



Dated: 04.09.2023

To
Department of Corporate Services,
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001

Scrip Code: 538882

Sub: Submission of Annual Report for the year 2022-23

Dear Sir,

Pursuant to the provisions of regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Annual Report of the company for the Financial Year 2022-23.

The above said Annual Report is also available on the Website of the company at www.emeraldfin.com.

This is for your information and records please.

Yours Sincerely
For Emerald Finance Limited

AMARJEET KAUR
Digitally signed
by AMARJEET
KAUR
Date: 2023.09.04
18:12:06 +05'30'

(Amarjeet Kaur)
Company Secretary cum Compliance Officer
Membership No. :A17273





ANNUAL REPORT

2022-2023

EMERALD FINANCE LIMITED

BOARD OF DIRECTORS

Mr. Sanjay Aggarwal	-	Managing Director
Mrs. Anubha Aggarwal	-	Non Executive Director
Mr. Deepak Gour	-	Independent Director
Mr. Raman Aggarwal	-	Independent Director

REGISTRAR & TRANSFER AGENT

M/S Mas Services Limited,
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110020
Ph No. : 01126387281/82/83
Email : sm@masserv.com
Website : www.masserv.com

STATUTORY AUDITOR

M/s. S. Lal Bansal & Company
Chartered Accountants
2825 Sector 22-C
Chandigarh 160022
E-mail: shamlal2@hotmail.com

COMPANY SECRETARY

Mrs. Amarjeet Kaur

CHIEF FINANCIAL OFFICER

Ms. Sheetal Kapoor

SECRETARIAL AUDITOR

Mr. Anil Negi

DEBENTURE TRUSTEE

Catalyst Trusteeship Ltd.
Windsor, 6th floor, Office No. 604, C.S.T
Road, Kalina, Santacruz (East),
Mumbai - 400 098.
Office : 022-49220555, Fax : 022-49220505
Email ID: ComplianceCTL-Mumbai@ctltrustee.com

INVESTOR COMPLIANTS

cs@emeraldfin.com
info@emeraldfin.com

BANKERS

- ❖ Canara Bank
- ❖ Capital Small Finance Bank
- ❖ HDFC Bank Limited
- ❖ ICICI Bank Ltd
- ❖ IDFC Bank Limited
- ❖ RBL Bank Limited
- ❖ The Punjab State Co-op Bank Limited
- ❖ Yes Bank Limited

REGISTERED OFFICE

SCO 7, First Floor Industrial Area, Phase-II,
Chandigarh - 160 002
Office: 0172 - 4603859 Fax :0172-4603957
Email- cs@emeraldfin.com
Website: www.emeraldfin.com
CIN - L65993CH1983PLC041774

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Emerald Finance Limited (Formerly known as Emerald Leasing Finance and Investment Company Limited) is a non-deposit taking NBFC based out of Chandigarh. The company is engaged in the business of retail and MSME lending. In addition, Emerald acts as a loan origination platform for more than 40 financial institutions across India through its subsidiary Eclat Net Advisors Private Limited.

Emerald received the NBFC license in the year 2015 and initially commenced its lending operations with only personal loans as a product but today the company caters to a suite of financial products such as personal loan, business loan, gold loan, invoice discounting and micro-finance.

On the loan origination front, the company has partnered with more than 40 financial institutions across India and caters to thousands of customers every month. The company hosts various products like Home Loan, Loan Against Property, Machinery Loan, Vehicle Loan etc. on its origination platform.

As part of its latest offering, Emerald has developed a completely digital and seamless product to serve its retail customers known as Emerald Early-Wage-Access. This product entails tying up with employers to offer short term loan as salary advance. The amount lent is then collected through salary deduction. This is a niche product in India. This product is in vogue in developed countries like US and Europe. Emerald feels that this can grow into a significant business in future. The company already has experience of this product due to its earlier partnerships.


Customers
11k+


Locations
200+

Product Groups



Structure



OUR GUIDING PRINCIPLES

Our Vision



To place customers at the heart of our vision, where every interaction is a seamless journey towards their financial dreams, backed by transparency, empathy, and unwavering support.

Our Mission



Empowering individuals and businesses to achieve their aspirations by providing flexible and reliable lending solutions tailored to their unique needs.

Focus on People

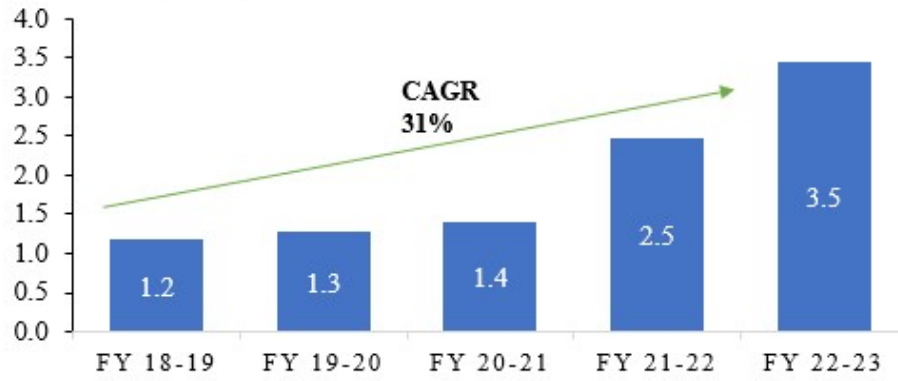


While customer focus remains, Emerald is fully conscious of and sensitive to other stakeholders. These include investors, borrowers, shareholders and most importantly, our employees.

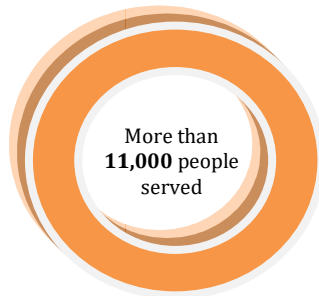
Y-o-Y Segment revenue (In Cr.)



Y-o-Y Profit (In Cr.)



Year in Numbers



LEADERSHIP CODE

The Leadership Code was developed as a product of the senior leadership's collective vision of ideal behaviors at work. Executives at Emerald are assessed on these behaviors, and this forms a critical part of the performance management system. It exemplifies the organization's commitment towards ensuring that individual conduct is in line with the overall culture.

The Leadership Code at Emerald, is referenced below:

ALWAYS

- Trust • Listen • Be Humble • Show Empathy • Stay Calm
- Appreciate Others • Be Positive, Receptive and Responsive
- Stay Business Focused • Lead by Example

NEVER

- Gossip • Get Personal • Be Impulsive • Be Offensive
- Be Political • Resist Change • Be Judgmental
- Create Fear or Worry • Alienate Others • Use Position/Power

PILLARS DRIVING THE COMPANY

Hallmarks of Trust

- Fairness with all stakeholders
- Openness and transparency in what we do
- Free flow of information
- Alignment with all stakeholders
- Build and strengthen long-term relationships

Hallmarks of Awareness

- Enhance awareness around our plans, strategies, tactics, processes
- Work together to create greater enterprise value
- Participative in our decision making
- Imbibe a sense of belonging across all stakeholders

Hallmarks of Joy

- Derive joy and happiness from what we do and how we do it
- Serve all stakeholders with joy and utmost dedication
- Create and maintain an environment where there is joy and happiness, where people are respected, and diversity is celebrated
- Share our success with all stakeholders

OUR PEOPLE

Women In Leadership Roles at Emerald

Emerald believes that having a diverse workforce bringing in a wealth of differentiated perspectives and ideas contributes immensely to the business and the organization. Significant efforts have been made to ensure better gender balance across the leadership hierarchy. Several senior roles and positions are held by women, including the Compliance Officer, Chief Risk Officer, Chief Financial Officer, Head of Sales, Head Internal Auditor.

Employee Volunteering

Volunteering is the primary channel through which CSR and inclusion initiatives are undertaken across the board at Emerald. Year after year, the company encourages its associates to volunteer for participating in community development and welfare initiatives.

Company is supporting treatment of few cancer patients referred by PGI, Chandigarh.

Increasing Role of Technology

While the Information Technology (IT) systems at Emerald were always robust, the organization now wants to focus on digital technology in a whole new way. The idea is to take the organization to the next level, adapting to newer technologies at a faster pace and helping all business functions to be up to date. It's a great case of a traditional company adopting digital technology to drive new business and growth.

The goal at Emerald is to transform; digital is just a tool. Technology to drive business is the larger theme.

Thus, the role of technology is to transform existing processes to gain competitive edge in terms of customer service, revenue, ensure costs are optimized and efficiencies are brought in.

NOTICE

NOTICE is hereby given that 40th Annual General Meeting of the shareholders of M/s Emerald Finance Limited (formerly Emerald Leasing Finance and Investment Company Limited) will be held on Saturday 30th day of September, 2023 at 9.30 A.M. at Registered Office at SCO 7, First Floor, Industrial Area, Phase-II, Chandigarh 160002.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2023 together with Reports of the Board of Directors and Auditor's thereon.
2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon.
3. To declare dividend of Rs. 0.10 per share for the financial year ended 31st March, 2023.
4. To appoint a Director in place of Mrs. Anubha Aggarwal (DIN 02557154), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:**5. TO APPROVE RELATED PARTY TRANSACTIONS**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, approval of the members be and is hereby accorded to Board of Directors to enter into contracts/arrangements with each of the related party as given in explanatory statement for the transactions of availing or rendering of any services and other transactions which will be in ordinary course of business and at arm's length upto the maximum value of transactions as mentioned herein below for the financial year 2024-25:

Name of Related party	Particulars of contract/arrangement
Eclat Net Advisors Pvt. Limited	availing or rendering of services/ loans upto Rs. 7.5 crores p.a.
Eclat Capital and Finance Limited	availing or rendering of services/ loans upto Rs. 7.5 crores p.a.
Reliable Capital & Financial Services	availing or rendering of services/ loans upto Rs. 7.5 crores p.a.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.”

Place: Chandigarh
Date: 26.08.2023

By order of the Board of Directors
for **EMERALD FINANCE LIMITED**

SANJAY AGGARWAL
(MANAGING DIRECTOR)
DIN: 02580828

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/ herself. The proxy need not be a member of the company. A blank form of proxy is attached herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of 40th annual general meeting.
2. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.
4. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with this Report, duly completed and signed, for admission at the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at its Registered Office for issuing the duplicate of the same or download the same from Company's website www.emeraldfin.com
5. Location map of the Venue of the Annual General Meeting is attached to this Annual Report.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.emeraldfin.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
8. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the

said document/details are not updated on or after 1 October 2023 shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode. Members are requested to furnish the details in the prescribed form to the RTA Link Intime India Private Limited. Forms can be downloaded from the website of the Company at and website of RTA

9. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by e-mail, a certified copy of the Board resolution / Power of Attorney authorizing their representative to attend and vote on their behalf in the Meeting.
10. In accordance with Section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2022-23 is being sent to all the members whose email address (es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rule 10 of the Company (Accounts) Rules, 2014 the hard copies of Annual Report 2022-23 is being sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest.

The Notice of the 40th Annual General Meeting and the Annual Report 2022-23 will also be available on the Company's website www.emeraldfin.com for downloading by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

11. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are M/s MAS Services Limited having their office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020 (INDIA) Ph No. 01126387281/82/83
12. SEBI, vide its notification dated 8th June, 2018, and further amendment dated 30th November, 2018, has prescribed that w.e.f. 1st April, 2019, the securities of listed companies can be transferred only in dematerialized form. Accordingly, Members holding shares in physical form are requested to convert their holding(s) in dematerialized form.
13. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination to Company's Registrar and Share Transfer Agent, M/s MAS Services Limited, in the prescribed Form SH13, which is available on the website of the Company (www.emeraldfin.com). Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
14. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
15. The Register of Members and Transfer Books of the Company will be closed from 24-09-2023 to 30-09-2023 (both days inclusive) for the purpose of AGM.

The record date i.e. Saturday, 23rd September, 2023 has been fixed for ascertaining entitlement for the payment of Final Dividend

16. Members are requested to:
 - i. Intimate their latest bank account details viz. name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC code, type of account and account number, to the respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MAS Services Limited, in case shares are held in physical mode for payment of dividend through ECS / to incorporate this information on the dividend warrants and thus prevent fraudulent encashment of the warrants.
 - ii. Intimate changes, if any, pertaining to their registered addresses, e-mail address, telephone/mobile numbers, nomination, power of attorney etc. to their respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MAS Services Limited, in case shares are held in physical mode.
 - iii. Quote their folio numbers/Client ID/ DP ID in all correspondence.
 - iv. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
17. For receiving all shareholder communications faster in future, including annual reports, the shareholders are requested to kindly register / update their e-mail address with their respective Depository Participant, where shares are held in electronic mode. If, shares are held in physical form, shareholders are advised to register their e-mail address with Company's Registrar and Share Transfer Agent, M/s MAS Services Limited with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar and Share Transfer Agents of the Company (RTA) i.e. M/s MAS Services Limited in case the shares are held by them in physical form.
19. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country vide dispatch of dividend warrant/ cheque, as the case may be.
20. The Register of Members of the Company will remain closed from 24.09.2023 to 30.09.2023 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the Annual General Meeting, will be credited within 30 days of AGM to those members whose name shall appear on the Register of Members of the Company on 23.09.2023 end of day. In respect of shares held in electronic

form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date. As mentioned in the preceding note, in case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country vide dispatch of dividend warrant/ cheque, as the case may be.

21. Pursuant to Finance Act, 2020, dividend income has become taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereafter. The shareholders are requested to update their PAN with the Company/ Registrar and Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by sending an email to info@emeraldfin.com by 30th September, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to info@emeraldfin.com. The aforesaid declarations and documents need to be submitted by the shareholders by 30th September, 2023. Please note that the Company is not obligated to apply the beneficial Double Tax Avoidance Agreement (DTAA) rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident shareholder.

22. Unclaimed Dividends:

Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividends not encashed/claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account'). In view of this, Shareholders who have not so far claimed their dividend for the financial year ended 31st March 2022 may immediately approach the company's RTA, to claim the unpaid dividends.

b) Details of Unclaimed Dividend and Shares attached thereto on Website:

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.emeraldfin.com.

We give below the details of Dividends paid by the Company and their respective due dates of transfer to the Fund of the Central Government if they remain unencashed.

Date of Declaration of Dividend	Dividend for the Financial Year	Proposed Date and Year of Transfer to the Fund
30.09.2020	2019-20 (Final)	30.10.2027
30.09.2021	2020-21 (Final)	30.10.2028

It is in the Members' interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

23. Details required under regulation 36(3) of SEBI (LODR) Regulation 2015 in respect of the Directors seeking appointment/re-appointment at the AGM, is separately annexed hereto. The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 164(2) of the Companies Act, 2013 and other requisite declarations for their appointment / re-appointment.
24. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s MAS Services Ltd the prescribed Form SH 13 for nomination and Form SH 14 for cancellation/ variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
25. Members are advised to refer to the Shareholders General Information as provided in the Annual Report. In terms of the provisions of Section 107 and 108 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.
26. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before the date of AGM through email on cs@emeraldfin.com. The same will be replied by the Company suitably.
27. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, The Register of Contracts or Arrangements in which the Directors are interested under section 189 of the Act and all other documents referred to the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to cs@emeraldfin.com.
28. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.emeraldfin.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.
29. Mr. Kanwaljit Singh, Membership number F 5901, a Practicing Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process and voting at Annual General Meeting in a fair and transparent manner.
30. **E-VOTING:**

In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the items of Business given in the Notice of Annual General Meeting may be transacted through electronic voting system.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27.09.2023 at 9:00 A.M. and ends on 29.09. 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23.09.2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09.2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period Ifyou are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders hold securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 209 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in to <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services application using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN number is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kanwwalcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@emeraldfin.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 info@emeraldfin.com. If you are an Individual shareholders holding securities in demat mode, you

are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Place: Chandigarh
Date: 26.08.2023

By order of the Board of Directors
for **EMERALD FINANCE LIMITED**

SD/-
SANJAY AGGARWAL
(MANAGING DIRECTOR)
DIN: 02580828

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 6**

Eclat Net Advisors Pvt. Ltd. ("ENAPL"), is a subsidiary of Emerald Finance Limited (EFL). Mr. Sanjay Aggarwal, Managing Director and Mrs. Anubha Aggarwal, Directors of the company are Director and a wholetime director respectively in ENAPL. Eclat Capital and Finance Limited and EFL have common Directors as Mr. Sanjay Aggarwal and Mrs. Anubha Aggarwal and Reliable Capital & Financial Services is a proprietorship firm in which Mrs. Anubha Aggarwal is the Proprietor. They fall under the definition of 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution at its meeting held on 19th May, 2023, approving availing or rendering of services/ loans upto a value of Rs. 7.5 Crore to and from Eclat Net Advisors Pvt. Limited, Eclat Capital and Finance Limited and Reliable Capital & Financial Services. Further the approval through Postal Ballot dated 27th July, 2023 has already been taken for Financial Year 2022-23 and now Company seeks approval for the Financial Year 2024-25 up to a value of 7.50 Crores.

The provisions of Section 188 of Companies Act, 2013 and Regulation 23(4) of Listing Regulations, 2015 requires prior approval of shareholders in case the Paid-up Share Capital of the Company is Rs.10 crores or more.

The following disclosure(s) for rendering of any services to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

a	Name of the related party	Eclat Net Advisors Pvt. Limited
b	Name of the director or key managerial personnel who is related, if any	Mr. Sanjay Aggarwal, Managing Director and Mrs. Anubha Aggarwal, Director
c	Nature of relationship	A company in which Sanjay Aggarwal, and Mrs. Anubha Aggarwal, are directors and members.
d	Nature, material terms, monetary value and particulars of the contract or arrangement	availing or rendering of services/ loans upto Rs. 7.5 crores
e	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into agreement for providing services with its related parties is on 'arm's length' basis and is advantageous for the Company considering the experience of the related party and shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto.
a	Name of the related party	Eclat Capital and Finance Limited
b	Name of the director or key managerial personnel who is related, if any	Mr. Sanjay Aggarwal, Managing Director and Mrs. Anubha Aggarwal, Director
c	Nature of relationship	A company in which Sanjay Aggarwal, and Mrs. Anubha Aggarwal, are directors and members.
d	Nature, material terms, monetary value and particulars of the contract or arrangement	availing or rendering of services/ loans upto Rs.7.5 crores
e	Any other information relevant or important for the members to take a decision on the	The transaction for entering into agreement for providing services with its related parties is on 'arm's length' basis and is advantageous for the Company considering the experience of the related party and

proposed resolution	shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto.
a Name of the related party	Reliable Capital & Financial Services
b Name of the director or key managerial personnel who is related, if any	Mrs. Anubha Aggarwal, Proprietor
c Nature of relationship	Mrs. Anubha Aggarwal, who is the proprietor, is also a director and member in Emerald Finance Ltd, Eclat Net Advisors Pvt. Ltd. And Eclat Capital and finance Ltd.
d Nature, material terms, monetary value and particulars of the contract or arrangement	availing or rendering of services/ loans upto Rs7.5 crores
e Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction for entering into agreement for providing services with its related parties is on 'arm's length' basis and is advantageous for the Company considering the experience of the related party and shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto.

Mr. Sanjay Aggarwal, Managing Director and Mrs. Anubha Aggarwal, Director of the company are concerned or interested in the resolution. The Board recommends passing of the proposed Resolution.

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS AND THE SECRETARIAL STANDARDS, FORMING PART OF THE CORPORATE GOVERNANCE REPORT

Name of Director	Mrs. Anubha Aggarwal
Date of original appointment	26-10-2017
Date of Birth	09-08-1970
Designation	Director

Mrs. Anubha Aggarwal is a Non Executive Director of the Company.

Expertise in Specific Functional Area:

Mrs. Anubha Aggarwal is the promoter and director of the company. She holds a bachelor degree in Arts. She also holds a Diploma. She has an experience of more than 14 years in the field of financial Services and consultancy. She is a proprietor of Reliance Capital & Financial Services from past 13 years, which deals in financial services.

Qualification:	B.A. Diploma Holder
List of other Directorships:	1. Eclat Capital & Finance Limited 2. Eclat Net Advisors Private Limited

Names of other listed entities in which person also holds the directorship	NIL
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Chairman/Member of the Committee of the

Directors of Emerald Finance Ltd:	1
Chairman/Member of the Committee of the Directors of other Companies	None
Shareholding in the Company	: 7522251 Equity Shares

Relationship between directors inter-se and relationship with Manager and other KMP: - Mr. Sanjay Aggarwal, Managing Director of the company is spouse of Mrs. Anubha Aggarwal.

Terms of reappointment: Reappointment as Non executive non independent director liable to retire by rotation.

Remuneration: NIL

Remuneration sought to be paid: NIL

No. of meetings of Board attended during the FY 2022-23: 17

Justification for appointment and Remuneration: She has an experience of more than 14 years in the field of financial Services and consultancy. She is director in Eclat Net Advisors Private Limited since 2017 and proprietor of Reliance Capital & Financial Services from past 13 years, which deals in financial services.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting before you their 40th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2023.

FINANCIAL RESULTS:-

The standalone financial results of the Company for the year under review are summarized for your consideration:

Particulars	2022-2023 (Amount in Lacs)	2021-2022 (Amount in Lacs)
Gross Income	540.734	413.305
Expenses	253.550	192.201
Profit Before Exceptional item, Depreciation and Tax	287.184	221.104
Exceptional Item-CSR	7.159	0.565
Profit Before Depreciation and Tax	280.025	220.539
Depreciation	0.359	1.749
Net Profit Before Tax	279.666	218.790
Provision for Tax	72.121	56.466
Net Profit After Tax	207.545	162.323
Basic EPS	0.69	0.56
Diluted EPS	0.69	0.56

STATE OF COMPANY'S AFFAIRS/ BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/HIGHLIGHTS/OPERATIONS

As the Company has been granted NBFC License by RBI, Emerald is focused mainly on giving loans to credit worthy SMEs. Company has elaborate system of vetting any loan proposal. Whereby, we study the financials, past track records and promoter's credibility. We have granted loans ranging from INR 5000 onwards. Current Loan Portfolio of the organization is performing very well.

Further to this the company has entered into partnership with various Fintech platforms to offer small ticket loans to merchants and individuals across India. Emerald also has entered into an agreement with Rainpay India Pvt Ltd ("Rain"). This tie up will enable Emerald to diversify its portfolio by entering the salaried segment, providing loans linked to the salary of the customer.

As the Promoters of the Company are into financial services from last 31 years, they have wide knowledge about credit worthiness of various clients.

Company is also in syndication of big tickets loans for various financial institutions. Last Year we have earned a revenue of INR 49,03,051/- through syndication business only.

