment

e) Loans and Advances

Advances are classified as performing or non-performing on the basis of the Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007, and the non performing advances are provided for in accordance with the above mentioned Directions.

f) Revenue Recognition

Income is accounted on accrual basis and in terms of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time.

(i) Dividend income is recognised when the right to receive the same is established.

(ii) Interest on investment are recognised on accrual basis in accordance with the terms of deposits made with the counterparty.

(iii) Profit/loss on sale of investments is accounted on the trade dates.

g) Taxes on Income

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income tax expense is recognised in profit or loss except that tax expense related to items recognised directly in reserves is also recognised in those reserves.

Current tax

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws.

Deferred tax

Deferred tax is recognised on timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing differences at the year end based on the tax rates and laws enacted or substantially enacted on the Balance Sheet date.

h) Segment Reporting:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. The Company is engaged in two segments i.e. Investment by way of acquisition of share/stock/bonds/debenture/securities issued by the Government or local authority or other securities of like marketable nature and Financing by the way of financing loans or advances to or subscribing to the capital of private enterprises in India. Disclosures as required by Accounting Standard 17 'Segment Reporting' specified under section 133 of the Companies Act, 2013 have been accordingly made.

i) Cash & Cash Equivalents:

Cash & Cash Equivalents comprises of cash at bank and on hand and deposits with banks with an original maturity of three months or less.

j) Earnings Per Share:

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

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

k) Provisions and Contingent Liabilities

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation in respect of which a reliable estimate of the amount of the obligation can be made. Provisions are not discounted to its present value and are determined based on current best estimate.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, as a contingent liability.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the year in which the change occurs.

Ensemble Holdings & Finance Ltd.
Notes to the Financial Statements for the year ended 31 March 2020

	31-Mar-20	(Amount In Rs.) 31-Mar-19
Note 3: Share Capital		
Authorised Share Capital		
1,00,00,000 Equity shares of Rs. 10 each	100,000,000	100,000,000
	100,000,000	100,000,000
Issued, Subscribed and Fully paid up		
65,74,597 Equity Shares of Rs.10/- each fully paid up	65,745,970	65,745,970
	65,745,970	65,745,970

Notes:

(a) Reconciliation of shares outstanding at the beginning and at the end of the year -

	31-Mar-20		31-Mar-19	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Equity Shares of par value Rs.10/- fully paid up				
Number of shares outstanding at the beginning of the year	6,574,597	65,745,970	6,574,597	65,745,970
Shares issued during the year	-	-	-	-
Number of shares outstanding at the end of the period	6,574,597	65,745,970	6,574,597	65,745,970

b) Terms/rights attached to equity shares -

The company has issued only one class of equity shares having a par value of Rs.10 each. Each equity shareholder is entitled to one vote per share. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the remaining assets of the Company in proportion of the number of equity shares held.

c) Share Held by Holding Company

Name of the Shareholder	31-Mar-20		31-Mar-19	
	No. of Shares	% held	No. of Shares	% held
Godrej Industries Limited	100	6,574,597	100	6,574,597

d) Shareholders holding more than 5% shares in the Company -

Name of the Shareholder	31-Mar-20		31-Mar-19	
	No. of Shares	% held	No. of Shares	% held
Godrej Industries Limited	100	6,574,597	100	6,574,597

e) There are no equity shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

f) For the period of five years immediately preceding the date of the Balance Sheet:

- i) The Company has not allotted any shares as fully paid up pursuant to contracts without payment being received in cash; or
- ii) Allotted as fully paid up bonus shares; or
- iii) Bought back any of its equity shares.

g) There are no calls unpaid on any equity shares.

h) There are no forfeited shares.



Ensemble Holdings & Finance Ltd.
Notes to the Financial Statements for the year ended 31 March 2020