We have floated a subsidiary by the name of Eclat Net Advisors Private Limited in March 2015. The Company acts as Direct Selling Agent for various financial institutions pan India through its online portal.

Contribution towards CSR: The company is actively and voluntarily contributing to Corporate Social Responsibility. During the current year the contribution of the company was INR 53750/-.

DIVIDEND :-

Your Directors have recommended dividend of INR 0.10 per share in the current financial year.

RESERVE:

Entire amount of Net Profit has been transferred to Profit and Loss Surplus account, which appears under the head "Reserves and Surplus." An amount of INR 41,51,072.88/- has been transferred to Statutory Reserve Fund u/s 45 IC @20% .

DIRECTORS:-

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Anubha Aggarwal (DIN 02557154), Director of the Company retires by rotation in the ensuing Annual General Meeting and being eligible offer herself for re-appointment.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Sanjay Aggarwal	Managing Director
Mrs. Anubha Aggarwal	Non-executive, Non- Independent Director , Member
Ms. Sheetal Kapoor	Chief Financial Officer
Mrs. Amarjeet Kaur	Company Secretary

SHARE CAPITAL

The Authorised Share Capital of the company is Rs. 50,00,00,000/- divided into 5,00,00,000 Equity Shares of Rs. 10/- each. During the year under review, the company has raised Rs. 1,10,00,000/- by way of Preferential Allotment. The paid up share capital of the company is increased from Rs 29,04,36,500/- to Rs. 30,14,36,500/- for the period ended March 31, 2023.

- The Company has not bought back any of its securities during the year under review.
- The Company has not issued any Sweat Equity Shares during the year under review.
- No Bonus Shares were issued during the year under review.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance policy in case of sexual harassment at workplace and is committed to provide a healthy environment to each and every employee of the company. The Company has in place "Policy for Prevention and Redressal of Sexual Harassment" in line with the requirements of sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as 'the said Act') and Rules made there under. As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the

Internal Complaints Committee (ICC) at the Registered Office, Works to deal with the Complaints received by the company pertaining to gender discrimination and sexual harassment at workplace.

Further, as per the provisions of Section 21& 22 of the aid Act, the Report in details of the number of cases filed under Sexual Harrasement and their disposal for the financial year under review, is as under:

Sr. No	No. of cases pending as on the beginning of the financial year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end of the financial year under review
1.	NIL	NIL	NIL

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

The company has changed its name from Emerald Leasing Finance and Investment Company Limited to Emerald finance Limited. The company got the approval from registrar of companies on 24.04.2023 and is in the process of getting its name change with various authorities.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No events have been occurred subsequent to the end of Financial Year.

MAJOR CHANGES HAPPENING DURING THE FINANCIAL YEAR

Your Directors wish to inform that there have not been any changes during the Financial Year under review:

- a. In the nature of Company's business
- b. Generally in the class of business in which the Company has an interest.

LISTING AND LISTING REGULATIONS:-

The equity shares of the company are listed on the BSE Ltd. During the year, Company executed Uniform Listing Regulations in accordance with the requirements of SEBI circular DCS/ COMP/12/2015-16 dated October 13, 2015, with BSE Limited.

The Company has also formulated the new Policies as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The company is regular in paying the listing fee.

INSIDER TRADING:

The Board of Directors has adopted The Code Of Conduct For Prevention Of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading policy of the company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The requisite information has been given by way of an Annexure D-1 to this Report.

CORPORATE GOVERNANCE:-

Your Company is committed to maintain the highest standards of Corporate Governance. As required under Listing Regulations, 2015, Report on Corporate Governance is annexed herewith as Annexure D-10 and forms a part of this Annual Report. A Certificate from Mr. Kanwaljit Singh, a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance is also annexed with the Annual Report.

BUSINESS RESPONSIBILITY REPORT

Regulation 34 (2) (f) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES:-

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Companies Act 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. The details under Section 197 (12) of the Companies Act, 2013 read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as Annexure D-4.

NUMBER OF MEETINGS OF BOARD

During the year 2022-23, 18 Board Meetings were held including one meeting of Independent Directors on the following dates:.

Sr. no.	Date of Board Meeting	No. of Directors	Present
1	18.04.2022	4	4
2	06.05.2022	4	2
3	30.05.2022	4	4
4	09.08.2022	4	4
5	25.08.2022	4	4
6	02.09.2022	4	2
7	23.09.2022	4	2
8	13.10.2022	4	3
9	18.10.2022	4	3
10	21.10.2022	4	2
11	31.10.2022	4	2
12	14.11.2022	4	4
13	21.11.2022	4	3
14	17.12.2022	4	3
15	27.12.2022	4	3
16	09.01.2023	4	4
17	18.01.2023	4	2
18	15.03.2023(Ind. Director's Meeting)	2	2

POLICY ON DIRECTORS APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes,

independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as Annexure D-2, which forms part of this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management Discussion & Analysis Report for the year under review, as stipulated under Part B of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section as Annexure D-3 forming part of this Annual Report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. Accordingly, following is the criteria for evaluation:-

- a. Criteria for evaluation of the Board of Directors as a whole:
 - i. The Frequency of Meetings
 - ii. Quantum of Agenda
 - iii. Administration of Meetings
 - iv. Flow and quantity of Information from the Management to the Board
 - v. Number of Committees and their role.
 - vi. Overall performance of the Company
- b. Criteria for evaluation of the Individual Directors including Independent Directors;
 - i. Experience and ability to contribute to the decision making process
 - ii. Problem solving approach and guidance to the Management
 - iii. Attendance and Participation in the Meetings
 - iv. Personal competencies and contribution to strategy formulation
 - v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

The Independent Directors had met separately on 15.03.2023 without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The Directors express their satisfaction with the evaluation process.

STATUTORY AUDITORS & AUDITORS REPORT:-

M/s S. Lal Bansal & Co., Chartered Accountants, Chandigarh, was appointed as Statutory Auditors of the Company in the last Annual General Meeting to hold office till the conclusion of Annual General Meeting to be held in the year 2027.

The Auditors' Report being self-explanatory requires no comments from the Directors. Further, there are no reservations, qualifications or adverse remarks in the Audit Report given by them in respect of the Financial Year 2022-23.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Anil Negi (M. No. 46547), a Company Secretary in practice having CP No. 17213, was appointed as Secretarial Auditor of the Company till the financial year 2024 pursuant to Section 204 of the Companies Act, 2013. As required by Listing Regulations, he has been appointed as Secretarial Auditor of the subsidiary company on 31.03.2021 for a term of 5 years.

The Secretarial Audit Report of the company and its subsidiary as submitted by him in the prescribed form MR-3 is attached as Annexure D-5 and forms part of this report.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by auditors under sub-section (12) of section 143 including those which are reportable to the Central Government.

COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Section 129(3) of the Companies Act, 2013 (Act) and SEBI Listing Regulations and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in this regard.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

As required pursuant to provisions of section 134(1) (e) of the Act, the Company has a well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has in place comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. During the year, as per the requirements of Listing Agreement with the Stock Exchanges, a Risk Management Committee was constituted by the Board of Directors with responsibility of preparation of Risk Management Policy, reviewing and monitoring the same on regular basis, to identify and review critical risks on regular basis. The risks faced by the Company and their minimization procedures are assessed by the Board. Further, the Company identifies risks, and control systems are instituted to ensure that the risks in each business process are mitigated. The Board provides oversight and reviews the Risk Management Policy on a regular basis. In the opinion of the Board there has been no identification of elements of risk that may threaten the existence of the Company.

SUBSIDIARIES/ASSOCIATES

The Company has a subsidiary M/s Eclat Net Advisors Pvt. Ltd.(CIN:U74140CH2015PTC035473) as defined in the Companies Act, 2013. Report on the performance and Financial position of the subsidiary in the specified format AOC-1 is annexed to the Directors' Report as Annexure D-6.

DEPOSITS

The Company has neither accepted nor renewed any deposits during the Financial Year 2022-23 in terms of Chapter V of the Companies Act, 2013. Information in this regard, therefore, is nil. There was no non compliance of provisions of chapter V of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under section 135 of Companies Act, 2013 hence details regarding policy on Corporate Social Responsibility is not applicable to the Company.

AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an audit committee has been duly constituted. The Audit Committee as on March 31, 2023 comprises of the following Directors:

Mr. Deepak Gour	Independent Director, Chairman
Mr. Raman Aggarwal	Independent Director, Member
Mrs. Anubha Aggarwal	Non - Executive , Non-Independent Director, Member

Details of the Audit Committee have been separately given in the corporate governance report. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE

In terms of Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of section 178 of the Companies Act, 2013, Nomination & Remuneration Committee as on March 31, 2023 comprises of the following Directors:

Mr. Deepak Gour	Independent Director, Chairman
Mrs. Anubha Aggarwal	Non-executive, Non - independent Director, Member
Mr. Raman Aggarwal	Independent Director, Member

The details of Remuneration Policy and the Committee are furnished in the Report on Corporate Governance, which is annexed herewith.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Regulation 20 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders Relationship Committee with following composition as on 31.03.2023:-

Mrs. Anubha Aggarwal	Non-executive, Non - independent Director, Chairperson
Mr. Raman Aggarwal	Independent Director, Member
Mr. Sanjay Aggarwal	Managing Director, Member

ANNUAL RETURN

The Annual Return of the Company, pursuant to sub-section 3(a) of Section 134 and the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2022-2023 in the Form MGT-7 has been uploaded on Company's website and the web link for the same is https://www.emeraldfin.com/wp-content/uploads/2023/08/Form_MGT_7-Draft.pdf

The extract of Annual Return as on March 31, 2023 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as **Annexure-D-7** and forms part of this Report.

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

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments under Section 186 of the Act as at end of the Financial Year 2022-23 are not applicable to the company as company is a non banking finance company, though the information is attached as Annexure D-8 which forms part of this report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis. However, as these transactions were in the ordinary course of business and on an arm's length basis, in the opinion of the Board these transactions are justified to be executed. The detail of these transactions is given in Annexure D-9, which forms part of this report.

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions. Your attention is also drawn to the Related Party disclosures set out in Note no. 27 of the Financial Statements.

VIGIL MECHANISM

The Company has established a Vigil Mechanism cum Whistle Blower Policy in terms of Section 177 (10) of the Companies Act, 2013 and also in terms of Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detail of the said Vigil Mechanism cum Whistle Blower Policy is given in the Corporate Governance Section, which is annexed herewith. The Vigil Mechanism cum Whistle Blower Policy is also available on the Company's website <https://www.emeraldfin.com/wp-content/uploads/2017/09/Whistle-Blower-Policy.pdf>.

DIRECTORS' RESPONSIBILITY STATEMENT:-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMPLIANCE

The company has devised proper systems to ensure compliance of all laws applicable to the company and the compliance reports issued by the Departmental Heads are placed before the Board every Quarter confirming compliance by the Company with all applicable Laws.

CEO/CFO CERTIFICATION

In accordance with Regulation 17 (8) read with Part B of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to corporate governance norms the Managing Director has submitted necessary certificate to the Board of Directors stating the particulars specified under the said Clause. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

DEMATERIALIZATION OF SHARES

As mentioned in Company's earlier Annual Reports, the Company's equity shares are in compulsory Demat mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About 98.80% of the shares of the Company are already in dematerialized form. M/s Mas Services Limited, New Delhi is acting as the Registrar and Share Transfer Agents for this purpose and acts as common share agency in terms of SEBI Guidelines.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

COMPLIANCE WITH THE SECRETARIAL STANDARDS

The company has duly complied with the applicable Secretarial Standards during the financial year 2022-23.

SUMS DUE TO MICRO, SMALL & MEDIUM ENTERPRISES

There is no liability towards principal and interest payable to Micro, Small & Medium Enterprises as on 31st March, 2023.

ONE TIME SETTLEMENTS

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

ESOP ISSUANCE

During the Financial Year 2022-23, Our Company has not adopted any ESOP Scheme and also no options were issued.

SUSTAINABILITY INITIATIVE

Your Company is conscious of its responsibility towards preservation of natural resources and continuously takes initiatives to reduce consumption of electricity and water.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No Insolvency resolution process has been initiated/ filed by a financial or operational creditor or by the company itself under the IBC before the NCLT.

ACKNOWLEDGEMENT:-

The Directors take this opportunity to express their deep sense of gratitude to its Central and State Governments and local authorities for their continued co-operation and support.

They also would like to place on record their sincere appreciation for the commitment, hard work, and high engagement level of every employee of the Company.

The Directors would also like to thank various stakeholders of the Company including Clients, Reserve Bank of India, Company's Bankers, advisors, local community, etc. for their continued committed engagement with the Company.

They would also like to thank the shareholders of the Company for their confidence and trust reposed in the management team of the Company.

For & On Behalf of the Board

Sd/-

**(Sanjay Aggarwal)
MANAGING DIRECTOR
(DIN 02580828)**

For & On Behalf of the Board

Sd/-

**(Anubha Aggarwal)
DIRECTOR
(DIN 02557154)**

PLACE: CHANDIGARH

Date: 26.08.2023

ANNEXURE D-1 TO THE DIRECTORS' REPORT:-**A. Conservation of Energy :**

Though energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being put for conservation of energy and minimize power cost. The Energy conservation measures include replacement of incandescent lights with low power consuming LED lights and compact Fluorescent Lights, replacement of old electrical units with new energy efficient units. Staff of the Company is regularly educated about conservation of power.

B. Technology Absorption:

The company is in service industry and exposure of technology is not very significant. The Company continues to absorb and upgrade modern technologies in its operations and back end support functions like Accounts, Human Resource Management, Operations and Compliance functions.

C. Foreign exchange earnings and outgo:

There is no foreign exchange earnings and outgo during the financial year.

ANNEXURE D- 2 TO THE DIRECTORS' REPORT**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy has been formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulations of SEBI (LODR) Regulations, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation under SEBI (LODR) Regulations. The Key Objectives of the Committee would be:

- 1.1.** To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2.** To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3.** To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4.** To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5.** To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6.** To devise a policy on Board diversity

1.7. To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

2.1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

2.2. **Board** means Board of Directors of the Company.

2.3. **Directors** mean Directors of the Company.

2.4. **Key Managerial Personnel** means

2.4.1. Chief Executive Officer or the Managing Director or the Manager;

2.4.2. Whole-time director;

2.4.3. Chief Financial Officer;

2.4.4. Company Secretary; and

2.4.5. such other officer as may be prescribed.

2.5. **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

2.6. **“Remuneration”** means money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

3. ROLE OF COMMITTEE

3.1. **Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2. **Policy for appointment and removal of Director, KMP and Senior Management**

3.2.1. **Appointment criteria and qualifications**

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level in line with the Business of the Company, the Industry Structure which the Company operates in and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment to ensure that he/she is able to discharge his duties in a diligent manner. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Chief Financial Officer of the Company shall be a person with requisite professional qualification who can understand the finance and accounts. The Company Secretary of the Company shall necessarily be a member of Institute of Company Secretaries of India. For any other position in the Senior Management, where a specific educational qualification is desirable to discharge the functions and duties attached to that particular position, the person shall necessarily be holding that qualification.

d) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) on the basis of following criteria:-

- a. Criteria for evaluation of the Board of Directors as a whole:
 - vi. The Frequency of Meetings
 - vii. Quantum of Agenda
 - viii. Administration of Meetings
 - ix. Flow and quantity of Information from the Management to the Board
 - x. Number of Committees and their role.
 - xi. Overall performance of the Company

- b. Criteria for evaluation of the Individual Directors including Independent Directors;
- xii. Experience and ability to contribute to the decision making process
- xiii. Problem solving approach and guidance to the Management
- xiv. Attendance and Participation in the Meetings
- xv. Personal competencies and contribution to strategy formulation
- xvi. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder or due to other valid reasons as recorded in writing by the Committee, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1. General:

a) The remuneration/ compensation/ commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

b) The remuneration to be paid to the Whole-time Directors and shall be in accordance with the percentage/ slabs/ conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director. Further, in case of KMP and Senior Management, the increments shall be allowed not only on the basis of performance of the Company alone but shall also includes various factors like individual performance vis a vis individual KRA, diligence in achievement of KRAs, Industry trends, economic situation, future growth prospects etc

d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time/ Executive/ Managing Director, KMP and Senior Management Personnel:

1) Remuneration to Managing Director/ Whole-time Directors:

a. The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall

be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

c. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, the Company shall pay Remuneration with the previous approval of the Central Government.

d. Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

2. Remuneration to Non- Executive / Independent Directors:

a. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e. The Nomination and Remuneration Committee of the Company, shall determine the stock options and other share based payments to be made to Non Executive Non Independent Directors.

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall be in compliance with the applicable provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Nomination and Remuneration Committee of the Company, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay shall be in the form of Performance Bonus and shall be decided based upon the balance between performance of the Company and performance of the Key Managerial Personnel and Senior

Management, to be decided annually or at such intervals as may be considered appropriate.

4. MEMBERSHIP OF COMMITTEE

4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

4.2 Minimum two (2) members shall constitute a quorum for the Committee meetings.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson of the Committee, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting would be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required. However, it shall be ensured that such minimum number of meetings of the committee are held as required under the Companies Act, 2013 and Rules framed thereunder or under the listing Regulations.

7. COMMITTEE MEMBERS' INTERESTS

7.1 The disclosure of Interest and participation in the meetings by a member of the Committee shall be as per the provisions of the Act and Rules made thereunder from time to time.

7.2 The Committee may invite such executives, professionals, consultants or experts as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee or the chairman of the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

ANNEXURE D-3 TO THE DIRECTORS' REPORT**MANAGEMENT DISCUSSION & ANALYSIS REPORT****BUSINESS REVIEW**

We are a Non-Deposit taking Non-Banking Financial Company (NBFC-ND) registered with RBI to carry on the NBFIs activities under Section 45IA of the Reserve Bank of India Act, 1934 bearing Registration no. B06.00615. We are engaged in a diverse range of products catering to the financial services sector directly through our own Company and also through our Subsidiary.

Our Company's business model is centered around lending activities (granting of loans & advances). As an NBFC, we operate in the business of providing loans to MSMEs and retail customers. We provide finance to our clients after satisfying ourselves about the credit worthiness and repayment capacity of our borrowers after evaluating the material risks associated with the business/ project/ proposal for which loan has been sought.

Emerald has entered into an agreement with Rainpay India Pvt Ltd ("Rain") which is a wholly owned subsidiary of the American company Rainpay Technologies Inc. This partnership has enabled Emerald to diversify its portfolio by entering the salaried employees segment, providing loans linked to the salary of the customer. Said loans are low ticket size in nature and provide the company with high volumes on a monthly basis.

Emerald is mainly funding to known & credit worthy clients. Mostly these clients are such with whom we had long relationships. The effectiveness of this marketing strategy can be seen from the fact that we had very negligible bad debt from the recently sourced portfolio.

The company in line with its vision to expand its offerings and to serve retail customers at large has already started working on its own salary advance solution. This product entails tying up with employers to offer short term loan as salary advance. The amount lent is then collected through salary deduction.

This is a niche product in India. This product is in vogue in developed countries like US and Europe. The company feels that this can grow into a significant business in future. The company already has experience of this product due to its earlier partnership with Rainpay India Pvt Ltd.

This solution will be completely digital and will use the latest digital technologies to provide a seamless experience to both employers and employees. The company is building this solution through internal resources.

FINANCIALS

The financial performance of the Company for the financial year ended March 31, 2023 is given in the director's report.

SWOT Analysis

STRENGTHS	WEAKNESS
<ul style="list-style-type: none"> • Good portfolio quality • Low debt company • Experienced management team • Highly Scalable business model • Very few number of players in EWA products • Reputation of being niche player in NBFC industries 	<ul style="list-style-type: none"> • Not enough penetration in market. • Current Scale of operation • Brand name not strong enough

OPPORTUNITIES	THREATS
<ul style="list-style-type: none"> • Buoyant business environment • Huge Growth Potential • Potential to provide other value added services • Increased disposable income of middle-class • Humungous untapped market for EWA product 	<ul style="list-style-type: none"> • Slow Industrial Growth • Economic factors leading to recession • Volatility in markets likely to affect revenues and increase the cost of capital • Government Policies • Shifts in consumer tastes, moving away from NBFC products • Global uncertainties

INDUSTRY STRUCTURE & DEVELOPMENT

Indian economy is going through a period of rapid 'financial liberalisation'. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products.

Emerald finance Limited today has emerged as a strong & reliable player in a fiercely competitive market of financial services.

Emerald Finance Limited has built a strong presence in the market through its cumulative experience, strong network as well as sound systems and processes. The company's long-term aspiration is to play a significant role in meeting the financial requirements of retail customers as well as corporate clients.

INFORMATION TECNOLOGY

Our company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Our Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws The internal control mechanism comprises a well-defined organization structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility.

HUMAN RESOURCES

Our Company continues to lay great stress on its most valuable resource -people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety of products and services to the customer of the company.

We are committed to maintaining a diverse, healthy and thriving workforce that imbibes our culture of empowerment, innovation, safety and well being. Our associates play a key role in decision making and providing impactful solutions in transformation of the organization.

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties.

The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

OTHER KEY INDICATORS

Ratios	2022-23	2021-22	2020-21	% Increase/ Decrease	Reason for change
Debtors Turnover Ratio	20.97	16.27	4.85	28.89%	Because of timely receipt of payment from debtors.
Interest Coverage Ratio	5.76	7.77	7.28	-25.87%	Because of decrease in EBITA margin.
Current Ratio	5.85	5.20	0.76	12.50%	Due to increase in current assets as compared to that of current liabilities
Debt Equity Ratio	0.12	0.13	0.16	-7.69%	Because of fresh infusion of equity during the year
Operating Profit Margin	0.64	0.61	0.59	4.92%	Due to Increase in Revenue during the year <i>viz a viz</i> expenses
Net Profit Margin	0.40	0.39	0.38	-2.56%	Because of increase in revenue during the year as compared to increase in expenses.

ANNEXURE D-4 TO THE DIRECTORS' REPORT**DETAILS UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2022-23, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2022-23.

Sr. No.	Name of Director/KMP	Designation	The Ratio of the remuneration of each Director to the median remuneration of the employees	The percentage increase in remuneration
1.	Sanjay Aggarwal	Chairman cum Managing Director	1.95	-
2.	Anubha Aggarwal	Wholetime Director	NIL	NIL
3.	Sheetal Kapoor	CFO	2.28	13%
4.	Amarjeet Kaur	CS	1.61	-

ii. The percentage increase in the median remuneration of Employees for the financial year was 4%

iii. The Company has 14 permanent Employees on the rolls of Company as on 31st March, 2023.

iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year, its comparison with the percentile increase in the managerial remuneration, justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

v. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is affirmed that the remuneration is as per the 'Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company.

Top Ten Employee Information

Name	Salary	Qualification	Experience	Last Employment	No. of shares held in the company
Karan Dhir	30000	Bachelor In Arts	13 Years	Eclat Capital Finance Limited	2000
Mamta Jatana	45000	Bachelor In Arts	7 Years	Eclat Management Services	-
Devender Vatsal	27000	B.Tech	10 Years	Modicorp Ltd	-
Anil Kumar	26000	Bachelor In Arts	11 Years	Eclat Capital Services	7322
Vipin Kumar	25000	Bachelor In Arts	Years	Eclat Capital Finance Limited	-
Navneet Kaur	25000	Masters In Commerce	8 Years	Karvy Financial Services	1355
Talin Aggarwal	25000	MBA	5 years	-	-
Ajay Tiwari	22500	Bachelor In Arts	13 Years	Eclat Capital Finance Limited	595
Sonia	14000	Bachelor In Commerce	2 Years	-	-
Hardeep	13000	Higher Secondary	6 years	Eclat Management Services	-

ANNEXURE D-5 TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,

The Members,
Emerald Finance Limited,
(formerly known as Emerald Leasing Finance and Investment Company Limited)
S.C.O. 7, Industrial Area,
Phase 2, Chandigarh.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EMERALD FINANCE LIMITED** (formerly known as Emerald Leasing Finance and Investment Company Limited) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the EMERALD FINANCE LIMITED'S books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **EMERALD FINANCE LIMITED** ("the Company") for the financial year ended on March 31, 2023 under the provisions of below mentioned regulations:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable during the financial year under review.
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.
 - f) The erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable during the financial year under review.
 - h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
 - i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review.
- (vi) The major provisions and requirements prescribed under all applicable Labour laws viz. The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, Employee's State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972 etc.

The company complies with Statutory Tax Audit requirement under section 44AB of the Income Tax Act, 1961, which is done by Tax Auditors appointed, in his Tax Audit Report, so we have not reviewed compliance of applicable Income Tax Laws to the Company.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 being listed on BSE Limited.

During the period under review the Company has complied with the provisions of the act, rules, regulations, guidelines, standards, etc. mentioned above.

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors of the company during the audit period.

2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions are carried out through majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers, I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period under review, the company has issued and allotted 11,00,000 equity shares to non promoter on preferential basis of INR 10 each at a price of INR 25 per Equity Share i.e. aggregating to INR 2,75,00,000 (Rupees Two Crore Seventy Five Lac Only).

I further report that during the period under review, the company has issued 196 secured Unlisted Unrated Redeemable Non convertible Debentures at a price of Rs 1,00,000 /- (One Lac) each aggregating upto Rs. 1,96,00,000/- (Rupees One Crore Ninety Six Lakhs Only) on private placement basis, for which necessary forms and returns have been filled with Registrar of Companies, Chandigarh

During the period under review the company altered its Memorandum and Article of Association to change its name to **Emerald Finance Limited** from its existing name Emerald Leasing Finance and Investment Company Limited by passing the special resolution on the meeting of shareholders through postal ballot held on 18.01.2023, which was duly passed and registered and new certificate of incorporation was issued by the Registrar of Companies, Chandigarh on Dated 24.04.2023.

I further report that during the audit period:

1. The company had started maintaining Digital Structural Database from September 2022 onwards. as per the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Apart from the business stated above, there were no instances of:

- (i) Redemption / buy-back of securities.
- (ii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Shimla

Date: 29.08.2023

for **ANIL NEGI & COMPANY**
Company Secretaries

UDIN: A046547E000885099

ANIL SINGH NEGI
(Proprietor)
ACS No. 46547
C P No.: 17213
Peer Review Cert No. 2383/2022

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

“Annexure-A”

To,

The Members,
Emerald Finance Limited,
(formerly known as Emerald Leasing Finance and Investment Company Limited)
S.C.O. 7, Industrial Area,
Phase 2, Chandigarh.

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

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records, based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the processes and practices, we followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Shimla
Date: 29.08.2023

For **ANIL NEGI & COMPANY**
Company Secretaries

UDIN: A046547E000885099

ANIL SINGH NEGI
(Proprietor)
ACS No. 46547
C P No.: 17213
Peer Review Cert No. 2383/2022

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,

The Members,
Eclat Net Advisors Private Limited,
SCO. 7, Industrial Area,
Phase- 2, Chandigarh 160002.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Eclat Net Advisors Private Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Eclat Net Advisors Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Eclat Net Advisors Private Limited ("the Company") for the financial year ended on March 31, 2023 under the provisions of below mentioned regulations:

- (vii) The Companies Act, 2013 (the Act) and the rules madethereunder;
- (viii)The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder- Not Applicable being an unlisted company.
- (ix) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder. However no shares of the Company are held in dematerialised form.
- (x) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- (xi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company being an unlisted company:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021.
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
 - f) The erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013.
 - h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 including the amendments thereof.
- (xii) The major provisions and requirements have also been complied with as prescribed under all applicable Labour laws viz. Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, The Employees Compensation Act, 1923 etc.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the applicable Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on our examination and the information received and records maintained, I further report that:

- 5. The Board of Directors of the Company is duly constituted with Executive Director, Non-Executive Director and Independent Director. The changes in the composition of the Board of Directors that took place during the year, were carried out in compliance with the applicable Act and Regulations.
- 6. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 7. All decisions are carried through majority while the dissenting members' views, if any, were captured and recorded as part of the minutes.
- 8. The Company has proper board processes.

Based on the compliance mechanism established by the Company and on the basis of the compliance certificate(s) issued by the Officers, I am of an opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- (iv) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (v) Redemption / buy-back of securities.
- (vi) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (vii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign Technical Collaborations.

Place: Shimla
Date: 29.08.2023
UDIN: A046547E000885330

For **ANIL NEGI & COMPANY**
Company Secretaries

ANIL SINGH NEGI
(Proprietor)
ACS No. 46547
C P No.: 17213
Peer Review Cert No. 2383/2022

ANNEXURE D-6 TO THE DIRECTORS' REPORT

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 statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

	Particulars	Details
1	Name of the subsidiary	Eclat Net Advisors Pvt. Ltd.
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-04-2022 - 31-03-2023
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4	Share capital	1,10,75,580.00
5	Reserves & surplus	7,32,62,688.62
6	Total assets	11,42,51,034.97
7	Total Liabilities	2,99,12,766.35
8	Investments	Nil
9	Turnover	6,13,30,626.36
10	Profit before taxation	1,84,73,975.98
11	Provision for taxation	47,01,900.00
12	Profit after taxation	1,37,72,075.98
13	Proposed Dividend	NIL
14	% of shareholding	81.26%

Notes: The following information shall be furnished at the end of the statement:

Part "B": Associates and Joint Ventures

Nil

ANNEXURE D-7 TO THE DIRECTORS' REPORT

As on financial year ended on 31.03.2023

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65993CHPLC041774
2.	Registration Date	22/11/1983
3.	Name of the Company	EMERALD FINANCE LIMITED
4.	Category/Sub-category of the Company	OTHER FINANCIAL SERVICES
5.	Address of the Registered office & contact details	SCO 7 INDUSTRIAL AREA PHASE 2 CHANDIGARH 160002
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S MAS SERVICES LIMITED, T-34, 2ND FLOOR, OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI - 110020 PH NO. : 01126387281/82/83 Email : sm@masserv.com
8.	Email Id of the Company	E-mail : info@emeraldfin.com
9.	Website	www.emeraldfin.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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Commission Income	99711	22.02%
2	Interest Income	99711	77.98%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY/ASSOCIATE	%OF SHARES HELD	Applicable Section
1	Éclat Net Advisors Pvt. Ltd. Add: SCO No. 7, Ind Area, Phase - 2, Chandigarh	U74140CH201 5PTC035473	Subsidiary	81.26 %	2(87)

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2022]				No. of Shares held at the end of the year [As on 31-March-2023]*				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	21059873	-	21059873	72.51	20436413	-	20436413	67.80	(4.71)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	21059873	-	21059873	72.51	21059873	-	20436413	67.80	(4.70)
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) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors Category I	-	-	-	-	214000	-	214000	0.71	0.71

Sub-total (B)(1):-	-	-	-	-	214000	-	214000	0.71	0.71
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1508183	-	1508183	5.19	2537090	-	2537090	8.42	3.22
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	876891	171301	1048192	3.61	1339508	170301	1509809	5.01	1.40
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	5158381	190000	5348381	18.41	5180385	190000	5370385	17.82	(0.59)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	70893	-	70893	0.24	74719	-	74719	0.25	0.01
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	8128	-	8128	0.03	1234	-	1234	0.004	(0.026)
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	7622476	361301	7983777	27.49	9132936	360301	9493237	31.49	4.00
Total Public Shareholding (B)= (B)(1)+ (B)(2)	7622476	361301	7983777	27.49	9346936	360301	9707237	32.20	4.71
C. Shares held by Custodian for GDRs & ADRs									-
Grand Total (A+B+C)	28682349	361301	29043650	100.00	29783349	360301	30143650	100.00	-

* The company has allotted 11,00,000 equity shares of Rs. 10/- each on Preferential basis on 21.11.2022

B) Shareholding of Promoter-

S.No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2022			Shareholding at the end of the year i.e. 31.03.2023			% 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	Sanjay Aggarwal	10168500	35.01	-	9753873	32.36	-	(2.65)
2	Anubha Aggarwal	7731084	26.62	-	7522251	24.95	-	(1.67)
3	Anu Aggarwal	1430289	4.92	-	1430289	4.74	-	-
4	Ram Swaroop Aggarwal	1730000	5.96	-	1730000	5.74	-	-

* The company has allotted 11,00,000 equity shares of Rs. 10/- each on Preferential basis on 21.11.2022

C) Change in Promoters' Shareholding (please specify, if there is no change):

SNo	Shareholding of each Promoter	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	Mr. Sanjay Aggarwal				
	At the beginning of the year	10165500	35.01	10168500	35.01
	Bought during the year	-	-	-	-
	Sold during the year	414627	1.37	9753873	32.36
	At the end of the year	9753873	32.36	9753873	32.36
2	Mrs. Anubha Aggarwal				
	At the beginning of the year	7731084	26.62	7731084	26.62
	Bought during the year	-	-	-	-
	Sold during the year	208833	0.69	7522251	24.95
	At the end of the year	7522251	24.95	7522251	24.95
3	Mrs. Anu Aggarwal				
	At the beginning of the year	1430289	4.92	1430289	4.92
	Bought during the year-	-	-	-	-
	Sold during the year	-	-	1430289	4.92
	At the end of the year	1430289	4.74	1430289	4.74
4	Mr. Ram Swaroop Aggarwal				
	At the beginning of the year	1730000	5.96	1730000	5.96
	Bought during the year	-	-	-	-
	Sold during the year	-	-	1730000	5.96
	At the end of the year	1730000	5.74	1730000	5.74

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	For Each of the Top 10 Shareholders	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	MR. PANKAJ MEHTA				
	At the beginning of the year	849156	2.92	849156	2.92
	Bought during the year	-	-	849156	2.92
	Sold during the year	-	-	849156	2.92
	At the end of the year	849156	2.82	849156	2.82
2	M/S Rainpay India Private Limited				
	At the beginning of the year	-	-	-	-
	Bought during the year	780000	2.59	780000	2.59
	Sold during the year	-	-	780000	2.59

	At the end of the year	780000	2.59	780000	2.59
3	M/S AGR Investments Limited				
	At the beginning of the year	749300	2.58	749300	2.58
	Bought during the year	-	-	749300	2.58
	Sold during the year	-	-	749300	2.58
	At the end of the year	749300	2.49	749300	2.49
4	MR. HARINDER KUMAR SAHU				
	At the beginning of the year	358840	0.94	358840	0.94
	Bought during the year	145156	0.48	503996	1.67
	Sold during the year	-	-	503996	1.67
	At the end of the year	503996	1.67	503996	1.67
5.	MONEY GROWTH INVESTMENT CONSULTANTS PVT. LTD.				
	At the beginning of the year	500000	1.66	500000	1.66
	Bought during the year	-	-	500000	1.66
	Sold during the year	-	-	500000	1.66
	At the end of the year	500000	1.66	500000	1.66
6	MRS. MONIKA MEHTA				
	At the beginning of the year	333772	1.11	333772	1.11
	Bought during the year	-	-	333772	1.11
	Sold during the year	-	-	333772	1.11
	At the end of the year	333772	1.11	333772	1.11
7	PGA PROFESSIONALS LIMITED				
	At the beginning of the year	73469	0.25	73469	0.25
	Bought during the year	253531	0.84	327000	1.09
	Sold during the year	-	-	327000	1.09
	At the end of the year	327000	1.09	327000	1.09
8	MRS. NIDHI ARORA				
	At the beginning of the year	214006	0.74	214006	0.74
	Bought during the year	-	-	214006	0.74
	Sold during the year	-	-	214006	0.74
	At the end of the year	214006	0.71	214006	0.71
9	M/S NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND				
	At the beginning of the year	-	-	-	-
	Bought during the year	214000	0.71	214000	0.71
	Sold during the year	-	-	-	-
	At the end of the year	214000	0.71	214000	0.71
10	MR. ISHRAT ARORA				
	At the beginning of the year	135148	0.47	135148	0.47
	Bought during the year	46202	0.15	46202	0.15
	Sold during the year	-	-	181350	0.60
	At the end of the year	181350	0.60	181350	0.60

E) Shareholding of Directors and Key Managerial Personnel:

SNo	Shareholding of each Directors and each Key Managerial Personnel	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	Mr. Sanjay Aggarwal				

	At the beginning of the year	10165500	35.01	10168500	35.01
	Bought during the year-	-	-	10168500	35.01
	Sold during the year	414627	1.37	9753873	32.36
	At the end of the year	9753873	32.36	9753873	32.36
2	Mrs. Anubha Aggarwal				
	At the beginning of the year	7731084	26.62	7731084	26.62
	Bought during the year	-	-	-	-
	Sold during the year	208833	0.69	7522251	24.95
	At the end of the year	7522251	24.95	7522251	24.95
3	Mr. Deepak Gour				
	At the Beginning of the year	173685	0.60	173685	0.60
	Bought during the year	-	-	173685	0.60
	Sold during the year	6002	0.02	167683	0.02
	At the end of the year	167683	0.56	167683	0.56
4	Ms. Sheetal Kapoor				
	At the Beginning of the year	2000	0.02	2000	0.02
	Bought during the year	4500	0.02	6500	0.02
	Sold during the year	-	-	6500	0.02
	At the end of the year	6500	0.02	6500	0.02

V. **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment. - NIL

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,71,04,557.00	36,26,421.00	NIL	4,07,30,978.00
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	3,71,04,557.00	36,26,421.00	NIL	4,07,30,978.00
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
* Addition	3,96,00,000.00	20,00,000.00	NIL	4,16,00,000.00
* Reduction	3,65,64,547.00	25,94,972.00	NIL	3,91,59,519.00
Net Change	4,01,40,010.00	30,31,449.00	NIL	4,31,71,459.00
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	4,01,40,010.00	30,31,449.00	NIL	4,31,71,459.00
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	4,01,40,010.00	30,31,449.00	NIL	4,31,71,459.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sanjay Aggarwal (MD)		
1	Gross salary	4,00,000	-	4,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5	Others, please specify-Guarantee Fee	40,000	NIL	40,000
	Total (A)	4,40,000	NIL	4,40,000
	Ceiling as per the Act			

B. Remuneration to other directors - NIL

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in	-	3,30,000.00	4,66,855.00	7,96,855.00

	section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	3,30,000.00	4,66,855.00	7,96,855.00

VII. 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)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

ANNEXURE D-8 TO THE DIRECTORS' REPORT: -

Details of Guarantees			
Sr. No.	Name of Entity/Person	Amount	Purpose
1	No Guarantees have been given during the Financial year 2022-23		
Details of Investments			
Sr. No.	Name of Entity/Person	Amount in Rs.)	Purpose

1	Eclat Net Advisors Private Limited	89,99,900.00	To Promote online business through its Subsidiary Company
2.	Fundfina Technologies Private Limited	5,00,000.00	For capital appreciation
3.	Investments in demat accounts	25,00,000.00	For capital appreciation

ANNEXURE D-9 TO THE DIRECTORS' REPORT

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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. – **NIL**
2. Details of contracts or arrangements or transactions at Arm's length basis

a)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s Eclat Net Advisors Private Limited
b)	Nature of contracts/ arrangements/ transaction	Investment made in Equity of Subsidiary Company (Eclat Net Advisors Pvt Ltd) -899990 shares of Rs. 10/- each.
)	Duration of the contracts/ arrangements/ transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Investment in equity shares at par
e)	Justification for entering into such contracts or arrangements or transactions'	Starting up online/ offline syndication business through its subsidiary company
f)	Date of approval by the Board	16.03.2015
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	NA

b)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	<ul style="list-style-type: none"> • Mr. Sanjay Aggarwal, Managing Director • Mrs. Anubha Aggarwal, Relative of Managing Director

b)	Nature of contracts/ arrangements/ transaction	• Rent paid to Sanjay Aggarwal (Managing Director)
c)	Duration of the contracts/ arrangements/ transaction	As Mutually agreed
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Transactions with promoter at market value INR 1.20 lacs
e)	Justification for entering into such contracts or arrangements or transactions'	Good Office at reasonable rate.
f)	Date of approval by the Board	26.10.2017
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	NA

c)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	• Mr. Sanjay Aggarwal, Managing Director
b)	Nature of contracts/ arrangements/ transaction	• Managerial Remuneration paid to Mr. Sanjay Aggarwal (Managing Director)
c)	Duration of the contracts/ arrangements/ transaction	Till resignation from the designation of MD.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	INR 1,00,000 per month (actually paid 4,40,000/- during F.Y. 2022-23 – Rs. 4,00,000 Remuneration and Rs. 40000 Guarantee Fee)
e)	Justification for entering into such contracts or arrangements or transactions'	Reasonable Transaction
f)	Date of approval by the Board	09.08.2022
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	NA

ANNEXURE D-10 TO THE DIRECTORS' REPORT**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The provisions of corporate governance became applicable to the company during the year 2022-23. The company firmly believes in the principal of good Corporate Governance and is committed in adopting the best global practice of Corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company provides detailed information on various issues concerning the Company's business and financial performance, to its shareholders.

The Company continues to commit itself to maintain the standards of integrity, transparency, accountability and equity in all facets of its operations and all its interactions with its stakeholders including the shareholders, employees and government. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholders value, keeping in view the needs and interests of all its stakeholders.

The Company is committed to transparency in all its dealings and places emphasis on business ethics.

2. BOARD OF DIRECTORS**i). Composition and category of Directors**

The strength of Board was 4 (Four) Directors as on 31st March 2023. The Board consisted of One Managing Director, One non-Executive non-independent Director, Two Independent Directors.

The Independent Directors with their diverse knowledge, vast experience and relevant expertise brings in their independent judgment, knowledgeable and professional view to the deliberations and decisions of the Board.

The non-executive Directors did not have any material pecuniary relationship or transaction with the Company during the year 2022-2023 or even after the close of Financial year upto the date of this report.

The Company has an executive Chairman and the Company meets the requirements relating to the composition of Independent and non-Independent Directors of the Board of Directors. The Composition of the Board as on 31.03.2023 is given below:

- | | |
|-------------------------|---|
| 1. Mr. Sanjay Aggarwal | - Executive, Chairman cum Managing Director |
| 2. Mrs. Anubha Aggarwal | - Non-Executive, Non - Independent Director |
| 3. Mr. Raman Aggarwal | - Non-Executive, Independent Director |
| 4. Mr. Deepak Gour | - Non Executive, Independent Director |

ii). The attendance at Board Meetings and at the Last Annual General Meeting and the No. of Other Directorships and Committee Memberships/Chairmanships of Directors is given below :-

NAME	Sanjay Aggarwal	Anubha Aggarwal	Raman Aggarwal	Deepak Gaur
CATEGORY	Executive	Non-Executive	Independent & Non Executive Director	Independent & Non Executive Director
Board Meetings attended during the year	17	17	10	9

Attendance at the AGM held on 30.09.2023		YES	YES	YES	Yes
*No. of other Boards in which Member or chairperson		1	1	1	-
Names of the listed entities where the person is a director and the category of directorship		NIL	NIL	PAISALO DIGITAL LIMITED-Independent Director	NIL
No. of other Board Committees in which Member or Chairperson	Member	NIL	NIL	1	NIL
	Chairperson	NIL	NIL	1	NIL

***Note:**

1. For the above purpose, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 has been excluded.
2. For the purpose of membership & Chairmanship in a Committee only Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee have been considered.
3. The above composition and the information is as at 31.03.2023.

None of the Directors of the Board serve as Member of more than 10 Committees nor do they Chair more than 5 Committees.

iii). Number of Board Meetings held, dates on which held:

Total 18 Board meetings including one independent directors meeting were held during the period from 1st April, 2022 to March 31, 2023 on the following dates:

18.04.2022, 06.05.2022, 30.05.2022, 09.08.2022, 25.08.2022, 02.09.2022, 23.09.2022, 13.10.2022, 18.10.2022, 21.10.2022, 31.10.2022, 14.11.2022, 21.11.2022, 17.12.2022, 27.12.2022, 09.01.2023 and 18.01.2023

And the meeting of independent directors was held on 15.03.2023

During the year under review, the gap between two meetings did not exceed 120 days as per SEBI (LODR) Regulations, 2015 and Section 173 of the Companies Act, 2013.

(iv) Chart on the Core skills/expertise/competence of Directors

Name of Director	Category	Core skills/expertise/competence
Sanjay Aggarwal	Managing Director	Mr. Sanjay Aggarwal holds Bachelor's degree in Commerce from Punjab University and is a qualified Chartered Accountant. He has over 26 years of experience in project finance, loan syndication & capital restructuring.
Anubha Aggarwal	Non-executive Non-independent Director	Mrs. Anubha Aggarwal holds a bachelor degree in Arts and a Diploma holder. She has an experience of more than 14 years in the field of financial Services and consultancy. She is a proprietor of Reliance Capital & Financial Services from past 13 years, which deals in financial services.
Raman Aggarwal	Non-executive Independent Director	Mr. Raman Aggarwal Post Graduate Degree in Urban Planning from School of Planning & Architecture, B.E in Civil Engineering. He has more than 26 years of working experience in Non Banking Finance Companies (NBFCs) sector. He is a member of the Key Advisory Group

Deepak Gour	Non-executive Independent Director	<p>on NBFCs to Ministry of Finance, Govt of India., Director, Association of Leasing and Financial Services, Mumbai and President, Delhi Hire Purchase & Leasing Companies Association.</p> <p>A Commerce Graduate from Delhi University and Fellow member of Institute of Chartered Accountants.</p> <p>His training and experience includes IPO audit for Omaxe Limited (Leading Real Estate Company), special post procurement review for World Bank and Audit of Price Waterhouse (PwC), Ofc Ltd., Hellmann Worldwide Logistics India Pvt Ltd, Honeywell International India Pvt. Ltd, Hazira Group of Companies, Hazira Group of Companies, Max Healthcare Institute Limited, Hindustan Unilever Limited, Genpact Limited, Concurrent Audit (Corporation Bank).</p>
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RELATIONSHIP OF DIRECTORS INTER SE

- Mr. Sanjay Aggarwal is the Managing Director of the Company.
- Mrs. Anubha Aggarwal is spouse of Mr. Sanjay Aggarwal
- No other directors are related to each other in any manner.