	31-Mar-20	(Amount in Rs.) 31-Mar-19
Note 4: Reserves and Surplus		
Securities Premium		
At the commencement of the year	156,940,506	156,940,506
Less: Utilisation of Securities Premium pursuant to the Scheme of Arrangement (Refer note 21)	(129,266,376)	-
Closing Balance	27,674,130	156,940,506
General Reserve		
At the commencement of the year	19,679,453	19,679,453
Less: Utilisation of General Reserves pursuant to the Scheme of Arrangement (Refer note 21)	(19,679,453)	-
Closing Balance	-	19,679,453
Statutory Reserve*		
At the commencement of the year	39,769,906	39,769,906
(+) Transfer from Surplus	467,520	-
Closing Balance	40,237,426	39,769,906
Surplus in Statement of Profit and Loss		
At the commencement of the year	(91,774,263)	(81,431,937)
Profit/ (Loss) for the Year	2,337,602	(10,342,326)
Less: Transfer to Special Reserve Fund w/s 45IC of the RBI Act, 1934	467,520	-
Closing Balance	(89,904,182)	(91,774,263)
	(21,992,625)	124,615,602

* Represents reserve created as prescribed under Section 45-IC of Reserve Bank of India Act, 1934, being 20% of profit after taxes for the year

Note 5: Other Current Liabilities

Statutory dues including tax deducted at source	47,000	17,500
Other Payables	367,200	381,321
	414,200	398,821

Ensemble Holdings & Finance Ltd.
Notes to the Financial Statements for the year ended 31 March 2020

Note 6: Non-Current Investments	Face Value Ks.	Numbers		Amount in Rs.	
		31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Non Trade Investments (At Cost- Fully paid)					
EQUITY SHARES					
<i>Investment in Associates</i>					
<i>Unquoted, fully paid up:</i>					
Personalitree Academy Ltd.	10		389,269		11,027,991
Less: Provision for Diminution in value of Investments					(11,027,991)
<i>Investment in Fellow Subsidiaries</i>					
<i>Quoted:</i>					
Godrej Properties Limited	5		1,382,310		5,488,688
<i>Other Companies</i>					
<i>Quoted:</i>					
Agro Tech Foods Ltd.	10		1		53
Colgate Palmolive India Ltd.	1		2		151
Dabur India Ltd.	1		6		59
Hindustan Unilever Ltd. *	1		751		90,589
Gillette India Ltd.	10		1		400
Marico Ltd.	1		80		271
Procter & Gamble Hygiene & Health Care Ltd.	10		1		490
Vankys India Ltd.	10		1		37
Advanced Enzyme Technologies Ltd.	2		3,000		784,676
Bajaj Finance Ltd. (F.V. change from Rs.10 to Rs.2)	2		450		606,966
Bharat Petroleum	10		2,000		548,955
Cera Sanitaryware Ltd.	5		1,189		2,812,599
DCM Ltd.	10		5,000		591,569
HDFC Bank Ltd.	2		444		314,357
Infosys Ltd.	5		610		317,209
Just Dial Ltd	10		82		38,216
KSE Limited	10		65,467		68,672,424
Maruti Suzuki India Ltd.	5		50		443,842
Ujjivan Financial Services Ltd.	10		12,204		4,851,576
Vadilal Industries Ltd.	10		2,000		2,108,966
Whirlpool of India Ltd.	10		500		770,279
Wockhardt Ltd.	5		1,000		486,339
Ruchi Soya Ltd	2		3,532		137,849
Less: Provision for Diminution in value of Investments					(114,538)
Zicom Electronics Sec. System Ltd.	10		173,918		13,123,510
Less: Provision for Diminution in value of Investments					(12,288,704)
<i>Unquoted:</i>					
Isprava Vesta Pvt. Ltd. (previously known as Isprava Technologies Ltd.)	10		195,831		16,025,000
Less: Provision for Diminution in value of Investments					(15,656,838)
Clean Max Enviro Energy Solution Pvt Ltd.	10		3,093		10,001,525
Brookings Institution India Centre	100		125		12,500
INVESTMENT IN UNITS OF VENTURE CAPITAL FUND					
Indian Fund for Sustainable Energy (Infuse Capital)	100		327,864		47,975,739
			<u>2,570,781</u>		<u>148,144,755</u>
Aggregate Amount of Quoted Investments					89,786,829
Aggregate Amount of Unquoted Investments (net of provision)					58,357,926
Market Value of Quoted Investments					1,232,507,741
Aggregate Provisions for diminution in value of Investments					39,088,071

* 750 Shares of Hindustan Unilever Ltd are not in Demat or physical form and no further information is available with the Company.

The above Investments (including investment made during the year) pertain to the investment Undertaking of the Company and have been transferred to the Holding Company pursuant to the Scheme of Arrangement (Refer note 20).