(v) Shareholding of Non Executive Directors:

Name of the Director	Category	Shareholding
Mrs. Anubha Aggarwal	Non-executive Non-independent Director	7522251
Mr. Deepak Gour	Non-executive Independent Director	167683

(xiii) **Opinion of the Board about Independent Directors:** In the opinion of the Board, the Independent Directors satisfy the criteria to be appointed as such in the company.

(xiv) Information placed before the Board

The Agenda is circulated well in advance to the Board Members. The items in the Agenda are backed by comprehensive background information to facilitate meaningful discussions and to enable the Board to take efficient decisions. The Board of Emerald Finance Limited is presented with all relevant information on various vital matters affecting the working of the company in addition to the matters set out in the SEBI (LODR), 2015. Also, extensive information is provided on various critical matters such as Risk Assessment, Growth, Expansion, Related party transactions, sales, financial performance, foreign exchange exposure, Appointment of Key Management personnel, legal proceedings, share transfer compliance, quarterly financial results, significant labour and human relation matters.

3. AUDIT COMMITTEE

TERMS OF REFERENCE:

Powers of the Audit Committee

The powers of the Audit Committee shall include the following:

- i).To investigate any activity within the terms of reference
- ii).To seek information from any employee
- iii).To obtain outside legal or other professional advice
- iv).To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- 8) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 9) Discussion with internal auditors any significant findings and follow up there on.
- 10) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 11) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 12) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- 13) To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 14) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- 15) Carrying out any other function which the Board of Directors of the Company can refer to Audit Committee from time to time.
- 16) the recommendation for appointment, remuneration and terms of appointment of auditors of the company,
- 17) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 18) examination of the financial statement and the auditors' report thereon,
- 19) approval or any subsequent modification of transactions of the company with related parties,
- 20) scrutiny of inter-corporate loans and investments;

- 21) valuation of undertakings or assets of the company, wherever it is necessary,
- 22) evaluation of internal financial controls and risk management systems;
- 23) monitoring the end use of funds raised through public offers and related matters.

Review of information by Audit Committee

The Audit Committee shall review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Composition of Audit Committee

As on 31.03.2023, the Audit Committee of the Company comprises of 3 directors including 2 non-executive Independent Directors, who are well qualified and financially literate. Following is the composition of the Audit Committee:

Mr. Deepak Gour	Independent Director, Chairman
Mr. Raman Aggarwal	Independent Director, Member
Mrs. Anubha Aggarwal	Non-executive, Non-Independent Director, Member

Mr. Deepak Gour is the Chairman who has relevant accounts and Finance related expertise as well as qualification. Ms. Anubha Aggarwal and Mr. Raman Aggarwal are other two members. All of them are having knowledge and expertise in accounts and finance.

The Audit Committee meetings are also attended by Chief Financial Officer, Head of Internal Audit and representatives of Statutory Auditors. The Company Secretary acts as a Secretary of the Committee.

Meetings of Audit Committee and attendance during the year 2022-23

4 meetings of the Audit Committee have been held during the year 2022-23 on the following dates:

30.05.2022, 09.08.2022, 14.11.2022 and 06.01.2023.

The attendance at the Audit Committee Meetings during the period from 01.04.2022 till 31.03.2023 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Deepak Gour	Independent Director, Chairman	4	4
Mr. Raman Aggarwal	Independent Director, Member	4	4
Mrs. Anubha Aggarwal	Non-Executive, Non-Independent Director, Member	4	4

4. NOMINATION AND REMUNERATION COMMITTEE

BRIEF DESCRIPTION OF TERMS OF REFERENCE

Nomination and Remuneration Committee of the Board of Directors is in place in terms of Section 178 of the Companies Act, 2013, SEBI (LODR), Regulations 2015 and RBI Guidelines. The Committee, earlier known as Nomination Committee was reconstituted as Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013. The Committee has been formed with a view to carry out the objectives as enshrined in these respective Statutes. The terms of reference of the Nomination and Remuneration Committee include:-

- a. To identify persons who are qualified to become directors and who may appointed in Senior Management in accordance with the criteria laid down in the Companies Act, 2013, Rules framed thereunder from time to time, SEBI (LODR), Regulations 2015 and RBI Guidelines.
- b. To make recommendations to the Board about appointment and removal of Directors and Senior Management
- c. To carry out evaluation of every Director's performance.
- d. To formulate criteria for determining qualifications, positive attributes and independence of a Director
- e. To formulate and recommend to the Board a Nomination and Remuneration Policy.

COMPOSITION:-

Following was the composition of the Nomination and Remuneration Committee as on 31-03-2023:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Deepak Gour	Independent Director, Chairman	2	2
Mrs. Anubha Aggarwal	Non-executive Non-Independent Director, Member	2	2
Mr. Raman Aggarwal	Independent Director, Member	2	2

During the year two meetings of Nomination and Remuneration Committee was held on 09.08.2022 and 15.03.2023.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board has been constituted to look into complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of Annual Report etc. The Committee is headed by Mrs. Anubha Aggarwal, who is a Non Executive Director. Mr. Raman Aggarwal, Non-executive Independent Director and Mr. Sanjay Aggarwal, Managing Director are other Members of the Committee.

COMPOSITION:

Following is the composition of the Stakeholders' Relationship Committee:

Mrs. Anubha Aggarwal	Non-executive Director, Member
Mr. Raman Aggarwal	Independent Director, Member
Mr. Sanjay Aggarwal	Managing Director, Member

During the year four (4) meeting Stakeholders' Relationship Committee was held on 18.04.2022, 14.11.2022, 12.12.2022 and 16.01.2023.

NAME AND DESIGNATION OF COMPLIANCE OFFICER

The Company Secretary Mrs. Amarjeet Kaur is the Compliance Officer of the Company. The Compliance Officer can be contacted at:

cs@emeraldfin.com, emerald_finance@yahoo.com

TEL: 0172-4603957

FAX: 0172-4603859

PECUNIARY RELATIONSHIPS OF DIRECTORS WITH THE COMPANY: Mr. Sanjay Aggarwal, Managing Director of the company is getting rent for the Registered Office of the company. None of the other Directors hold any pecuniary relationship with the company.

BIFURCATION OF THE REMUNERATION PAID TO THE EXECUTIVE DIRECTORS:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sanjay Aggarwal (MD)		
1	Gross salary	4,00,000	-	4,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5	Others, please specify- Guarantee Fee	40,000	NIL	40,000
	Total (A)	440,000	NIL	4,40,000
	Ceiling as per the Act			

5. GENERAL BODY MEETINGS

(i) Location and time of Annual General Meetings held in the last 3 years:

YEAR	2020	2020	2021	2022	2022
Type of Meeting	AGM	EGM	AGM	AGM	EGM
Date	30.09.2020	26.10.2020	30.09.2021	30.09.2022	09.11.2022

Venue	SCO 7 Industrial Area Phase 2 Chandigarh 160002	SCO 7 Industrial Area Phase 2 Chandigarh 160002	SCO 7 Industrial Area Phase 2 Chandigarh 160002	SCO 7 Industrial Area Phase 2 Chandigarh 160002	SCO 7 Industrial Area Phase 2 Chandigarh 160002
Time	9.00 A.M.	9.00 A.M.	10.00 A.M	10.00 A.M.	10.00 A.M
Special Resolution passed	NO	YES	Yes	YES	Yes

(ii) Details of the Special Resolutions passed in the last three Annual General Meetings

YEAR 2020

EOGM-26.10.2020

- To increase the authorised share capital
- To increase borrowing powers of the board and authorization limit to secure the borrowings under section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013

Year 2021

AGM - 30.09.2021

- To increase the authorised share capital
- Alteration in the clause no. 4(1) of the Articles of Association
- To approve related party transactions

Year 2022

AGM - 30.09.2022

- Re-appointment of Mr. Sanjay Aggarwal as the Managing Director of the company

EGM - 09.11.2022

- To approve the issuance of equity shares on preferential basis.

6. DISCLOSURES

(i) Related Party Transactions

No material significant related party transactions have taken place during the year under review that may have potential conflict with the interests of the Company at large. Further, details of related party transactions form part of Notes to the Accounts of the Annual Report. While entering into the above transactions, the Company had made full disclosures before the Board Meetings as well as Audit Committee Meetings and interested directors duly disclosed their interest in the said Board Meetings. The details of the Related Party Transactions, entered by the Company in the ordinary course of business at Arm's length basis are given in the Directors Report. The company has framed its Policy on dealing with Related Party

Transactions and the same is available on its website <https://www.emeraldfin.com/wp-content/uploads/2023/08/Related-Party-Transaction-Policy.pdf>

(ii) **Details of Non-Compliances:**

There is no non-compliance by the Company and there are no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets, during the last three years.

(iii) **Whistle Blower Policy**

The 'Whistle Blower Policy' cum Vigil Mechanism is in place which is reviewed by the Audit Committee on regular basis and the text of the same is given at the end of this Corporate Governance Report. No personnel has been denied access to the Audit Committee. The same is also available on the Website of the Company <https://www.emeraldfin.com/wp-content/uploads/2017/09/Whistle-Blower-Policy.pdf>

(iv) **Compliance With Mandatory Requirements Of**

The Company has complied with all the mandatory conditions of Corporate Governance and is planning to adopt non-mandatory requirements also in a phased manner.

(v) **Disclosure of Accounting Treatment**

The Financial statements of Company are prepared as per the prescribed Accounting standards and reflects true and fair view of the business transactions in the Corporate Governance.

(vi) **Reconciliation Of Share Capital Audit**

A reconciliation of Share Capital Audit was carried out by a qualified practicing Company secretary on quarterly basis for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued & listed capital. The audit inter alia confirms that the total issued/paid up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares with NSDL & CDSL.

(vii) **Code For Prevention Of Insider Trading**

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading for its designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time. After these Regulations having been amended by SEBI in 2015, the Code of Fair Disclosure and Prevention of Insider Trading Code under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 have been adopted and displayed on the website of the Company www.emeraldfin.com. These Codes lay down guidelines vide which it advises the designated employees on procedures to be followed and disclosures to be made, while dealing with the shares of the Company and caution them of the consequences of violations.

(viii) **Material Subsidiaries**

The Company has Eclat Net Advisors Pvt. Ltd. (CIN :U74140CH2015PTC035473) as subsidiary company.

(vii) Disclosure Regarding Appointment Or Re-appointment Of Directors:

Mrs. Anubha Aggarwal, Director of the Company retires by rotation in the ensuing Annual General Meeting and being eligible offer herself for re-appointment. Her brief Resume is already given as part of the Notice of Annual General Meeting.

(ix) **COMPLIANCE WITH NON-MANDATORY REQUIREMENTS**

1. The Board

The Chairman of the Company is an executive Director. His office is maintained at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

2. Shareholder Rights

Since the Company publishes its Quarterly Results in Newspapers (English and Hindi) having wide circulation and the results are also displayed on the website of the Company and the stock Exchanges, the Company does not send any declaration of half yearly performance to the shareholders.

3. Audit Qualifications

There are no Audit qualifications on the Financial Statements of the Company for the year 2022-2023.

4. Separate posts of Chairman and CEO

At the moment, the post of Chairman and Managing Director is occupied by single person and there no post of CEO of the Company.

5. Reporting of Internal Auditor

At the moment, the reporting of the internal Audit is not directly to the Audit Committee however, the significant findings of the internal audit are placed before the Audit Committee on regular basis.

(x) Code of Conduct

(i) The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The copy of Code of Conduct as applicable to the Directors (including Senior Management of the Company) is uploaded on the website of the Company www.emeraldfin.com

(ii) The Members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended March 31, 2023. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

(xi) Board Disclosures - Risk Management

The Company manages risks as an integral part of its decision making process. The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors review these procedures periodically.

(xii) Proceeds from public issues, rights issues, preferential issues, etc.

During the year under review, the company has raised Rs. 1,10,00,000/- by way of Preferential Issue. The proceeds from the Preferential Issue were to support the expansion of business, particularly Earned Wages Access (EWA) program and general corporate purpose. The object of the Issue was fulfilled as mentioned in the Notice of Extra-ordinary General Meeting.

7. **Management Discussion & Analysis Report:**

Management Discussion & Analysis Report forms part of the Annual Report and include discussions on various matters specified under Part B of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. **MEANS OF COMMUNICATIONS**

a. **Quarterly Results :**

The Quarterly, Half yearly and Annual Results of the Company are sent to Bombay Stock Exchange in accordance with the Listing Regulations. The said Results are normally published in English and Hindi newspapers and also displayed on Company's website www.emeraldfin.com

b. **Presentations to the Institutional Investors or to the Analysts:**

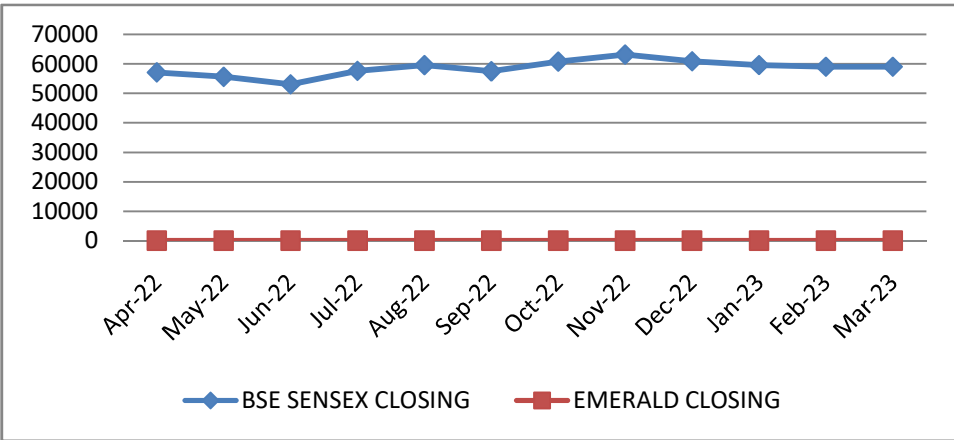
No presentations have been made to institutional investors or to the analysts during the year under review.

c. **BSE Corporate Compliance and Listing Centre:-**

All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Quarterly Results etc. are filed electronically with the Listing Centre of BSE. Company is also regular in paying annual listing fee.

9. **GENERAL SHAREHOLDER INFORMATION**

AGM : Date, time	September 30, 2023 9.30AM		
AGM venue	SCO 7 Industrial Area, Phase 2 Chandigarh 160002		
Financial year	1 st April, 2022 to 31 st , March, 2023		
Date of Book closure	September 24, 2023 to September 30, 2023		
Dividend Payment Date	Till 30.10.2023		
Listing on Stock Exchanges	BSE Ltd.		
ISIN	INE030Q01015		
Scrip Code	538882		
Market Price Data: High, Low during each month in last financial year	Month	High Price	Low Price
	Apr-22	19.50	13.55
	May-22	16.90	13.60
	Jun-22	19.00	12.51
	Jul-22	24.20	14.80
	Aug-22	23.70	18.50
	Sep-22	21.00	17.60
	Oct-22	32.50	19.30
	Nov-22	32.00	27.30
	Dec-22	30.40	24.30
	Jan-23	35.00	25.00
	Feb-23	32.95	25.00
	Mar-23	31.50	21.16

Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	
Registrar and Transfer Agents	MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020, Tel.: 01126387281/82/83
Share Transfer System	<p>To expedite the share transfer process in the physical segment, the process is undertaken by Common Registry M/s MAS Services Limited, New Delhi. Share Transfers are processed and approved by them and taken note of by Share Transfer Committee, i.e. Stakeholders' Relationship Committee. The said Committee of the Company meets on regular basis to review the work of Transfer, transmission and issue of duplicate share certificates etc. The shares of the Company are traded in dematerialized form only.</p> <p>Presently, the share transfers, which are received in physical form, are processed and the share certificates returned within a period of 15 days from the date of receipt by the RTA, subject to documents being valid and complete in all respects.</p> <p>All requests for dematerialization of shares are processed and the confirmation is given to the Depositories within 15 days by RTA subject to documents being valid and complete in all respects. Grievances received from Members and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrar within 15 days.</p>
Dematerialization of shares and liquidity	Liquidity:-98.80% of the shareholding of the Company has been dematerialized as on 31.03.2023 and there is sufficient liquidity in the stock.
Address for correspondence	<p>The Company Secretary, SCO-7, Industrial Area, Phase II, behind Plot No. 410, Chandigarh -160002 Ph. 0172-4603957, Fax 0172-4603859 Email: cs@emeraldfin.com</p>

(a) **Distribution of Shareholding (No. of Shares) as on March 31, 2023 is as under:-**

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares	% of Holding
1 TO 5000	2425	81.485	241388	0.800
5001 TO 10000	212	7.123	174247	0.578
10001 TO 20000	90	3.024	139878	0.464
20001 TO 30000	62	2.083	162699	0.539
30001 TO 40000	26	0.873	95893	0.318
40001 TO 50000	27	0.907	127652	0.423
50001 TO 100000	42	1.612	366633	1.216
100001 AND ABOVE	86	2.889	28835260	95.659

Shareholding Pattern as on 31st March, 2023:-

Category	No. of Shares held
Promoters	20436413
Institutional Investors	0
Mutual Funds & UTI	0
Banks, Financial Institutions and Insurance Companies	0
FII's	0
Others - Foreign Portfolio Investors Category I	214000
Private Corporate Bodies	2537090
Indian Public	6881428
NRIs/OCBs	74719
Trust	0

10. Total Fees for all services paid by the listed and its subsidiaries.

The detail of payment of total fees to the Statutory Auditor is as under:

Statutory Audit	60000/-
Allied Fees	36075/-
Total	96075/-

11. CEO/CFO CERTIFICATION

In terms of the requirements of SEBI (LODR), 2015, the Managing Director and the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Clause. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

12. SUBSIDIARY COMPANIES

The Company has Eclat Net Advisors Pvt. Ltd. (CIN:U74140CH2015PTC035473) as Subsidiary Company. Mrs. Anubha Aggarwal, Director & Mr. Sanjay Aggarwal, Promoter Director are also directors on the Board of the Subsidiary Company. The company has formulated a policy for determining 'material' subsidiaries and such policy shall be disclosed on the company's website under the web link www.emeraldfin.com. No asset of the subsidiary is sold, disposed off or leased during the previous financial year.

13. FAMILIARISATION PROGRAMME

Your Company follows a structured orientation and familiarization programme through various programs/presentations for Independent Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The details of familiarization programme have been posted on the website of the Company under the web link <https://www.emeraldfin.com/wp-content/uploads/2023/03/Familiarisation-Programme.pdf>

VIGIL MECHANISM & WHISTLE BLOWER POLICY

Whistle Blower Policy

A. INTRODUCTION

Emerald Finance Limited (herein referred as “Emerald”) is committed to its “vision statement” of upholding its Financial Services Brand creating an ethos of trust across all constituents, developing a culture of empowerment and a spirit of enterprise within the company thereby becoming the most preferred employer in the financial sector.

Consistent with the Vision Statement, **Emerald** is committed to maintain and provide to all its employees and directors highest standards of transparency, probity and accountability. **Emerald** endeavors to develop a culture where it is safe and acceptable for all employees and director to raise / voice genuine concern in good faith and in a responsible as well as effective manner.

B. APPLICABILITY OF THE POLICY AND ITS EFFECTIVE DATE

This Policy which has been in existence, as amended from time to time, applies to all employees and directors of the **Emerald** including those who are on probation from immediate effect.

The effective date of the Policy for each member of the **Emerald** will be decided by the Board of Directors of the respective companies by drawing reference to this policy with appropriate changes and/or adopting a whistle blowing policy on the same lines as this policy.

C. WHISTLE BLOWER

Any employee or director or any other person that the company through the Audit Committee of the Board may wish to extent this policy including suppliers, vendors, Service provider or by whatever name called (hereinafter referred to as “Whistle blower”), who in good faith raises genuine concern or reports evidence of activity by the company or its employees or director that may constitute:

1. Instances of corporate fraud;
2. Unethical business conduct;
3. a violation of Central or State laws, rules, regulation and / or any other regulatory or judicial directives;
4. Any unlawful act, whether criminal or civil;
5. Malpractice;
6. Serious irregularities;
7. Impropriety , abuse or wrong doing;
8. Deliberate breaches and non-compliance with the company’s policies;
9. Questionable accounting / audit matters / financial malpractice; (collectively referred to as “the concerns”) If one is acting in good faith it does not matter if one is mistaken.

D. REPORTING

If whistle blower has become aware of any concern, he must immediately report through such means or methods as may be communicated by the Audit Committee or through e-mail, telephone, or a letter sent by mail, courier or fax, the facts to any or all of the following persons clearly indicating that this reporting of the concerns is under policy :

1. Any member of the Audit Committee or such other persons as may be communicated by the Audit Committee from time to time.

If any of the members of the Audit Committee have a conflict of interest in a given case, they should recuse with the matter on hand.

The company will not insist the Whistle Blower to prove that his/her concern is true.

E. INVESTIGATION

All concerns under this policy will be investigated and all information disclosed during the course of investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action in accordance with applicable laws/ Company policies.

PROCEDURE:

Once any concern has been raised/ reported , the Administrator shall take the following :

1. Obtain full details and clarification of the concern;
2. Consider ordering investigation by the company's internal auditors or any other investigation agency or person, external or internal including the police;
3. Fully investigate into the allegation with the assistance where appropriate of other individuals/ bodies

F. DISCIPLINARY ACTION

Audit committee shall oversee that appropriate disciplinary actions are taken as per the prevailing Human Resources policies of the Company. Actions however may be taken by the concerned business team/ unit or any other department/ committee in turn shall appropriately apprise the Board of Directors, wherever deemed necessary.

G. UNTRUE CONCERNS

If a Whistle Blower reports/ raises a Concern in good faith, which is not confirmed by subsequent investigation, no action will be taken against that Whistle Blower. In making a disclosure, the Whistle Blower shall exercise due care to ensure the accuracy of the information. In case of repeated frivolous complaints being filed by an employee of director (if he/she chooses to disclose his/her name), the Audit Committee may take suitable action against the concerned employee or director including reprimand.