Ensemble Holdings & Finance Ltd.
Notes to the Financial Statements for the year ended 31 March 2020

	31-Mar-20	(Amount in Rs.) 31-Mar-19
Note 7: Long-term Loans and Advances		
Unsecured, considered good :		
Advance Tax (Net of Provision for tax Rs.1,49,79,000 (Previous Year Rs.14,109,000))	231,678	69,580
	<u>231,678</u>	<u>69,580</u>
Note 8: Cash and Cash Equivalents		
Balances with Banks		
- In Current Accounts	1,481,849	2,501,674
	<u>1,481,849</u>	<u>2,501,674</u>
Note 9: Short Term Loans & Advances		
Unsecured, considered good :		
Intercompany Deposits	40,000,000	40,000,000
Interest Receivable	1,760,549	44,384
Amount receivable from GIL	693,469	-
	<u>42,454,018</u>	<u>40,044,384</u>

Ensemble Holdings & Finance Ltd.
Notes to the Financial Statements for the year ended 31 March 2020

	Year ended 31 March 2020	(Amount in Rs.) Year ended 31 March 2019
Note 10: Revenue from Operations		
Other Operating Revenue		
Dividend Income - From Long Term investment	1,050,604	3,795,099
Profit on Sale of Long Term Investments (Net)	#	15,189,312
Profit on Sale of Current Investments		3,233,422
Interest Income	2,883,287	49,315
Write back of excess provision made in earlier years	192,421	-
	4,126,312	22,267,148

Note 11: Other Expenses

Rates and Taxes	2,500	-
Provision for diminution in value of investments (refer note below)	-	28,060,079
Payment to Auditors		
- Statutory Audit Fees (Refer Note 19)	127,263	241,900
Legal and professional fees	797,580	274,186
Subscription Charges	46,020	99,575
Miscellaneous Expenses	347	8,734
	973,710	28,684,474

Note : The Company has evaluated the carrying value of its investments and provided for diminution wherein the market value in case of Quoted investments or the recoverable value in case of Unquoted investments is less than carrying amounts of the respective investments - also, refer note 6.

Note 12: Current Tax

Income Tax	815,000	3,925,000
	815,000	3,925,000

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Ensemble Holdings & Finance Ltd.
Notes to the Financial Statements for the year ended 31 March 2020

Note 13: Earnings Per Equity Share		31-Mar-20	31-Mar-19
Profit/(Loss) after Tax attributable to equity shareholders	(A)	2,337,602	(10,342,326)
Number of equity shares at the beginning of the year (in units)		6,574,597	6,574,597
Add: Shares allotted during the year (in units)		-	-
Number of equity shares at the end of the year (in units)	(B)	<u>6,574,597</u>	<u>6,574,597</u>
Weighted average number of shares outstanding during the year (in units)	(C)	6,574,597	6,574,597
Basic earning per share (face value Rs. 10 each)	(A)/(B)	0.36	(1.57)
Diluted earning per share (face value Rs. 10 each)	(A)/(C)	0.36	(1.57)

Note 14: Micro, Small and Medium Enterprises

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 15: Related Party Disclosure

Related party disclosure as required by Accounting Standard 18 - 'Related Party Disclosures' prescribed in the Companies (Accounting Standard) Rules, 2006 are given below :

a) Name of Related Parties and Nature of Relationship

(i) Parties where control exists:

(a) Holding Company

Godrej Industries Limited

(ii) Other Related Parties with whom transactions have taken place during the period:

Natures Basket Limited, fellow subsidiary (upto 4 July 2019)

(iii) Key Managerial Personnel

Ms. T. A. Dubash, Director

Mr. N. S. Natar, Director

Mr. B. S. Yadav, Director

b) Transactions with Related Parties

(Amount in Rs.)

Sr. No.	Nature of Transaction	Holding Company	Fellow Subsidiary	Total Amount
		Godrej Industries Ltd	Natures Basket Limited	
i)	Dividend income received on behalf of Previous year	69,251	-	69,251
ii)	Intercompany Deposit given Previous year	-	40,000,000	40,000,000
iii)	Repayment of Intercompany deposits given Previous Year	-	40,000,000	-
iv)	Purchase of additional investment on behalf of Previous year	762,720	-	762,720
v)	Interest Income Previous year	-	927,122	927,122
			49,315	49,315
vi)	Balances outstanding as at 31 March 2020			
	Intercompany Deposit Previous year	-	40,000,000	40,000,000
vii)	Interest Receivable Previous year	-	44,384	44,384
viii)	Amount receivable Previous year	693,469	-	693,469

Note 16: Capital Commitments and Contingent Liabilities

The Company has no capital commitments and contingent liabilities as at 31 March, 2020 (31 March, 2019 : Nil)

Note 17: Remittances in Foreign Currencies

There were no remittances in foreign currencies during the current year.