H. DISCRIMINATION

The company strictly prohibits discrimination, retaliation or harassment of any kind against a Whistle Blower who based on his reasonable belief that such conduct or practices have occurred or are occurring, report that information. If a Whistle Blower believes that he/she has been subjected to discrimination, retaliation or harassment for having reported concern under this Policy, he/she must report such fact to any member of the Audit Committee.

DECLARATION OF THE MANAGING DIRECTOR

This is to certify that the Company has laid down code of conduct for all Board Members and Senior Management of the Company and the copies of the same is uploaded on the website of the Company www.emeraldfin.com. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the code applicable to them during the year ended March 31, 2023.

Place: CHANDIGARH
Date: 19.05.2023

SD/-
SANJAY AGGARWAL
Managing Director

Disclosures under Para A of Schedule V of Listing Regulations

SR. NO.	In the account of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	<ul style="list-style-type: none"> • Loans and advances in the nature of loans to subsidiaries by name and amount. Eclat Net Advisors Private Limited and maximum amount outstanding during the year amount is INR 1,43,02,787.56 and as on 31.03.2023 the balance outstanding is INR 87,23,287.56 • Loans and advances in the nature of loans to associates by name and amount. NIL • Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount : Eclat Capital and Finance Limited - Maximum amount outstanding - INR 4,20,83,201.00 Amount outstanding at the end of the year – INR 1,71,12,595.58 Reliable Capital & Financial Services - Maximum amount outstanding - INR4,12,91,656.00 Amount outstanding at the end of the year – INR 1,83,98,459.00
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company. NA
3	Holding Company	of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan. : NIL

For details of transactions of the Company with the person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company, if any, kindly refer to “Related Party Transaction” provided in notes to financial statements.

Place: CHANDIGARH
Date: 19.05.2023

SD/-
SANJAY AGGARWAL
Managing Director

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of Emerald Finance Limited

We have examined the compliance of conditions of Corporate Governance by Emerald Finance Company Limited for the year ended March 31, 2023, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 except for composition of Board/committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Chandigarh
Date : 26.08.2023

UDIN: F005901E000871194

Sd/-
Kanwaljit Singh
Membership No.: FCS 5901
CP No.:5870
Peer Review Cert No. 2319/2022

CEO and CFO DECLARATION

**The Board of Directors of,
Emerald Finance Limited,
SCO-7, Industrial Area,
Phase II, Behind Plot No.410,
Chandigarh -160002**

Date: 19.05.2023

We hereby certify that for the financial year ending 31-03-2023, on the basis of review of financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

1. These Statements of Emerald Finance Limited for the Financial year ending 31-03-2023, do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and we have taken steps from time to time to rectify these deficiencies.
5. We further certify that we have indicated to the Auditors and the Audit Committee that:
 - a) there have been no significant changes in internal control over financial reporting during the year;
 - b) there have been no significant changes in accounting policies during the year and
 - c) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-

**Sanjay Aggarwal
(Managing Director)**

Sd/-

**Sheetal Kapoor
(Chief Financial Officer)**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members of
 Emerald Finance Limited,
 SCO-7, Industrial Area,
 Phase II, Behind Plot No.410,
 Chandigarh -160002**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Emerald Finance Limited having CIN L65993CH1983PLC041774 and having registered office at SCO-7, Industrial Area, Phase II, Behind Plot No.410, Chandigarh -160002 and (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	SANJAY AGGARWAL	02580828	01/09/2009
2.	ANUBHA AGGARWAL	02557154	26/10/2017
3.	RAMAN AGGARWAL	0116103	13/05/2014
4.	DEEPAK GOUR	06445299	01/12/2012

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chandigarh

Date : 26.08.2023

UDIN: F005901E000871141

Sd/-
 Kanwaljit Singh:
 Membership No.: FCS 5901
 CP No.:5870
 Peer Review Cert No. 2319/2022

INDEPENDENT AUDITORS' REPORT**Report on the Standalone Financial Statements as per Ind AS****Opinion**

We have audited the accompanying standalone financial statements of Emerald Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss, Statement of change in Equity and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2023 and its Profit and its Cash Flow 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 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 there under, 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.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the 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 including other comprehensive income, cash flows and change in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standard Ind AS specified under Section 133 of the Act, read with the provision of the Companies (Indian accounting Standards) Rules, 2015 as amended . This responsibility includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentations of the financial statements that give a true and fair view and free from material misstatement, whether due to fraud or error.

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

Those board of directors are responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ***Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations***
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- **Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.**
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Financial Results of which we are the independent auditors.
- Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirement's

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 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 purpose of our audit;

b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) in our opinion, the financial statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies(Accounts) Rules, 2014;

e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.

f) with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such control, refer to our separate report in **Annexure "B and**

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

I. There is no pending litigations against /for the Company.

II. There is no long term contracts including derivative contracts and

III. There is no Pending dues to Investor Education and Protection Fund.

IV (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or in any other persons or entities including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in a manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company Or
- Provide any guarantee , security or the like to or on behalf of the Ultimate Beneficiaries

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from the Company from any persons or entities , including foreign entities (“Funding Parties”) , with the understanding, whether recorded in writing or otherwise , that the Company shall:

- Directly or indirectly lend or invest in other persons or entities identified in a manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
- Provide any guarantee , security or the like to or on behalf of the Ultimate Beneficiaries ; and

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances , nothing has come to our notice that has caused us to believe that representations under sub-clause (d) (i) and (d) (ii) contain any material misstatement; and

a) Dividend have been declared and paid during the year by the company.

(C) With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid 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 S.LAL. BANSAL&CO
CHARTERED ACCOUNTANTS
Firm No. 0002664N

SHAM LAL BANSAL
Partner
Membership No. 081569
UDIN: 23081569BGRYUR716

PLACE:CHANDIGARH
DATED: 19/05/2023

ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) i. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets;

ii. The Company has no intangible Asset as on the date of Balance Sheet.

(b) The Company has a program of verification to cover all items of property, plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its property, plant and equipment. Pursuant to the programme, a portion of the property, plant and equipment have been physically verified by the management during the year and no material discrepancies have been 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 has no immovable property under its name.

(d) The company has not revalued its Property, Plant and Equipment (including right of use assets) during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The company does not hold any inventory. Accordingly, reporting under the clause 3 (ii) of the order is not applicable to the company.

(b) The company has not been granted working capital limit in excess of Rs. 5 Crores from banks and financial institutions bases on the security of current assets. Henceforth clause (ii) (b) is not applicable.

(iii) (a) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable to the company.

(b) In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans and advances in the nature of loans provided are, prima facie, not prejudicial to the interest of the Company. The Company has not provided any guarantee or given any security during the year.

(c) The Company is a Non-Banking Financial Company ('NBFC'), registered under provisions of the Reserve Bank of India Act, 1934 and rules made thereunder and is regulated by various regulations, circulars and norms issued by the Reserve Bank of India including Master Circular – Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances. In respect of loans and advances in the nature of loans granted by the Company, we report that the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.

(d) According to the information and explanations given to us, the total amount which is overdue for more than 90 days in respect of loans and advances in the nature of loans given in course of the business operations of the Company aggregates to Rs. 21.08 lacs as at 31 March, 2023 in respect of 227 number of loans. Further, reasonable steps, as per the policies and procedures of the Company have been taken for recovery of such principal and interest amounts overdue.

Particulars	Amount	Nos of Cases
Principal	21.08 Lacs	227
Interest	-	-
Total	21.08 Lacs	227

e) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable to the Company.

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Act in respect of loans and investments, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of guarantees and security.

(v) The provisions of the sections 73 to 76 and any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended), are not applicable to the Company being an non-banking financial company registered with the Reserve Bank of India ('the RBI'), and also the Company has not accepted any deposits from public or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act. Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Thus reporting under clause 3(vi) of the order is not applicable.

(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 is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Excise Duty, Custom Duty, Goods and Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) with reference to (a) above there are no disputed dues on account of Income Tax, Service Tax, Sales Tax, Excise Duty, Custom Duty, Value Added Tax, Goods and Service Tax, Cess and other statutory dues as at 31st March 2023 .

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including the confirmations received from banks/ financial institution and/ or other lenders and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained, though idle funds which were not required for immediate utilization have been invested in readily realizable liquid investments.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on

the pledge of securities held in its subsidiaries or joint ventures.

(x)(a) In our opinion, and according to the information and explanations given to us, the Company has not raised money by way further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (x) (a) of the order is not applicable

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of 11,000,000 shares at premium of Rs.15/-per share(Face value of share Rs. 10/- per share) during the year.

(xi) (a) No material fraud on or by the Company has been noticed or reported during the year nor have we been informed of any such case by the Management.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report .

(c) As represented by the management, there are no whistle blower complaints received by the company during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting as per paragraph 3 para (xii) of the Order is not required.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xiv) The Company has an internal audit system commensurate with the size of the company hence no material points were noted in internal audit reports which need our comments.

(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 any non-cash transactions with its directors or persons connected with them. Accordingly, reporting as per paragraph 3(xv) of the Order is not required.

(xvi) (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.

(b) According to the information and explanations given to us, the Company has conducted NonBanking Financial activities during the year under a valid Certificate of Registration (CoR) from the RBI as per the Reserve Bank of India Act, 1934.

(c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the RBI. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) There no ongoing projects relating to CSR hence no unspent amounts towards such requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Further the company has not undertaken any ongoing project as a part of CSR Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable for the year.

(xxi) The company has one subsidiary and there is no qualification or adverse remarks by the respective auditor.

FOR S.LAL. BANSAL&CO
CHARTERED ACCOUNTANTS
Firm No. 0002664N

PLACE:CHANDIGARH
DATED: 19/05/2023

SHAM LAL BANSAL
Partner
Membership No. 081569
UDIN: 23081569BGRYUR7160

Annexure - B to the Auditors' Report

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 Emerald Finance Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the 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 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, 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 31st March, 2023, 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 ICAI.

for **S.LAL.BANSAL&CO**

Chartered Accountants

Firm's Registration Number: 002664N

CA. SHAM LAL BANSAL

Partner

Membership Number: 081569

Place of Signature: Chandigarh

Date: 19th May, 2023

UDIN: 23081569BGRYUR7160

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
BALANCE SHEET AS ON MARCH 31, 2023

PARTICULARS	NOTE NO.	As at 31st March 2023 (INR in Lacs)	As at 31st March, 2022 (INR in Lacs)
ASSETS			
(1) Financial Assets			
Cash and Cash Equivalents	3	634.584	187.537
Bank balances other than cash and cash equivalents	4	10.488	1.272
Loans and Advances	5	3,331.769	2,844.123
Trade Receivables	6	26.944	24.640
Investment in subsidiaries and joint venture	7A	89.999	89.999
Other investments	7B	47.487	30.000
Other financial assets	8	44.628	560.645
		4,185.899	3,738.216
(2) Non-financial assets			
Property, plant and equipment	9	0.682	1.041
Deferred Tax Assets (net)	10	0.245	0.300
Other non-financial assets	11	30.488	29.302
Intangible assets	12	15.419	21.126
		46.834	51.769
Total Assets		4,232.733	3,789.985
LIABILITIES AND EQUITY			
(1) LIABILITIES			
Financial Liabilities			
Debt Securities	13	196.000	-
Borrowings	14	235.714	407.310
Trade Payables	15	14.605	7.573
Other financial Liabilities	16	5.074	12.864
		451.393	427.747
Non-financial Liabilities			
Provisions	17	92.767	67.641
Other non-financial liabilities	18	15.324	66.519
		108.091	134.160
(2) EQUITY			
Equity Share Capital	19	3,014.365	2,904.365
Other Equity	20	658.884	323.713
		3,673.249	3,228.078
Total		4,232.733	3,789.985

Significant Accounting Policies & Notes on Financial Statements 1 to 51

As per our report of even date attached.

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N

Sham Lal Bansal
Partner
Membership No. - 081569
UDIN : 23081569BGRYUR7160

Place : Chandigarh
Dated : May 19, 2023

For and on behalf of the Board

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Sheetal Kapoor
CFO

Anubha Aggarwal
Director
DIN No. 02557154

Amarjeet Kaur
Company Secretary

EMERALD FINANCE LIMITED

(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2023

(INR in Lacs)

As at March 31

Particulars		2023	2022
I	Revenue from Operations	21	537.824
II	Other Income	22	2.910
III	Total Income	540.734	413.306
IV	EXPENSES		
	Employee-Benefits Expenses	23	54.203
	Finance Costs	24	58.770
	Depreciation and Amortization Expenses	25	0.359
	Other Expenses	26	140.577
	Total expenses	253.909	193.951
V	Profit/ (Loss) before Exceptional Items & Tax (I-IV)		286.825
VI	Exceptional Items		
	Other Exceptional Items	27	7.159
VII	Profit/(Loss) Before Tax (V-VI)		279.666
VIII	Tax expense		
	Current Tax	28	72.121
IX	Profit for the year		207.545
X	Earning per equity share		
	Basic Earnings per share	29	0.689
	Diluted Earnings per share	29	0.689
	(Nominal value per share INR 10)		
	Summary of significant Accounting Policies followed by the company	1 to 51	

As per our report of even date attached.

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N

Sham Lal Bansal
Partner
Membership No. - 081569
UDIN : 23081569BGRYUR7160

Place : Chandigarh
Dated : May 19, 2023

For and on behalf of the Board

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Anubha Aggarwal
Director
DIN No. 02557154

Sheetal Kapoor
CFO

Amarjeet Kaur
Company Secretary

Notes forming part of the financial statements for the year ended March 31, 2023

Note 1 Corporate Information

M/s Emerald Finance Limited (Formerly “Emerald Leasing Finance and Investment Company Limited) (the ‘Company’) is a Listed Limited Company domiciled in India and incorporated under the provisions of the Companies Act on 22-11-1983. The Company is a NBFC registered with RBI vide certificate No B -06.00615 dated 15th Dec 2018 as amended.

Note 2 Summary of Significant Accounting Policies

2.1. Basis of Preparation and Presentation

a) Statement of compliance

The Company has adopted Indian Accounting Standards (Ind AS) with effect from 1st April, 2017, with transition date of 1st April, 2016, pursuant to notification issued by Ministry of Corporate Affairs dated 16th February, 2015, notifying the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, the financial statements comply with Ind AS as prescribed under section 133 of the Companies Act, 2013 (the "Act"), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements for the year ended 31st March 2023 are prepared under Ind AS.

b) Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be ‘Indian Rupees’ [INR (Rs.)]. The financial statements are presented in INR (Rs.) which is Company’s functional and presentational currency.

c) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items

Items	Measurement Basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

d) Critical accounting estimates and judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements.

2.2. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements and in preparing the opening Ind AS Balance Sheet as at 1st April, 2016 for the purposes of the transition to Ind AS.

a) Current and 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:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- 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:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. 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 the current portion of financial liabilities some part of which may be noncurrent. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

b) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Recognition and initial measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

Classification

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- Financial assets at amortized cost;
- Financial assets at fair value through profit or loss (FVTPL)

A financial asset being 'debt instrument' is measured at the amortized cost if both of the following conditions are met

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.

All financial assets not classified as measured at amortized cost are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

ii. Financial liabilities

Recognition and initial measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

c) Equity share capital

Proceeds from issuance of ordinary shares are recognized as equity share capital in equity.

d) Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the statement of cash flows, in addition to above items, any bank overdrafts / cash credits that are integral part of the Company's cash management, are also included as a component of cash and cash equivalents.

e) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received/receivable net of trade discounts, GST or any other taxes as applicable from time to time.

The Company assesses its revenue arrangements against specific criteria, i.e., whether it has exposure to the significant risks and rewards associated with the rendering of services, in order to determine if it is acting as a principal or as an agent.

Sale of Services

Revenue from the sale of services is recognized when the services has been provided to the client and are invoiced, at which time all the following conditions are satisfied:

1. the Company has transferred to the buyer the significant risks and rewards of ownership of the goods or services;
2. the Company retains neither continuing managerial involvement to the degree usually associated with services provided.
3. the amount of revenue can be measured reliably;
4. it is probable that the economic benefits associated with the transaction will flow to the Company; and
5. the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate

applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established.

f) Income tax

Income tax expense comprises current and deferred tax. It is recognized in statement of profit and loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on reversal of temporary differences. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Minimum Alternative Tax ("MAT") expense under the provisions of the Income Tax Act, 1961 is recognized as an asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is written down to reflect the amount that is reasonably certain to be set off in future years against the future income tax liability. MAT Credit Entitlement has been presented as Deferred Tax in Balance Sheet.

g) Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT AS ON MARCH 31, 2023 Continued

3 Cash and Cash Equivalents

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
Cash in hand	1.300	1.763
Balances with banks	633.284	185.774
TOTAL	634.584	187.537

4 Bank Balances other than cash and Cash Equivalents

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
Unclaimed dividend accounts	1.661	1.272
Fixed Deposits with original maturity exceeding three months	8.827	-
TOTAL	10.488	1.272

5 Loans and Advances**(Unsecured, considered good, unless stated otherwise)**

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
Unsecured loans:		
Loans to Individuals/ Firms/ Body corporates	3,331.769	2,844.123
TOTAL	3,331.769	2,844.123

6 Trade Receivables**(Unsecured, considered good, unless stated otherwise)**

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
More than six months		
	-	-
Less than six months		
Fees receivables	26.717	1.217
Others	0.227	23.423
TOTAL	26.944	24.640

Trade receivable aging schedule

(Amount in Lacs)

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMNETS					TOTAL
	Not	less than	6	1-2	More than 2	

	due	6 months	months -1 year	years	years	
March 31, 2023						
Undisputed Trade receivables – considered good		26.944	-	-	-	26.944
Unbilled dues			-	-	-	-
March 31, 2022						
Undisputed Trade receivables – considered good		24.640	-	-	-	24.640
Unbilled dues			-	-	-	-

7 Investments

Particulars	(INR in Lacs) As at March 31	
	2023	2022
A. Investment in subsidiary		
Eclat Net Advisors Private Limited	89.999	89.999
TOTAL (A)	89.999	89.999
B. Other Investments		
In shares of other companies		
Fundfina Marketplace Private Limited	5.000	5.000
Zerodha Account	42.487	25.000
TOTAL (B)	47.487	30.000

8 Other Financial assets

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Accrued Interest on Unsecured Loans	11.127	17.487
Accrued Other Income	-	0.983
Interest receivable	0.207	-
FLDGs with NBFCs	27.129	49.984
Cheques in hand	-	483.651
Prepaid Insurance	0.166	-
Security Deposits with BSE Ltd	5.999	5.999
Short term advances	-	2.541
TOTAL	44.628	560.645

EMERALD FINANCE LIMITED

(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

9. FIXED ASSETS SCHEDULE AS
ON MARCH 31, 2023

(INR in Lacs)												
Particulars	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	AS ON	ADDI TION	AJUS TME NT/S OLD DURI NG THE YEAR	AS ON	AS ON	PROV IDED	TRAN SFER	ON SALE / ADJUS TMENTS DURI NG THE YR.	TOT AL	AS ON	AS ON	
	01.04.2022	DURI NG THE YR.		31.3.2023	01.04.2022	DURI NG THE YR.	TO GENERAL RESE RVE		UP TO	31.3.2023	31.3.2023	31.03.2022
1. Computers	3.370	-	-	3.370	2.997	0.103	-	-	3.100	0.270	0.374	
2. Mobile	0.450	-	-	0.450	0.403	0.012	-	-	0.415	0.035	0.046	
3. Printer	2.583	-	-	2.583	2.147	0.153	-	-	2.300	0.283	0.435	
4. UPS	0.322	-	-	0.322	0.313	0.009	-	-	0.322	-	0.010	
5. Invertor	0.240	-	-	0.240	0.064	0.082	-	-	0.146	0.094	0.176	
TOTAL	6.965	-	-	6.965	5.924	0.359	-	-	6.283	0.682	1.041	
	7.270	-	0.192	7.078	2.307	1.979	-	-	4.286	2.791	4.962	

10 Deferred Tax Assets (Net)

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Deferred Tax Assets (net)	0.245	0.300
TOTAL	0.245	0.300

11 Other Non-financial assets

Particulars	(INR in Lacs) As at March 31	
	2023	2022
TDS Receivables	30.100	29.031
GST Input Receivable	0.388	0.271
TOTAL	30.488	29.302

12 Intangible assets

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Misc Expenditure	15.419	21.126
TOTAL	15.419	21.126

13 Debt Securities

Particulars	(INR in Lacs) As at March 31	
	2023	2022
15% Non- Convertible Debentures (Aviator Emerging Fund)	50.000	-
16% Non- Convertible Debentures (Aviator Emerging Fund)	76.000	-
16% Non- Convertible Debentures(Calypso Global Investment Fund)	35.000	-
16% Non- Convertible Debentures(Citrus Arbitrage Fund)	35.000	-
TOTAL	196.000	-

Terms of repayment of non-convertible debentures (NCDs) as at March 31, 2023

PARTICULARS	(Amount of Lacs) OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS					TOTAL
	Due within 1 year	Due to 1 to 2 years	Due 2 to 3 years	More than 3 years		
	Issued at par and redeemable at par	76.000	120.000	-	-	

* Secured by charge on specific loan receivables

14 Borrowings (other than debt securities)

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Long Term Borrowings		
Secured Loans from banks against mortgage of property	-	12.198
Secured Loans from others against hypothecation of specific receivables	205.400	258.848
Unsecured Loans	30.314	36.264
	235.714	307.310
Short Term Borrowings		
Secured Loans	-	100.000
	-	100.000
TOTAL	235.714	407.310

The company has never defaulted in the repayment of debt securities, borrowings, subordinated liabilities and interest thereon for the year ended March 31, 2023 and March 31, 2022

15 Trade Payables

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Expenses Payable	6.825	7.573
Commission Payable	7.780	-
TOTAL	14.605	7.573

Trade payable aging schedule

PARTICULARS	(Amount of Lacs) OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS					TOTAL
	Not due	less than 6 months	6 months - 1 year	1-2 years	More than 2 years	
March 31, 2023						
MSME	-	-	-	-	-	-
Others	-	14.605	-	-	-	14.605
March 31, 2022						
MSME	-	-	-	-	-	-
Others	-	7.573	-	-	-	7.573

16 Other Financial Liabilities

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Audit Fees Payable	0.540	0.337
Salaries Payable	-	2.955
Unclaimed Dividend	1.661	1.272
Sundry Advances	2.873	8.300
TOTAL	5.074	12.864

17 Provisions

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Provision for taxation	72.066	55.207
Adjustment for taxes	(0.062)	-
Provision for Standard Assets for loans (0.25% of outstanding Loans)	20.763	12.434
TOTAL	92.767	67.641

18 Other Non-Financial Liabilities

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Income Tax Deducted as Source Payable	5.310	3.997
GST Payable	10.014	-0.180
Other Payables	-	62.702
Total	15.324	66.519

19 EQUITY SHARE CAPITAL

Particulars	(INR in Lacs) As at March 31	
	2023	2022
AUTHORISED		
5,00,00,000 Equity Shares of INR 10/- each (Previous Year 5,00,00,000 Equity Shares of INR 10/- each)	5,000.000	5,000.000
	5,000.000	5,000.000
ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
3,01,43,650 Equity Shares INR 10/- Each fully paid (Previous Year 290,43,650 Equity Shares of INR 10/- Each fully paid up)	3,014.365	2,904.365
TOTAL	3,014.365	2,904.365

The reconciliation of number of shares outstanding is set out below.