Note 18: Payment to Auditors (including GST)

	31-Mar-20	31-Mar-19
Statutory audit fees	127,263	123,900
Certification Fees	153,825	118,000
	<u>281,088</u>	<u>241,900</u>

Note 19: Segment Reporting

The company is primarily engaged in the business as an investment company i.e. to invest, buy, sell, trade or otherwise deal in shares, stocks, debentures, debentures-stock, bonds and other securities issued or guaranteed by any company, corporation, government, trust, municipal, local or other authority further to carry on the business of financing business enterprises and to finance whether by way of making loans or advances to or subscribing to the capital of private enterprises in India. Disclosures as required by Accounting Standard 17 'Segment Reporting' specified under section 133 of the Companies Act, 2013 have been made.

Segment Information

Information about primary business segments	Investment		Financing and Others		Total	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
(I) Revenue						
External Income	1,050,604	22,217,833	3,075,708	49,315	4,126,312	22,267,148
Inter segment Income	-	-	-	-	-	-
Total Income	1,050,604	22,217,833	3,075,708	49,315	4,126,312	22,267,148
Less: Intersegment Income	-	-	-	-	-	-
Total Revenue	1,050,604	22,217,833	3,075,708	49,315	4,126,312	22,267,148
(II) Results						
Segment result before interest and tax	1,050,604	(5,842,246)	3,075,708	49,315	4,126,312	(5,792,931)
Unallocated expenses	-	-	-	-	973,710	624,395
Finance Costs	-	-	-	-	-	-
Profit/(Loss) Before Tax	-	-	-	-	3,152,602	(6,417,326)
Taxes	-	-	-	-	815,000	3,925,000
Profit after tax	-	-	-	-	2,337,602	(10,342,326)
Net Profit for the year	-	-	-	-	2,337,602	(10,342,326)
Segment Assets						
Unallocated Assets	-	148,144,755	42,454,018	40,044,384	42,454,018	188,189,130
Total Assets	-	148,144,755	42,454,018	40,044,384	44,167,545	190,760,393
Segment Liabilities						
Unallocated Liabilities	-	-	-	-	414,200	414,200
Total Liabilities	-	-	-	-	414,200	414,200
Non Cash Expenditure/ (Income) other than depreciation and amortisation	-	-	-	28,060,079	-	28,060,079

Note 20:

The Board of Directors of the Company ('Demerged Company') have entered into the Scheme of Arrangement ('the Scheme') for demerger of the Demerged Undertaking i.e. Investment Business of the Company into Godrej Industries Limited ('the Resulting Company'). On 22 April 2020, the Scheme has been approved by the National Company Law Tribunal ('NCLT') with an Appointed date of 1 October 2019. The Company has filed the order approved by the NCLT with Registrar of Companies, Mumbai (ROC) on 14 May 2020. Accordingly, the impact of the Scheme has been given in these Financial Statements with effect from 1 October 2019. The Reserve Bank of India ('RBI') has also issued the No Objection against the said Scheme of Arrangement on 29 August, 2019.

As per the Scheme, with effect from the appointed date, the book value of the assets and liabilities of EHFL relating to the Demerged Undertaking shall be reduced from the respective balances appearing for such assets and liabilities in the books of account of EHFL. The deficit arising on account of transfer of assets and liabilities shall be adjusted against the balance in General Reserves to the extent possible and balance against the Securities Premium Account of EHFL.

The following balances as on 1 October 2019 have been vested into the Resulting company from the Demerged Company with effect from 1 October 2019.

Particulars	Amount in Rs.
Assets	
Non -Current Assets	
Non Current Investment	148,945,829
Total Assets (B)	148,945,829
Net Assets (B)-(A)	148,945,829

The deficit arising on transfer of net assets relating to the Demerged Undertaking amounting to Rs .1489.46 lacs divested into the Resulting Company as at 1 October 2019 pursuant to Scheme of arrangement has been adjusted the balance in General Reserves to the extent possible and balance against the Securities Premium Account of the Demerged Company as per the terms of the Scheme. Consequently, the figures for the current period are not comparable to those of the corresponding previous period due to the effects of the Scheme as described above.