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Equity Shares at the beginning of the period	2,90,43,650	90,43,650
Add : Shares issued during the period	11,00,000	2,00,00,000
Equity Shares at the end of the period	3,01,43,650	2,90,43,650

Name of the Shareholders	(INR in Lacs)		(INR in Lacs)	
	As at March 31 2023		As at March 31 2022	
	2023	% holding	2022	% holding
1 Sanjay Aggarwal	97,53,873	32.358	1,01,68,500	35.011
2 Anubha Aggarwal	75,22,251	24.955	77,31,084	26.619

3	R.S Aggarwal	17,30,000	5.739	17,30,000	5.957
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Terms/ rights/ restrictions attached to equity shares

The company has only one class of equity shares having a par value of INR 10 per share. Each holder of the equity shares is entitled to one vote per share. The dividend recommended by the Board of directors and approved by the shareholders in the Annual general Meeting is paid in Indian Rupees. The distribution will be in proportion to the number of equity shares held by the shareholders.

19 Statement of Change in Equity

As on March 31, 2023

A Equity Share Capital

Particulars	Note No.	As on March 31,	
		2023	2022
At the beginning of the year	19	2,90,43,650	90,43,650
Changes in equity share capital during the year		11,00,000	2,00,00,000
at the end of the year		3,01,43,650	2,90,43,650

B Other Equity**(Amount in Lacs)**

Particulars	Note No.	Reserves and Surplus					Total
		Securities Premium	General reserve	Statutory Reserve Fund	Retained Earnings		
Balance as at March 31, 2021	20	-	158.875	38.667	-	-	197.542
Profit for the year		-	162.324	-	-	-	162.324
Other comprehensive income for the year		-	-	-	-	-	-
Total comprehensive income for the year		-	162.324	-	-	-	162.324
Securities Premium		-	-	-	-	-	-
Dividends		-	(29.043)	-	-	-	(29.043)
Transferred to retained earnings Reserve fund u/s 451C @20%		-	(32.465)	32.465	-	-	-
Less: Provision for Standard Assets(0.25% of outstanding Loans)		-	(7.110)	-	-	-	(7.110)
Others		-	-	-	-	-	-
Balance as at March 31, 2022		-	252.581	71.132	-	-	323.713
Profit for the year		-	207.545	-	-	-	207.545
Other comprehensive income for the year		-	-	-	-	-	-
Total comprehensive income for the year		-	207.545	-	-	-	207.545
Securities Premium		165.000	-	-	-	-	165.000
Dividends		-	(29.044)	-	-	-	(29.044)
Transferred to retained earnings Reserve fund u/s 451C @20%		-	41.511	(41.511)	-	-	-
Less: Provision for Standard Assets(0.25% of outstanding Loans)		-	(8.330)	-	-	-	(8.330)
Others		-	-	-	-	-	-
Balance as at March 31, 2023		165.000	464.263	29.621	-	-	658.884

There are no shares in the preceding 5 years which were allotted as fully paid up without payment being received in cash/ bonus shares/ bought back

21 Revenue from Operations

(INR in Lacs)

Particulars	of the year ended March 31	
	2023	2022
Interest Income	419.393	358.969
Income from Fees Based Activities	118.431	50.006
TOTAL	537.824	408.975
22 OTHER INCOME		
	(INR in Lacs)	
	of the year ended March 31	
Particulars	2023	2022
Balances written back	2.169	-
Income from other sources	-	3.252
Income on Fixed Deposit	0.077	-
Interest on Income Tax refund	0.184	-
Interest on FLDG with NBFCs	0.344	-
Other Income	0.136	1.079
TOTAL	2.910	4.331
23 Employees Benefit Expenses		
	(INR in Lacs)	
	of the year ended March 31	
Particulars	2023	2022
Salary to Staff	50.203	49.411
Salary to Managing Director	4.000	4.000
TOTAL	54.203	53.411
24 FINANCE COSTS		
	(INR in Lacs)	
	of the year ended March 31	
Particulars	2023	2022
Interest on Debentures	18.835	-
Interest on Loan (Secured Loans)	32.790	30.781
Interest on Loan (Unsecured Loans)	7.145	1.902
TOTAL	58.770	32.683
25 DEPRECIATION AND AMORTIZATION EXPENSE		
	(INR in Lacs)	
	of the year ended March 31	
Particulars	2023	2022
Depreciation on Fixed Assets	0.359	1.749
TOTAL	0.359	1.749
26 OTHER EXPENSES		
	(INR in Lacs)	
	of the year ended March 31	
Particulars	2023	2022
Advertisement & Promotion	1.156	1.838
Annual Listing Fee	3.270	3.270
Audit fee	0.600	0.424
Other Allied Fees	0.361	0.327
Bad Debts written off	21.082	11.215
Commission Paid	12.777	31.555
Guarantee Fees	0.400	0.200
Bank Charges	0.349	0.208
Interest and Other Financial Overheads	3.622	3.218
Insurance Expenses	0.784	0.424

Internet Marketing Expenses	7.121	14.121
Legal Fees	-	0.225
Misc Exp W/off	5.707	5.707
Office Expenses	0.635	0.947
Postage & Telegraph	0.212	0.326
Printing & Stationery	1.071	0.949
Processing Fees	12.741	6.786
Professional Fees	13.652	13.684
Payment Gateway Fees	0.005	0.217
Rates Fees & Taxes	22.356	8.495
Rent	1.200	1.308
Service Charges to Rainpay*	30.281	-
Short & Excess	0.095	0.101
Stamp Duty Charges	0.030	-
Telephone Expenses	0.191	0.098
Travelling Expenses	0.879	0.465
GRAND TOTAL	140.577	106.108

* Service charges paid to Rainpay India Private Limited

27 OTHER EXCEPTIONAL ITEMS

Particulars	(INR in Lacs) of the year ended March 31	
	2023	2022
Corporate Social Responsibility	0.537	0.565
Loss on sale of shares	6.622	-
TOTAL	7.159	0.565

28 Tax Expenses

Particulars	(INR in Lacs) for the year ended March 31	
	2023	2022
Current tax	-	-
Current tax on profits for the year	72.066	55.207
Total current tax expenses	72.066	55.207
Deferred Tax		
Decrease/ (Increase) in deferred tax assets	0.055	0.232
(Decrease)/ Increase in deferred tax liabilities	-	-
Total deferred tax expense/ benefit	0.055	0.232
Income tax adjustments for previous year	-	1.491
TOTAL	72.121	56.466

29 Earning per share (EPS)

Particulars	(INR in Lacs) for the year ended March 31	
	2023	2022
Profit for the year (INR in Lacs)	207.545	162.324
Weighted average number of shares outstanding during the year (Nos)	3,01,43,650	2,90,43,650
Weighted average number of shares – Diluted outstanding during the year (Nos)	3,01,43,650	2,90,43,650
Earning per share (Basic)	0.689	0.559

Earning per share (Diluted)	0.689	0.559
Face value per share	10	10

30 Contingent Liabilities not provided for

Particulars	(INR in Lacs) for the year ended March 31	
	2023	2022
a) Claims against the company not acknowledge as debts	Nil	Nil
b) Income tax matters under dispute appeal by the company	Nil	Nil
c) Value added Tax, Service tax and GST matters under dispute	Nil	Nil

31 Business Segment

The company is dealing in one business segment and from single geographical location therefore there is no reportable business or geographical segment.

32 Related Party Disclosures

As per INDAS 24, the disclosure of transactions with the related parties is given below.

(i) List of related parties with whom transactions have taken place.

S.No.	Name of the Related Party	Relationship
1.	Eclat Net Advisors Private Limited	Subsidiary
2.	Mr. Sanjay Aggarwal	Key Managerial Personnel
3.	Mrs. Anubha Aggarwal	Key Managerial Personnel
4.	Mrs. Amarjeet Kaur	Key Managerial Personnel
5.	Ms. Sheetal Kapoor	Key Managerial Personnel
6.	Eclat Capital & Finance Limited	Related Company
7.	Reliable Capital & Financial Services	Related Company

II) Disclosure in Respect of Material Related Party Transactions during the year:

- 1 Rent paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 1,20,000 for the premises of registered cum corporate office taken on rent.
- 2 Salary paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 4,00,000.
- 3 Investment received by way of Equity :
 - a. Mr. Sanjay Aggarwal : Rs. 97538730 (9753873 Equity Shares of Rs. 10/- each)
 - b. Mrs. Anubha Aggarwal : Rs. 75222510 (7522251 Equity Shares of Rs. 10/- each)
 - c. Mr. R.S. Aggarwal : Rs. 17300000 (1730000 Equity shares of Rs. 10/- each)
 - d. Ms. Anu Aggarwal : Rs. 14302890 (1430289 Equity shares of Rs. 10/- each)
- 4 Guarantee fees paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 40,000.
Company has granted a Short term loan to Eclat Net Advisors Private Limited, which is a Subsidiary of the company. Outstanding amount of which as on 31-03-2023 is INR 87,23,287.56. The company has received interest amounting to INR 4,89,332.18 from Eclat Net Advisors Private Limited for this year
- 5 Company has granted a Short term loan to Eclat Capital and Finance Limited, which is a related company. Outstanding amount of which as on 31-03-2023 is INR 1,71,12,595.58. The company has received interest amounting to INR 37,18,521.58 from Eclat Capital & Finance Limited for this year
- 6 Company has granted a Short term loan to Reliable Capital and Financial Services, which is a related company. Outstanding amount of which as on 31-03-2023 is INR 1,83,98,459.00. The company has received interest amounting to INR 36,69,559.00 from Reliable Capital & Financial Services for this year.

33 Disclosure as required under INDAS 108 -Operating Segments

The company has only one reportable primary segment i.e. NBFC Activity and hence no separate segment disclosures made.

Particulars	Total
-------------	-------

	As on 31.03.2023	As on 31.03.2022
Revenue		
External Sales	537.824	408.975
Total Revenue	537.824	408.975
Result		
Segment result	(253.909)	(193.951)
Operating Profit	283.915	215.024
Interest expenses		
Interest income	-	-
Other income	2.910	4.331
Income tax (Current+Deferred)	(72.121)	(56.466)
Other exceptional Items	(7.159)	(0.565)
Net Profit (inclusive other comprehensive income)	207.545	162.324
Other Information	As on 31.03.2023	As on 31.03.2022
Segment assets	4,232.733	3,789.985
Unallocated corporate assets	-	-
Total assets	4,232.733	3,789.985
Segment liabilities	559.484	561.907
Unallocated corporate liabilities		
Total liabilities	559.484	561.907
Capital Expenditure	-	-
Depreciation	0.359	1.749

34 Financial Instruments-Accounting classifications and fair value measurements

The fair value of the assets and liabilities are included at the amount at which the instrument could be exchanged in current transaction between willing parties, other than in force or liquidation sale.

Financial Instruments with fixed and variable interest rates are evaluated by the company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to the account for the expected losses of these receivables.

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

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

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

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

34.1	Particulars	Carrying amount	Fair Value		
		As at 31-March-2022	Level 1	Level 2	Level 3
Financial assets at fair value through other					
	Cash and cash equivalents	187.537	187.537	-	-
	Bank balance other than cash and cash equivalents	1.272	1.272	-	-
	Loans and advances	2,844.123	-	-	2,844.123
	Trade Receivables	24.640	-	-	24.640
	Investment in subsidiaries and joint ventures	89.999	-	-	89.999
	Other investments	30.000	-	-	30.000
	Other financial assets	560.645	-	-	560.645

Total	3,738.216	188.809	-	3,549.407
Financial liabilities at amortised cost				
Debt securities	-	-	-	-
Long term borrowings	307.310	-	-	307.310
Short term borrowings	100.000	-	-	100.000
Trade Payables	7.573	-	-	7.573
Other financial liabilities	12.864	-	-	12.864
Total	427.747	-	-	427.747

34.2

Particulars	Carrying amount As at 31-March-2023	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at fair value through other				
Cash and cash equivalents	634.584	634.584	-	-
Bank balance other than cash and cash equivalents	10.488	10.488	-	-
Loans and advances	3,331.769	-	-	3,331.769
Trade Receivables	26.944	-	-	26.944
Investment in subsidiaries and joint ventures	89.999	-	-	89.999
Other investments	47.487	-	-	47.487
Other financial assets	44.628	-	-	44.628
Total	4,185.899	645.072	-	3,540.827
Financial liabilities at amortised cost				
Debt securities	196.000	-	196.000	-
Long term borrowings	235.714	-	-	235.714
Short term borrowings	-	-	-	-
Trade Payables	14.605	-	-	14.605
Other financial liabilities	5.074	-	-	5.074
Total	451.393	-	196.000	255.393

35 Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows arising out of change in the price of a financial instrument. These include change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The Board provides oversight and reviews the Risk management policy on a quarterly basis.

Interest rate risk

The company is not exposed to significant interest rate risk as at the respective reporting dates.

Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To

manage this, the company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are set accordingly.

To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The company considers reasonable and supportive forward-looking information.

Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the company.

Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department is responsible for maintenance of liquidity (including quasi liquidity), continuity of funding as well as timely settlement of debts. In addition, policies related to mitigation of risks are overseen by senior management. Management monitors the Company's net liquidity position on the basis of expected cash flows vis a vis debt service fulfillment obligation.

Maturity profile of financial liabilities

The table below provides details regarding the maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

As at March 31, 2022	Less than 1 year	1 to 5 years	More than 5 years
Debt Securities			-
Long term borrowings	-	307.310	-
Short term borrowings	100.000	-	-
Trade payables	7.573	.	-
Other financial liabilities	12.864		-
Provisions	67.641		
Other non-financial liabilities	66.519		
As at March 31, 2023	Less than 1 year	1 to 5 years	More than 5 years
Debt Securities	76.000	120.000	-
Long term borrowings	-	235.714	-
Short term borrowings	-	-	-
Trade payables	14.605	.	-
Other financial liabilities	5.074		-
Provisions	92.767		
Other non-financial liabilities	15.324		

Particulars	Foreign Currency		Local Currency	
36 Exposure in Foreign Currency				
(A) Outstanding overseas exposure not being hedged against adverse currency fluctuation				
i) Export Receivable	CY	USD	-	-
37 Foreign Exchange Transaction				
(a) Value of imports calculated on C.I.F basis by the company during the financial year in respect of				
I. Raw materials;			NIL	
II. Components and spare parts;			NIL	
III. Capital goods;			NIL	

(b) Expenditure in foreign currency during the financial year on account of royalty, know-how, professional and consultation fees, interest, and other matters	NIL
(c) Total value if all imported raw materials, spare parts and components consumed during the financial year and the total value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption;	NIL
(d) The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related.	NIL
(e) Earnings in foreign exchange classified under the following heads, namely:—	
I. Export of goods calculated on F.O.B. basis;	0
II. Royalty, know-how, professional and consultation fees;	NIL
III. Interest and dividend;	NIL
IV. Other income, indicating the nature thereof.	NIL

38 Disclosure as required by INDAS 33- Earning Per Share.

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Net Profit After tax	207.545	162.324
Weighted Average number of equity shares for Basic EPS(Nos.)	3,01,43,650	2,90,43,650
Face Value Per share	INR 10/-	INR 10/-
Basic EPS (INR)	0.689	0.559
Diluted EPS (INR)	0.689	0.559

39 As per INDAS 36 impairment of Assets, the company has assessed the conditions of all assets used in its operation and is of the opinion that there is no impairment of assets, hence no provision was made.

40 In the opinion of the management current assets, loan and advances are of the value stated, if realized in the ordinary course of business.

41 Assets Taken on Operating Lease

The office premises has been taken on operating lease on annual basis and is annually renewable. The lease Agreements does not have any escalation clause for renewal of lease. There are no Sub-Leases and leases are generally cancellable in nature.

42 Notes Regarding Payable and Receivable

The Balances of debtors and creditors, loan and advances are subject to confirmation and are pending for reconciliation. Such balances that are reflected in the balance sheet as are appearing in the books of accounts.

43 Disclosure As per Clause 32 of Listing agreement with the stock exchanges:

a) Loan and Advances

Name of Company	Relationship	Balance as on March 31, 2023	Maximum balance outstanding during year ending 31st March 2022
Eclat Net Advisors Private Limited	Subsidiary	87,23,287.56	1,43,02,787.56
Eclat Capital & Finance Limited	Related Party	1,71,12,595.58	4,20,83,201.00
Reliable Capital and Financial Services	Related Party	1,83,98,459.00	4,12,71,656.00

44 Other Notes

In the Opinion of the Board, the current assets, loans & advances are approximately of the value stated, if

realised in the normal course of business. The provision for known liabilities is adequate & not in excess of amount considered reasonably necessarily.

45 **Regrouping of Figures**

Previous Years Figures have been regrouped wherever it is necessary to make the figures comparable with those of current year

46 **Micro Small and Medium Enterprises Development Act 2006**

No amounts are overdue to the Parties covered under MSME Act, 2006 & as such company was not liable to pay any interest under the said Act.

47 **Valuation of Gratuity**

No provision for Gratuity has been made as Gratuity Act is not applicable.

48 **Additional Regulatory Information**

(i) Title deeds of Immovable Property not held in name of the Company:- "The company does not hold any immovable property."

	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
PPE	NIL	NIL	NIL	NIL	NIL	NIL
Investment property	NIL	NIL	NIL	NIL	NIL	NIL
PPE retired from active use and held for disposal	NIL	NIL	NIL	NIL	NIL	NIL
others	NIL	NIL	NIL	NIL	NIL	NIL

(ii) The company had not revalued any Property , Plant & Equipments.

(iii) The Company has granted Loans & Advances to it's subsidiary and Related parties of the directors. The details of which is as follows.

Name of Company	Relationship	Balance as on March 31, 2023
Eclat Net Advisors Private Limited	Subsidiary	87,23,287.56
Eclat Capital & Finance Limited	Related Party	1,71,12,595.58
Reliable Capital and Financial Services	Related Party	1,83,98,459.00

(iv) CAPITAL WORK IN PROGRESS (CWIP) CWIP aging schedule

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress			N.A		

Project temporarily suspended

(v) Details of Benami Property Held

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(a) Details of such property, including year of acquisition,	N.A
(b) Amount thereof,	N.A
(c) Details of Beneficiaries,	N.A
(d) If property is in the books, then reference to the item in the Balance Sheet,	N.A
(e) If property is not in the books, then the fact shall be stated with reasons,	N.A
(f) Where there are proceedings against the company under this law as an abetter of the transaction or as the transferor then the details shall be provided,	N.A
(g) Nature of proceedings, status of same and company's view on same.	N.A

(vi) Company has borrowings from banks or financial institutions on the basis of security of current assets,

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.	N.A
(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed	N.A

(vii) Wilful Defaulter

The company is not a Wilful Defaulter as declared and notified by any Bank or Financial Institutions.

(viii) Relationship with Struck off Companies

The company had not entered any transaction during the year with the companies which are struck off u/s 248 of companies Act,2013 or Section 560 of the companies Act,1956.

(ix) Registration of charges or satisfaction with Registrar of Companies

The company had availed the following loans of which the status for Charge Registration with ROC is as under :-

SR. NO.	Name	Nature of Facility	Amount of Loan	Charge Registered	Reason for Non-Registration
1	Axis Finance Limited	Business Loan	50,00,000.00	NIL	<i>Charge is not mandate by the bank to be registered with ROC.</i>
2	Exclusive Leasing & Finance Limited	Secured Term Loan	2,20,00,000.00	Yes	
3	Profectus Capital Private Limited	Secured Term Loan	50,00,000.00	Yes	
4	Usha Financial Services Private Limited	Secured Term Loan	1,00,00,000.00	Yes	
5	MAS Financial Services Limited	Secured Term Loan	50,00,000.00	Yes	
6	RAR Fincare limited	Secured Term Loan	1,00,00,000.00	Yes	
7	15% Non- Convertible Debentures (Aviator Emerging Fund)	Secured Debentures	50,00,000.00	Yes	

8	16% Non- Convertible Debentures (Aviator Emerging Fund)	Secured Debentures	76,00,000.00	Yes	
9	16% Non- Convertible Debentures(Calypso Global Investment Fund)	Secured Debentures	35,00,000.00	Yes	
10	16% Non- Convertible Debentures(Citrus Arbitrage Fund)	Secured Debentures	35,00,000.00	Yes	

(X) Analytical Ratios:-

Ratios	2022-2023	2021-2022
A.Current Ratio	5.847	5.197
B.Debt-equity Ratio	0.118	0.126
C.Debt service coverage Ratio	0.953	7.790
D.Return on equity Ratio	0.058	0.050
E. Debtors turnover Ratio	20.965	20.344
F.Net Capital turnover Ratio	0.873	0.637
G.Return on Capital employed	7.26%	6.10%
H.Net Profit Ratio	39.71%	39.41%
I.Interest Services Coverage Ratio	5.765	7.748
J.Long term debt to working capital Ratio	0.697	0.628
K.Bad Debts to Account Receivable Ratio	0.782	0.455
L.Current Liability Ratio	0.228	0.275
M.Total Debts to total assets Ratio	10.20%	10.75%
N.Operating Profit Ratio	63.91%	60.98%

a) Current Ratio	Current Assets (excluding the assets repayable on demand)/ Current Liabilities (excluding current maturities of long term borrowing)
b)Debt-Equity Ratio	Total Debt/ Total Equity
c) Debt Service Coverage Ratio	Income available for debt service/ (interest expense + repayments made during the period for long term loans), where income available for debt service = Profit before exceptional items and tax + Depreciation, depletion and amortization expense+ Interest expense
d) Return on Equity Ratio	Net profit after tax before exceptional items (net of tax)/ Total Equity
e) Debtors Turnover Ratio	(Revenue from operations+ other operating income)/ Average Trade Receivables
f) Net Capital Turnover Ratio	Revenue from operations + other operating income/ Working capital (Current assets - Current liabilities)
g) Return on Capital employed	Net Profit after Tax + Depreciation + Interest Expenses/ Total Equity
h) Net-Profit Margin(%)	Net profit after tax before exceptional items (net of tax)/ (Revenue from operations+ Other operating income)
i) Interest Service Coverage Ratio	Income available for debt service/ interest expense
j)Long term debt to working capital Ratio	Non-current borrowing (including current maturities of long term borrowing)/ Working) capital (WC), where WC= Current Assets - Current Liabilities (excluding current maturities of long term borrowing)
k) Bad debts to Account receivable Ratio	Bad Debts written off/ Average Trade Receivables
l) Current Liability Ratio	Current Liabilities (excluding current maturities of long term borrowing)/ Total Liabilities
m) Total debts to total assets Ratio	Total Debt/ Total Assets

n) Operating-Profit Margin(%)	(EBITDA - Depreciation, depletion and amortization expense)/ (Revenue from operations+ Other operating income)
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Other Additional Regulatory Information vide clauses XI, XIII. XIV are not applicable to the company.

49 Undisclosed income

Each & Every entry of the company is properly accounted for in Books of accounts. Neither there is any Undisclosed Income nor any Income surrendered during the year under the income Tax Act, 1967.

50 Corporate Social Responsibility (CSR)

CSR Provisions in terms of section 135 of the Companies Act 2013 are not applicable to the company, however the company is voluntarily contributing towards CSR.

51 Details of Crypto Currency or Virtual Currency

Where the Company has traded or invested in Crypto currency or Virtual Currency during the financial year NIL

(a) profit or loss on transactions involving Crypto currency or Virtual Currency

(b) amount of currency held as at the reporting date

(c) deposits or advances from any person for the purpose of trading or investing in Crypto Currency/ virtual currency.

The accompanying notes are an integral part of the financial statements

As per our report of even date attached.

For S.Lal Bansal & Company

Chartered Accountants

Firm No : 002664N

Sham Lal Bansal

Partner

Membership No. - 081569

UDIN : 23081569BGRYUR7160

For and on behalf of the Board

Sanjay Aggarwal

Managing Director

DIN No: 02580828

Sheetal Kapoor

CFO

Anubha Aggarwal

Director

DIN No. 02557154

Amarjeet Kaur

Company Secretary

Place : Chandigarh

Dated : May 19, 2023

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CASH FLOWS FOR THE YEAR ENDED 31.03.2023

PARTICULARS	Year Ended 31st March 2023 (INR in Lacs)	Year Ended 31st March, 2022 (INR in Lacs)
1. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS	286.825	219.355
Add:		
Depreciation	0.359	1.749
Miscellaneous Expenses Written Off	5.707	5.707
Financial Expenses	58.770	32.683
	64.836	40.139
Less:		
Deferred Tax Liability	0.055	(0.232)
Provision for Tax	72.066	55.207
Income tax adjustment during the year	-	1.491
Others	7.159	0.564
Provision for Standard Asset	8.330	7.110
Dividend Paid	29.044	29.043
	116.654	93.183
Operating profit for working capital changes	235.007	166.311
(Increase) / Decrease in Trade Receivable	(2.304)	(11.556)
(Increase) / Decrease in Loans & Advances	(487.646)	(1,580.532)
(Increase) / Decrease in Other Current Assets	514.886	(499.081)
Increase / (Decrease) in Trade Payables & Others	(26.827)	(139.624)
Cash Generated from / (used in) operating activities	233.116	(2,064.482)
Direct Taxes paid / deducted at source	-	-
Net cash generated from / (used in) operating activities	(A) 233.116	(2,064.482)
2. CASH FLOW FROM INVESTING ACTIVITIES		
Misc Expenditure	-	(7.500)
Sale / Adjustment of Fixed Assets	-	-
Investments	(17.487)	(30.000)
Net Cash from / (used in) Investing Activities	(B) (17.487)	(37.500)
3. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Share Application money	-	(25.090)
Proceeds from Share Capital	275.000	2,000.000
Proceeds from Non Convertible Debentures	196.000	-
Proceeds from Unsecured Loans	(171.596)	228.455
Interest Paid	(58.770)	(32.683)
Net Cash from / (used in) Financing Activities	(C) 240.634	2,170.682
4. NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	(A)+(B)+(C) 456.263	68.700
5. CASH & CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	188.809	120.109

6. CASH & CASH EQUIVALENTS AS AT THE END OF THE YEAR			
	645.072	-	188.809
Cash and Cash equivalents (Year end)	645.072		188.809
Balances with banks with restatement (including cc & od balances)	643.772		187.046
Cash in Hand	1.300		1.763
Reconciliation of Cash and Cash equivalents			
Cash and Cash equivalents as per Balance Sheet	645.072		188.809
Balances with banks in CC Accounts	-		-
Balances with banks in OD Accounts	-		-
TOTAL	645.072		188.809

Place : Chandigarh
Dated : May 19, 2023

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Sheetal Kapoor
CFO

Anubha Aggarwal
Director
DIN No. 02557154

Amarjeet Kaur
Company Secretary

Auditor's Certificate

We have examined the attached cash flow statement of Emerald Leasing Finance & Investment Company Limited for the year ended 31st March 2023. The Statement has been prepared by the company in accordance with the requirement of the listing agreement Clause 32 with Stock Exchange and is based on and derived from the audited accounts of the Company for the year ended 31st March 2023.

Place : Chandigarh
Dated : May 19, 2023

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N
Sham Lal Bansal
Partner
Membership No. - 081569
UDIN : 23081569BGRYUR7160

INDEPENDENT AUDITORS' REPORT

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Emerald Finance Limited** ("the Company") and its subsidiaries (the Company and its subsidiaries referred to as the Group), comprising of Consolidated Balance Sheet as at March 31, 2023, Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of change in Equity, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, *except, for the effects of the matters described in the Basis for Opinion paragraph above*, 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 the state of affairs of the Company as at March 31, 2023 and its Profit, total comprehensive income, the changes in equity 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(1) 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 there under, 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.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the Financial Position, Financial Performance including other Comprehensive Income, Cash Flows and Change in Equity of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) specified under Section 133 of the Act read with the provision of the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentations of the financial statements that give a true and fair view and 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 relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operation, or has no realistic alternative but to do so.

Those board of directors are responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit 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 the 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ***Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations***
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- **Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.**
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Financial Results of which we are the independent auditors.
- Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and

(ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that we consider to be of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirement's

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 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 purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion proper books of account as required by law have been kept by the Holding Company, subsidiaries included in the Group, including relevant records relating to preparation of the aforesaid consolidated financial statements, so far as appears from our examination of those bookstand records of the Holding Company.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other Comprehensive Income), Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
 - d) In our opinion, the financial statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2023, and taken on record by the Board of Directors of the Holding Company and its subsidiary companies, none of the directors of the Group companies is disqualified as on March 31, 2023, from being appointed a director in terms of section 164(2) of the Companies Act, 2013.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, the operating effectiveness of such control, refer to our separate report in **Annexure "B"** and

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

- I. There is no pending litigations against /for the Holding Company its subsidiary.
- II. The Company did not have any long term contracts including derivative contracts.
- III. There is no Pending dues to Investor Education and Protection Fund.

IV (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or in any other persons or entities including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in a manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company Or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- Directly or indirectly lend or invest in other persons or entities identified in a manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representations under sub-clause (d) (i) and (d) (ii) contain any material misstatement; and

b) Dividend have been declared and paid during the year by the Holding company.

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid 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 S.LAL. BANSAL&CO
CHARTERED ACCOUNTANT
Firm No. 000266

SHAM LAL BANS

PLACE:CHANDIGARH
DATED: 19/05/2023

Partner
Membership No. 081569
UDIN: 23081569BGRYUS70

Annexure – “B” to the Auditors’ Report
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 **Emerald Finance Limited** (“the Holding Company”) and its subsidiaries as of 31st March, 2023 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and the subsidiaries, are 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 opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable

detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Holding Company and its subsidiaries, 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 31st March, 2023, based on the internal control over financial reporting criteria established by the Holding 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 ICAI.

for **S.LAL.BANSAL&CO**

Chartered Accountants

Firm's Registration Number: 002664N

CA. SHAM LAL BANSAL

Partner

Membership Number: 081569

Place of Signature: Chandigarh

Date: 19TH MAY, 2023

UDIN: 23081569BGRYUS7070

Annexure – “A” to the Independent Auditor’s report on the consolidated financial statements of Emerald Finance Limited for the year ended 31st March,2023.

(Referred to in paragraph “under Report on Other Legal and Regulatory Requirements” section of our report of even date)

There have been no qualification or adverse remarks by the respective auditors in the companies (Auditor’ Report) Order(CARO) reports of the companies included in the consolidated financial statements except following:

Name of Entities	CIN	Holding Company/Subsidiary/ Associate/Joint Venture	Clause number of the CARO Report which is Qualified or adverse Clause-iii(f) and Clause x(b)
Emrald Finance Ltd		Holding Company	

for **S.LAL.BANSAL&CO**

Chartered Accountants

Firm’s Registration Number: 002664N

CA. SHAM LAL BANSAL

Partner

Membership Number: 081569

Place of Signature: Chandigarh

Date: 19TH MAY,2023

UDIN: 23081569BGRYUS7070

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023

PARTICULARS	NOTE NO.	As at 31st March 2023 (INR in Lacs)	As at 31st March, 2022 (INR in Lacs)
ASSETS			
(1) Financial Assets			
Cash and Cash Equivalents	3	644.606	196.394
Bank balances other than cash and cash equivalents	4	10.488	1.272
Loans and Advances	5	4,335.447	3,602.623
Trade Receivables	6	67.742	70.181
Other investments	7	47.487	30.000
Other financial assets	8	92.884	598.678
		5,198.654	4,499.148
(2) Non-financial assets			
Property, plant and equipment	9	10.571	6.781
Deferred Tax Assets (net)	10	0.254	0.649
Other non-financial assets	11	60.321	57.057
Intangible assets	12	15.444	21.176
		86.590	85.663
Total Assets		5,285.244	4,584.811
LIABILITIES AND EQUITY			
(1) LIABILITIES			
Financial Liabilities			
Debt Securities	13	196.000	-
Borrowings	14	428.088	484.968
Trade Payables	15	32.553	26.397
Other financial Liabilities	16	38.561	61.359
		695.202	572.724
Non-financial Liabilities			
Provisions	17	140.007	97.473
Other non-financial liabilities	18	23.403	70.873
		163.410	168.346
(2) EQUITY			
Equity Share Capital	19	3,014.365	2,904.365
Other Equity	20	1,329.156	882.074
Minority Interest	21	83.111	57.302
		4,426.632	3,843.741
Total		5,285.244	4,584.811

Significant Accounting Policies & Notes on Financial Statements

1 to 52

As per our report of even date attached.
For S.Lal Bansal & Company
Chartered Accountants

For and on behalf of the Board

Sanjay Aggarwal

Anubha Aggarwal

Firm No 002664N

Sham Lal Bansal

Partner

Membership No. -081569

UDIN: 23081569BGRYUS7070

Place : Chandigarh

Dated : May 19, 2023

Managing Director

DIN No: 02580828

Sheetal Kapoor

CFO

Director

DIN No. 02557154

Amarjeet Kaur

Company Secretary

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2023

		(INR in Lacs)	
		As at March 31	
Particulars		2023	2022
I	Revenue from Operations	22	1,151.130
II	Other Income	23	4.151
III	Total Income	1,155.281	850.748
EXPENSES			
	Employee-Benefits Expenses	24	107.714
	Finance Costs	25	83.816
	Depreciation and Amortization Expenses	26	2.771
	Other Expenses	27	487.335
IV	Total expenses	681.636	512.863
V	Profit/ (Loss) before Exceptional Items & Tax (I-IV)	473.645	337.885
VI	Exceptional Items		
	Other Exceptional Items	28	8.900
VII	Profit/(Loss) Before Tax (V-VI)	464.745	334.726
VIII	Tax expense		
	Current Tax	29	119.480
IX	Profit for the year	345.265	247.512
Earning per equity share			
	Basic Earnings per share	30	1.145
	Diluted Earnings per share	30	1.145
(Nominal value per share INR 10)			
Summary of significant Accounting Policies followed by the company			
Significant Accounting Policies & Notes on Financial Statements		1to 52	
As per our report of even date attached.		For and on behalf of the Board	
For S.Lal Bansal & Company Chartered Accountants Firm No 002664N		Sanjay Aggarwal Managing Director DIN No: 02580828	Anubha Aggarwal Director DIN No. 02557154
Sham Lal Bansal Partner Membership No. -081569 UDIN: 23081569BGRYUS7070 Place : Chandigarh Dated : May 19, 2023		Sheetal Kapoor CFO	Amarjeet Kaur Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**Note No. 1****SIGNIFICANT ACCOUNTING POLICIES.-Year ended 31st March, 2023****a) Principles of Consolidation**

The Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standard (Ind AS) 110, "Consolidated Financial Statements", issued by The Institute of Chartered Accountants of India. The financial statement Emerald Finance Limited (Formerly Emerald Leasing Finance & Investment Company Limited) the parent company of Eclat Net Advisors Private Limited has been combined on 31st March, 2023. The Consolidated Financial Statements are prepared by applying on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating inter-group balances and inter-group transactions resulting in unrealized profit or losses.

Note No. 2**b) Basis of Presentation**

1. The consolidated financial statements relate to Emerald Finance Limited (Formerly Emerald Leasing Finance & Investment Company Limited), ("the Company") and its subsidiaries.
2. Notes to these consolidated financial statements are intended to serve as a means of information disclosure and guide to better understanding of the consolidated position of the companies. Recognizing, this purpose, the company has disclosed only such notes from the individual financial statement, which fairly present the needed disclosures.

c) Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the standalone financial statements of Emerald Finance Limited (Formerly Emerald Leasing Finance & Investment Company Limited) and its subsidiaries.

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023 Continued

3 Cash and Cash Equivalents

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
Cash in hand	2.724	1.851
Balances with banks	641.882	194.543
TOTAL	644.606	196.394

4 Bank Balances other than cash and Cash Equivalents

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
Unclaimed dividend accounts	1.661	1.272
Fixed Deposits with original maturity exceeding three months	8.827	-
TOTAL	10.488	1.272

**5 Loans and Advances
(Unsecured, considered good, unless stated otherwise)**

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
Unsecured loans:		
Loans to Individuals/ Firms/ Body corporates	4,335.447	3,602.623
TOTAL	4,335.447	3,602.623

**6 Trade Receivables
(Unsecured, considered good, unless stated otherwise)**

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
More than six months	-	-
Less than six months		
Fees receivables	67.515	46.758
Others	0.227	23.423
TOTAL	67.742	70.181

Trade receivable aging schedule

(Amount in Lacs)

OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS					TOTAL
	Not due	less than 6 months	6 months -1 year	1-2 years	More than 2 years	
March 31, 2023						
Undisputed Trade receivables – considered good		67.742	-	-	-	67.742
Unbilled dues			-	-	-	-
March 31, 2022						
Undisputed Trade receivables – considered good		70.181	-	-	-	70.181
Unbilled dues			-	-	-	-

7 Investments

Particulars	(INR in Lacs)	
	As at March 31 2023	2022
Other Investments		
In shares of other companies		
Fundfina Marketplace Private Limited	5.000	5.000
Zerodha Account	42.487	25.000
TOTAL (B)	47.487	30.000

8 Other Financial assets

(Unsecured, considered good, unless stated otherwise)

Particulars	(INR in Lacs)	
	As at March 31 2023	2022
Accrued Interest on Unsecured Loans	54.190	34.979
Accrued Other Income	-	0.983
Interest receivable	0.207	-
FLDGs with NBFCs	27.129	49.984
Cheques in hand	-	501.651
Prepaid Insurance	0.446	-
Security Deposits	6.501	5.999
Short term advances	2.992	5.082
Income Tax Refund (2021-2022)	1.419	-
TOTAL	92.884	598.678

EMERALD FINANCE LIMITED											
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)											
9. FIXED ASSETS SCHEDULE FOR THE YEAR ENDED 31ST MARCH 2023											
											(INR in Lacs)
Particulars	GROSS BLOCK			DEPRECIATION					NET BLOCK		
	AS ON	ADDITI ON	AJUST MENT /SOLD DURIN G THE YEAR	AS ON	AS ON	PROVID ED	TRAN SFER	ON SALE /	TOTAL		
	01.04.2022	DURING THE YR.	DURIN G THE YEAR	31.3.2023	01.04.2022	DURING THE YR.	TO GENERAL RESE RVE	ADJU STMENTS DURI NG THE YR.	UP TO 31.3.2023	AS ON 31.3.2023	AS ON 31.03.2022
1. Computers	14.702	3.504	-	18.206	10.083	1.538			11.621	6.585	4.611
2. Air Conditioner	2.467	0.935		3.402	1.408	0.488			1.896	1.506	1.250
3. Mobile	1.136	1.559	-	2.695	1.053	0.343			1.396	1.299	0.091
4. Printer	4.347	0.356	-	4.703	3.828	0.229			4.057	0.646	0.512
5. UPS	0.380	0.069	-	0.449	0.357	0.027			0.384	0.065	0.026
6. Software	0.661	0.108	-	0.769	0.389	0.052			0.441	0.328	0.079
7. Invertor	0.240	-		0.240	0.064	0.082			0.146	0.094	0.182
6. Stablizer v Gard	0.038	0.030		0.068	0.008	0.012			0.020	0.048	0.030
TOTAL	23.971	6.561	-	30.224	17.190	2.771	-			10.571	6.781
	18.604	5.475	-	24.079	13.211	3.795	0.292	-	17.298	2.791	4.962

10 Deferred Tax Assets (Net)

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
Deferred Tax Assets (net)	0.254	0.649
TOTAL	0.254	0.649

11 Other Non-financial assets

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
TDS Receivables	59.415	55.333
GST Input Receivable	0.906	1.724
TOTAL	60.321	57.057

12 Intangible assets

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
Misc Expenditure	15.444	21.176
TOTAL	15.444	21.176

13 Debt Securities

Particulars	(INR in Lacs)	
	As at March 31	
	2023	2022
15% Non- Convertible Debentures (Aviator Emerging Fund)	50.000	-
16% Non- Convertible Debentures (Aviator Emerging Fund)	76.000	-
16% Non- Convertible Debentures(Calypso Global Investment Fund)	35.000	-
16% Non- Convertible Debentures(Citrus Arbitrage Fund)	35.000	-
TOTAL	196.000	-

Terms of repayment of non-convertible debentures (NCDs) as at March 31, 2023

PARTICULARS	(Amount of Lacs)				
	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS				
	Due within 1 year	Due to 1 to 2 years	Due 2 to 3 years	More than 3 years	TOTAL
Issued at par and redeemable at par	76.000	120.000	-	-	196.000
	-	-	-	-	-

* Secured by charge on specific loan receivables

14 Borrowings (other than debt securities)

(INR in Lacs)

Particulars	As at March 31	
	2023	2022
Long Term Borrowings		
Secured Loans from banks against mortgage of property	-	40.571
Secured Loans from other against hypothecation of specific receivables	205.400	258.848
Secured Loans from Banks against hypothecation of specific receivables	32.527	
Unsecured Loans	190.161	85.549
	428.088	384.968
Short Term Borrowings		
Secured Loans	-	100.000
	-	100.000
TOTAL	428.088	484.968

The company has never defaulted in the repayment of debt securities, borrowings subordinated liabilities and interest thereon for the year ended March 31, 2023 and March 31, 2022

15 Trade Payables

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Expenses Payable	24.773	26.397
Commission Payable	7.780	-
TOTAL	32.553	26.397

Trade payable aging schedule

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS					(Amount of Lacs)
	Not due	less than 6 months	6 months -1 year	1-2 years	More than 2 years	TOTAL
March 31, 2023						
MSME		-	-	-	-	-
Others		32.553	-	-	-	32.553
March 31, 2022						
MSME		-	-	-	-	-
Others		26.397	-	-	-	26.397

16 Other Financial Liabilities

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Audit Fees Payable	1.035	0.652
Salaries Payable	-	6.135
Unclaimed Dividend	1.661	1.272
Sundry Advances	2.873	

	Cheques in Hand	32.992	45.000
	FLDG'S		8.300
	TOTAL	38.561	61.359
17	Provisions		
		(INR in Lacs) As at March 31	
	Particulars	2023	2022
	Provison for taxation	119.306	85.039
	Adjustment for taxes	(0.062)	-
	Provision for Standard Assets for loans (0.25% of outstanding Loans)	20.763	12.434
	TOTAL	140.007	97.473
18	Other Non-Financial Liabilities		
		(INR in Lacs) As at March 31	
	Particulars	2023	2022
	Income Tax Deducted as Source Payable	7.355	7.085
	GST Payable	16.048	0.069
	Other Payables	-	63.719
	Total	23.403	70.873
19	EQUITY SHARE CAPITAL		
		(INR in Lacs) As at March 31	
	Particulars	2023	2022
	AUTHORISED		
	5,00,00,000 Equity Shares of INR 10/- each (Previous Year 5,00,00,000 Equity Shares of INR 10/- each)	5,000.000	5,000.000
		5,000.000	5,000.000
	ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
	3,01,43,650 Equity Shares INR 10/- Each fully paid (Previous Year 290,43,650 Equity Shares of INR 10/- Each fully paid up)	3,014.365	2,904.365
	TOTAL	3,014.365	2,904.365

19 **Statement of Change in Equity**
As on 31st March 2023
Equity Share Capital

Particulars	Note No.	As on 31 March	
		2023	2022
At the beginning of the year	19	2,90,43,650	90,43,650
Changes in equity share capital during the year		11,00,000	2,00,00,000
at the end of the year		3,01,43,650	2,90,43,650

20 **Other Equity** (Amount in Lacs)

Particulars	Note No.	Reserves and Surplus				Total
		Securities Premium	General reserve	Statutory Reserve Fund	Retained Earnings	
Balance as at March 31, 2021	20	288.739	334.199		64.033	686.971
Profit for the year		-	247.512	-		247.512
Other comprehensive income for the year		-	-	-	-	-
Residue Value			(0.292)			
Total comprehensive income for the year		-	247.220	-	-	247.220
Securities Premium		-	-	-	-	-
Dividends		-	(29.043)	-	-	(29.043)
Transferred to retained earnings						
Reserve fund u/s 45IC @20%		-	(49.444)	49.444	-	-
Less: Provision for Standard Assets(0.25% of outstanding Loans)		-	(7.110)	-	-	(7.110)
Others		-	-	-	-	-
Minority Interest		-	(15.964)	-	-	(15.964)
		-	-	-	-	-
Balance as at March 31, 2022		288.739	479.858	49.444	64.033	882.074
Profit for the year		-	345.265	-	-	345.265
Other comprehensive income for the year		-	-	-	-	-
Total comprehensive income for the year		-	345.265	-	-	345.265
Securities Premium		165.000	-	-	-	165.000

Dividends	-	(29.044)	-	-	(29.044)
Transferred to retained earnings					
Reserve fund u/s 451C @20%	-	69.055	(69.055)	-	-
Less: Provision for Standard Assets(0.25% of outstanding Loans)	-	(8.330)	-	-	(8.330)
Others	-		-	-	-
Minority Interest	-	(25.809)	-	-	(25.809)
					-
Balance as at March 31, 2023	165.000	830.995	-	-	1,329.156

Nature and purpose of other equity**(i) Securities Premium**

Securities Premium is used to record the premium on issue of shares.