Note 21:

Other than the matter described in note 20 above, there are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

Ensemble Holdings & Finance Ltd.
Notes to the Financial Statements for the year ended 31 March 2020

Note 22 : Schedule to the Balance Sheet of a non deposit taking non-banking financial company (As required in terms of Paragraph 13 of Non-Systematically Important Non-banking Financial (Non-deposit accepting or holding) companies prudential Norms (Reserve Bank) Directions, 2015)

Particulars			
Liabilities side :			
(1)	Loans and advances availed by the non- banking financial company Amount out- standing Amount overdue inclusive of interest accrued thereon but not paid:		
	(a) Debentures : Secured	NIL	NIL
	: Unsecured (other than falling within the meaning of public deposits)		
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Other Loans (specify nature)	NIL	NIL
Assets side :			
		Amount outstanding	
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	(a) Secured		NIL
	(b) Unsecured		42,85,696
		Amount outstanding	
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) Lease assets including lease rentals under sundry debtors :		NIL
	(a) Financial lease		NIL
	(b) Operating lease		NIL
	(ii) Stock on hire including hire charges under sundry debtors:		NIL
	(a) Assets on hire		NIL
	(b) Repossessed Assets		NIL
	(iii) Other loans counting towards AFC activities		NIL
	(a) Loans where assets have been repossessed		NIL
	(b) Loans other than (a) above		NIL
		Amount outstanding	
(4)	Break-up of Investments :		
Current Investments :			
1. Quoted :			
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debentures and bonds		NIL
	(iii) Units of Mutual Fund		NIL
	(iv) Government Securities		NIL
	(v) Others (Please specify)		NIL
1. Unquoted :			
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debentures and bonds		NIL
	(iii) Units of Mutual Fund		NIL
	(iv) Government Securities		NIL
	(v) Others (Please specify)		NIL
Long Term Investments :			
1. Quoted :			
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debentures and bonds		NIL
	(iii) Units of Mutual Fund		NIL
	(iv) Government Securities		NIL
	(v) Others (Please specify)		NIL
1. Unquoted :			
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debentures and bonds		NIL
	(iii) Units of Mutual Fund		NIL
	(iv) Government Securities		NIL
	(v) Others - Units of Venture Capital Fund		NIL

Ensemble Holdings & Finance Ltd.
Notes to the Financial Statements for the year ended 31 March 2020


(5)	Borrower group-wise classification of assets financed as in (2) and (3) above :		
	Category	Amount net of provisions	
		Secured	Unsecured
	1. Related Parties *		
	(a) Subsidiaries	NIL	NIL
	(b) Companies in the same group	NIL	693,469
	(c) Other related parties	NIL	NIL
	2. Other than related parties	NIL	41,992,227
	Total		42,685,696

(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)	
	Category	Market Value / Break up or fair value or NAV
	1. Related Parties *	
	(a) Subsidiaries	
	(b) Companies in the same group	NIL
	(c) Other related parties	
	2. Other than related parties	NIL

* As per the accounting Standard prescribed in the companies (Accounting Standards) Rules, 2006 issued by the central government in consultation with National advisory committee on accounting standards.


(7)	Other Information	
	Particulars	Amount
	(i) Gross Non-Performing Assets	
	(a) Related parties	NIL
	(b) Other than related parties	NIL
	(ii) Net Non-Performing Assets	NIL
	(a) Related parties	NIL
	(b) Other than related parties	NIL
	(iii) Assets acquired in satisfaction of debt	NIL


As per our report of even date attached
For BSR & Co. LLP
Chartered Accountants
Firm Registration No: 101248W / W-100022


Vijay Mathur
Partner
Membership No: 046476
Mumbai : 22 May 2020

For and on behalf of the Board of Directors
of Ensemble Holdings & Finance Ltd.
CIN U67120MH1992PLC065457


T. A. Dubash
Director
DIN 00026028


N. S. Nahar
Director
DIN 06521655


Rajvi
Company Secretary
Mumbai : 22 May 2020

Certified True Copy

For Godrej Finance Limited


Company Secretary

For Godal Finance Limited
Company Secretary