(ii) Retained earnings

Retained earnings represents the surplus in profit and Loss Account and appropriations

(iii) Reserve fund in terms of section 45 IC (1) of the Reserve Bank of India Act, 1934

Reserve fund created as per the terms of section 45 IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve

(iv) General reserve

Amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per law.

(v) Provision for standard assets

As per the terms of the Reserve Bank of India Act, 1934 company made a provision of 0.25% of all the standard assets.

21 Minority Interest

Particulars	(INR in Lakhs) of the year ended March 31	
	2023	2022
Minority Interest	83.111	57.302
TOTAL	83.111	57.302

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023 Continued

22 Revenue from Operations

Particulars	(INR in Lacs) of the year ended March 31	
	2023	2022
Interest Income	521.572	454.173
Income from Fees Based Activities	629.558	392.026
TOTAL	1,151.130	846.199

23 OTHER INCOME

Particulars	(INR in Lacs) of the year ended March 31	
	2023	2022
Balances written back	3.410	0.218
Income from other sources	-	3.252
Income on Fixed Deposit	0.077	-
Interest on Income Tax refund	0.184	-
Interest on FLDG with NBFCs	0.344	1.079
Other Income	0.136	-
TOTAL	4.151	4.549

24 Employees Benefit Expenses

Particulars	(INR in Lacs) of the year ended March 31	
	2023	2022
Salary to Staff	100.114	104.590
Salary to Directors	7.600	6.700
TOTAL	107.714	111.290

25 FINANCE COSTS

Particulars	(INR in Lacs) of the year ended March 31	
	2023	2022
Interest on Debentures	18.835	-
Interest on Loan (Secured Loans)	36.623	34.640
Interest on Loan (Unsecured Loans)	27.910	16.123
Interest on OD limit with ICICI Bank	0.448	0.435
TOTAL	83.816	51.198

26 DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	(INR in Lacs) of the year ended March 31	
	2023	2022
Depreciation on Fixed Assets	2.771	3.795
TOTAL	2.771	3.795

27 OTHER EXPENSES

Particulars	(INR in Lacs) of the year ended March 31	
	2023	2022
Advertisement & Promotion	1.156	1.870
Annual Listing Fee	3.270	3.270
Audit fee	1.150	0.775
Other Allied Fees	0.716	0.602
Bad Debts written off	21.082	11.215
Commission Paid	290.010	246.464
Guarantee Fees	0.550	0.250
Electricity & Water Expenses	1.734	1.966
Gensent Rent	0.720	0.720
Bank Charges	0.474	0.291
Input Tax Credit Reversal		0.001
Interest and Other Financial Overheads	5.315	3.869
Insurance Expenses	2.604	0.844
Internet Marketing Expenses	32.085	24.619
Legal Fees	-	0.225
Misc Exp W/off	5.732	5.732
Office Expenses	3.122	2.953
Postage & Telegraph	0.373	0.564
Printing & Stationery	1.498	2.069
Processing Fees	13.666	7.384
Professional Fees	39.853	16.859
Payment Gateway Fees	0.005	0.217
Rates Fees & Taxes	22.601	9.248
Rent	1.200	1.308
Repair and Maintenance	1.485	0.561
Service Charges	30.281	-
Short & Excess	2.326	0.101
Stamp Duty Charges	0.030	-
Telephone Expenses	1.096	0.648
Travelling Expenses	3.201	1.955
GRAND TOTAL	487.335	346.580

28 OTHER EXCEPTIONAL ITEMS

Particulars	(INR in Lacs) of the year ended March 31	
	2023	2022
Corporate Social Responsibility	2.278	3.159
Loss on sale of shares	6.622	-
GRAND TOTAL	8.900	3.159

29 Tax Expenses

Particulars	(INR in Lacs) for the period ended March 31	
	2023	2022
Current tax	-	
Current tax on profits for the year	119.085	85.039
Total current tax expenses	119.085	85.039
Deferred Tax		
Decrease/ (Increase) in deferred tax assets	0.395	-0.006
(Decrease)/ Increase in deferred tax liabilities	-	
Total deferred tax expense/ benefit	0.395	-0.006
Income tax adjustments for previous year	-	2.181
TOTAL	119.480	87.214

30 Earning per share (EPS)

Particulars	(INR in Lacs) for the period ended March 31	
	2023	2022
Profit for the year (INR in Lacs)	345.265	247.512
Weighted average number of shares outstanding during the year (Nos)	3,01,43,650	2,90,43,650
Weighted average number of shares - Diluted outstanding during the year (Nos)	3,01,43,650	2,90,43,650
Earning per share (Basic)	1.145	0.852
Earning per share (Diluted)	1.145	0.852
Face value per share	10	10

31 Contingent Liabilities not provided for

Particulars	(INR in Lacs) for the period ended March 31	
	2023	2022
a) Claims against the company not acknowledge as debts	Nil	Nil
b) Income tax matters under dispute appeal by the company	Nil	Nil
c) Value added Tax, Service tax and GST matters under dispute	Nil	Nil

32 Business Segment

The company is dealing in one business segment and from single geographical location therefore there is no reportable business or geographical segment.

33 Related Party Disclosures

As per INDAS 24, the disclosure of transactions with the related parties are given below.

(i) List of related parties with whom transactions have taken place.

S.No.	Name of the Related Party	Relationship
1.	Eclat Net Advisors Private Limited	Subsidiary
2.	Mr. Sanjay Aggarwal	Key Managerial Personnel
3.	Mrs. Anubha Aggarwal	Key Managerial Personnel
4.	Mrs. Amarjeet Kaur	Key Managerial Personnel
5.	Ms. Sheetal Kapoor	Key Managerial Personnel
6.	Eclat Capital & Finance Limited	Related Company
7.	Reliable Capital & Financial Services	Related Company

II) Disclosure in Respect of Material Related Party Transactions during the year:

- 1 Rent paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 1,20,000 for the premises of registered cum corporate office taken on rent.
- 2 Salary paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 4,00,000, and Salary paid to Director Mrs. Anubha Aggarwal in subsidiary company i.e Eclat Net advisors Private Limited during the year - INR 3,60,000.
- 3 Investment received by way of Equity :
 - a. Mr. Sanjay Aggarwal : Rs. 97538730 (9753873 Equity Shares of Rs. 10/- each)
 - b. Mrs. Anubha Aggarwal : Rs. 75222510 (7522251 Equity Shares of Rs. 10/- each)
 - c. Mr. R.S. Aggarwal : Rs. 17300000 (1730000 Equity shares of Rs. 10/- each)
 - d. Ms. Anu Aggarwal : Rs. 14302890 (1430289 Equity shares of Rs. 10/- each)
- 4 Guarantee fees paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 40,000 and Guarantee fees paid to Director Mrs. Anubha Aggarwal in subsidiary company i.e Eclat Net Advisors Private Limited during the year - INR 15,000.
- 5 Company has granted a Short term loan to Eclat Net Advisors Private Limited, which is a Subsidiary of the company. Outstanding amount of which as on 31-03-2023 is INR 87,23,287.56. The company has received interest amounting to INR 489332.18 from Eclat Net Advisors Private Limited for this year
- 6 Company has granted a Short term loan to Eclat Capital and Finance Limited, which is a related company. Outstanding amount of which as on 31-03-2023 is INR 1,71,12,595.58. The company has received interest amounting to INR 3718521.58 from Eclat Capital & Finance Limited for this year
- 7 Company has granted a Short term loan to Reliable Capital and Financial Services, which is a related company. Outstanding amount of which as on 31-03-2023 is INR 1,83,98,459.00. The company has received interest amounting to INR 3669559.00 from Reliable Capital & Financial Services for this year.

34 Disclosure as required under INDAS 108 -Operating Segments

The company has only one reportable primary segment i.e. NBFC Activity and hence no separate segment disclosures made.

Particulars	Total	
	As on 31.03.2023	As on 31.03.2022
Revenue		

External Sales	1,151.130	846.199
Total Revenue	1,151.130	846.199
Result		
Segment result	(681.636)	(512.863)
Operating Profit	469.494	333.336
Interest expenses		
Interest income	-	-
Other income	4.151	4.549
Income tax (Current+Deferred)	(119.480)	(87.214)
Other exceptional Items	(8.900)	(3.159)
Net Profit (inclusive other comprehensive income)	345.265	247.512
Other Information		
	As on 31.03.2023	As on 31.03.2022
Segment assets	5,285.244	4,584.811
Unallocated corporate assets	-	-
Total assets	5,285.244	4,584.811
Segment liabilities	858.612	741.070
Unallocated corporate liabilities		
Total liabilities	858.612	741.070
Capital Expenditure	6.561	5.475
Depreciation	2.771	3.795

35 Financial Instruments-Accounting classifications and fair value measurements

The fair value of the assets and liabilities are included at the amount at which the instrument could be exchanged in current transaction between willing parties, other than in force or liquidation sale.

Financial Instruments with fixed and variable interest rates are evaluated by the company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to the account for the expected losses of these receivables.

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

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

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

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

35.1	Particulars	Carrying amount	Fair Value		
		As at 31-March-2022	Level 1	Level 2	Level 3
Financial assets at fair value through other					
	Cash and cash equivalents	196.394	196.394	-	-
	Bank balance other than cash and cash equivalents	1.272	1.272	-	-
	Loans and advances	3,602.623	-	-	3,602.623
	Trade Receivables	70.181	-	-	70.181
	Other investments	30.000	-	-	30.000
	Other financial assets	598.678	-	-	598.678
	Total	4,499.148	197.666	-	4,301.482

Financial liabilities at amortised cost				
Debt securities	-	-	-	-
Long term borrowings	384.968	-	-	384.968
Short term borrowings	100.000	-	-	100.000
Trade Payables	26.397	-	-	26.397
Other financial liabilities	61.359	-	-	61.359
Total	572.724	-	-	572.724

35.2

Particulars	Carrying amount As at 31- March-2023	Fair Value		
		Level 1	Level 2	Level 3
Financial assets at fair value through other				
Cash and cash equivalents	644.606	644.606	-	-
Bank balance other than cash and cash equivalents	10.488	10.488	-	-
Loans and advances	4,335.447	-	-	4,335.447
Trade Receivables	67.742	-	-	67.742
Other investments	47.487	-	-	47.487
Other financial assets	92.884	-	-	92.884
Total	5,198.654	655.094	-	4,543.560
Financial liabilities at amortised cost				
Debt securities	196.000	-	196.000	-
Long term borrowings	428.088	-	-	428.088
Short term borrowings	-	-	-	-
Trade Payables	32.553	-	-	32.553
Other financial liabilities	38.561	-	-	38.561
Total	695.202	-	196.000	499.202

36 Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows arising out of change in the price of a financial instrument. These include change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The Board provides oversight and reviews the Risk management policy on a quarterly basis.

Interest rate risk

The company is not exposed to significant interest rate risk as at the respective reporting dates.

Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are set accordingly.

To assess whether there is a significant increase in credit risk the company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The company considers reasonable and supportive forward-looking information.

Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the company.

Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department is responsible for maintenance of liquidity (including quasi liquidity), continuity of funding as well as timely settlement of debts. In addition, policies related to mitigation of risks are overseen by senior management. Management monitors the Company's net liquidity position on the basis of expected cash flows vis a vis debt service fulfillment obligation.

Maturity profile of financial liabilities

The table below provides details regarding the maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

As at March 31, 2022	Less than 1 year	1 to 5 years	More than 5 years
Debt Securities			-
Long term borrowings	-	384.968	-
Short term borrowings	100.000	-	-
Trade payables	26.397	.	-
Other financial liabilities	61.359		-
Provisions	97.473		
Other non-financial liabilities	70.873		
As at March 31, 2023	Less than 1 year	1 to 5 years	More than 5 years
Debt Securities	76.000	120.000	-
Long term borrowings	-	428.088	-
Short term borrowings	-	-	-
Trade payables	32.553	.	-
Other financial liabilities	38.561		-
Provisions	140.007		
Other non-financial liabilities	23.403		

Particulars	Foreign Currency		Local Currency	
37 Exposure in Foreign Currency				
(A) Outstanding overseas exposure not being hedged against adverse currency fluctuation				
i) Export Receivable	CY	USD	-	-
38 Foreign Exchange Transaction				
(a) Value of imports calculated on C.I.F basis by the company during the financial year in respect of				
I. Raw materials;			NIL	
II. Components and spare parts;			NIL	
III. Capital goods;			NIL	
(b) Expenditure in foreign currency during the financial year on account of royalty, know-how, professional and consultation fees, interest, and other matters			NIL	

(c) Total value if all imported raw materials, spare parts and components consumed during the financial year and the total value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption; NIL

(d) The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related. NIL

(e) Earnings in foreign exchange classified under the following heads, namely:—

I. Export of goods calculated on F.O.B. basis; NIL

II. Royalty, know-how, professional and consultation fees; NIL

III. Interest and dividend; NIL

IV. Other income, indicating the nature thereof. NIL

39 Disclosure as required by INDAS 33- Earning Per Share.

Particulars	(INR in Lacs) As at March 31	
	2023	2022
Net Profit After tax	345.265	247.512
Weighted Average number of equity shares for Basic EPS(Nos.)	3,01,43,650	2,90,43,650
Face Value Per share	INR 10/-	INR 10/-
Basic EPS (INR)	1.145	0.852
Diluted EPS (INR)	1.145	0.852

40 As per INDAS 36 impairment of Assets, the company has assessed the conditions of all assets used in its operation and is of the opinion that there is no impairment of assets, hence no provision was made.

41 In the opinion of the management current assets, loan and advances are of the value stated, if realized in the ordinary course of business.

42 Assets Taken on Operating Lease

The office premises has been taken on operating lease on annual basis and is annually renewable. The lease Agreements does not have any escalation clause for renewal of lease. There are no Sub-Leases and leases are generally cancellable in nature.

43 Notes Regarding Payable and Receivable

The Balances of debtors and creditors, loan and advances are subject to confirmation and are pending for reconciliation. Such balances that are reflected in the balance sheet as are appearing in the books of accounts.

44 Disclosure As per Clause 32 of Listing agreement with the stock exchanges:

a) Loan and Advances

INR In Lacs

Name of Company	Relationship	Balance as on March 31, 2023	Maximum balance outstanding during year ending 31st March 2023
Eclat Net Advisors Private Limited	Subsidiary	87,23,287.56	1,43,02,787.56

Eclat Capital & Finance Limited	Related Party	1,71,12,595.58	4,20,83,201.00
Reliable Capital and Financial Services	Related Party	1,83,98,459.00	4,12,71,656.00

45 Other Notes

In the Opinion of the Board, the current assets, loans & advances are approximately of the value stated, if realised in the normal course of business. The provision for known liabilities is adequate & not in excess of amount considered reasonably necessarily.

46 Regrouping of Figures

Previous Years Figures have been regrouped wherever it is necessary to make the figures comparable with those of current year

47 Micro Small and Medium Enterprises Development Act 2006

No amounts are overdue to the Parties covered under MSME Act, 2006 & as such company was not liable to pay any interest under the said Act.

48 Valuation of Gratuity

No provision for Gratuity has been made as Gratuity Act is not applicable.

49 Additional Regulatory Information

(i) Title deeds of Immovable Property not held in name of the Company:- "The company does not hold any immovable property."

	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
PPE	NIL	NIL	NIL	NIL	NIL	NIL
Investment property	NIL	NIL	NIL	NIL	NIL	NIL
PPE retired from active use and held for disposal	NIL	NIL	NIL	NIL	NIL	NIL
others	NIL	NIL	NIL	NIL	NIL	NIL

(ii) The company had not revalued any Property , Plant & Equipments.

(iii) The Company has granted Loans & Advances to it's subsidiary and Related parties of the directors. The details of which is as follows.

Name of Company	Relationship	Balance as on March 31, 2023
Eclat Net Advisors Private Limited	Subsidiary	87,23,287.56
Eclat Capital & Finance Limited	Related Party	1,71,12,595.58
Reliable Capital and Financial Services	Related Party	1,83,98,459.00

(iv) CAPITAL WORK IN PROGRESS (CWIP)**CWIP aging schedule**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress					
Project temporarily suspended			N.A		

(v) Details of Benami Property Held

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(a) Details of such property, including year of acquisition,	N.A
(b) Amount thereof,	N.A
(c) Details of Beneficiaries,	N.A
(d) If property is in the books, then reference to the item in the Balance Sheet,	N.A
(e) If property is not in the books, then the fact shall be stated with reasons,	N.A
(f) Where there are proceedings against the company under this law as an abetter of the transaction or as the transferor then the details shall be provided,	N.A
(g) Nature of proceedings, status of same and company's view on same.	N.A

(vi) Company has borrowings from banks or financial institutions on the basis of security of current assets,

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.	N.A
(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed	N.A

(vii) Wilful Defaulter

The company is not a Wilful Defaulter as declared and notified by any Bank or Financial Institutions.

(viii) Relationship with Struck off Companies

The company had not entered any transaction during the year with the companies which are struck off u/s 248 of companies Act,2013 or Section 560 of the companies Act,1956.

(ix) Registration of charges or satisfaction with Registrar of Companies

The company had availed the following loans of which the status for Charge Registration with ROC is as under :-

SR. NO.	Name	Nature of Facility	Amount of Loan	Charge Registered	Reason for Non-Registration
1	Axis Finance Limited	Business Loan	50,00,000.00	NIL	<i>Charge is not mandate by the bank to be registered with ROC.</i>
2	Exclusive Leasing & Finance Limited	Secured Term Loan	2,20,00,000.00	Yes	
3	Profectus Capital Private Limited	Secured Term Loan	50,00,000.00	Yes	
4	Usha Financial Services Private Limited	Secured Term Loan	1,00,00,000.00	Yes	
5	MAS Financial Services Limited	Secured Term Loan	50,00,000.00	Yes	
6	RAR Fincare limited	Secured Term Loan	1,00,00,000.00	Yes	
7	15% Non- Convertible Debentures (Aviator Emerging Fund)	Secured Debentures	50,00,000.00	Yes	
8	16% Non- Convertible Debentures (Aviator Emerging Fund)	Secured Debentures	76,00,000.00	Yes	
9	16% Non- Convertible Debentures(Calypso Global Investment Fund)	Secured Debentures	35,00,000.00	Yes	
10	16% Non- Convertible Debentures(Citrus Arbitrage Fund)	Secured Debentures	35,00,000.00	Yes	

(X) Analytical Ratios:-

Ratios	2022-2023	2021-2022
A.Current Ratio	3.735	3.384
B.Debt-equity Ratio	0.141	0.126
C.Debt service coverage Ratio	1.245	0.917
D.Return on equity Ratio	0.080	0.065
E. Debtors turnover Ratio	16.753	15.054
F.Net Capital turnover Ratio	1.801	1.394
G.Return on Capital employed	9.76%	7.87%
H.Net Profit Ratio	30.66%	29.46%
I.Interest Services Coverage Ratio	6.578	7.612
J.Long term debt to working capital Ratio	0.973	0.794
K.Bad Debts to Account Receivable Ratio	0.311	0.160
L.Current Liability Ratio	0.273	0.346
M.Total Debts to total assets Ratio	11.81%	10.58%
N.Operating Profit Ratio	48.25%	45.73%

a) Current Ratio	Current Assets (excluding the assets repayable on demand)/ Current Liabilities (excluding current maturities of long term borrowing)
b)Debt-Equity Ratio	Total Debt/ Total Equity
c) Debt Service Coverage Ratio	Income available for debt service/ (interest expense + repayments)

	made during the period for long term loans),
	where income available for debt service = Profit before exceptional items and tax + Depreciation, depletion and amortization expense+ Interest expense
d) Return on Equity Ratio	Net profit after tax before exceptional items (net of tax)/ Total Equity
e) Debtors Turnover Ratio	(Revenue from operations+ other operating income)/ Average Trade Receivables
f) Net Capital Turnover Ratio	Revenue from operations + other operating income/ Working capital (Current assets - Current liabilities)
g) Return on Capital employed	Net Profit after Tax + Depreciation + Interest Expenses/ Total Equity
h) Net-Profit Margin(%)	Net profit after tax before exceptional items (net of tax)/ (Revenue from operations+ Other operating income)
i) Interest Service Coverage Ratio	Income available for debt service/ interest expense
j) Long term debt to working capital Ratio	Non-current borrowing (including current maturities of long term borrowing)/ Working) capital (WC), where WC= Current Assets - Current Liabilities (excluding current maturities of long term borrowing)
k) Bad debts to Account receivable Ratio	Bad Debts written off/ Average Trade Receivables
l) Current Liability Ratio	Current Liabilities (excluding current maturities of long term borrowing)/ Total Liabilities
m) Total debts to total assets Ratio	Total Debt/ Total Assets
n) Operating-Profit Margin(%)	(EBITDA - Depreciation, depletion and amortization expense)/ (Revenue from operations+ Other operating income)

50 Undisclosed income

Each & Every entry of the company is properly accounted for in Books of accounts. Neither there is any Undisclosed Income nor any Income surrendered during the year under the income Tax Act, 1967.

51 Corporate Social Responsibility (CSR)

CSR Provisions in terms of section 135 of the Companies Act 2013 are not applicable to the company, however the company is voluntarily contributing towards CSR.

52 Details of Crypto Currency or Virtual Currency

Where the Company has traded or invested in Crypto currency or Virtual Currency during the financial year NIL

(a) profit or loss on transactions involving Crypto currency or Virtual Currency

(b) amount of currency held as at the reporting date

(c) deposits or advances from any person for the purpose of trading or investing in Crypto Currency/ virtual currency.

The accompanying notes are an integral part of the financial statements
As per our report of even date attached.

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N

Sham Lal Bansal
Partner
Membership No. - 081569
UDIN: 23081569BGRYUS7070
Place : Chandigarh
Dated : May 19, 2023

For and on behalf of the
Board

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Sheetal Kapoor
CFO

Anubha Aggarwal
Director
DIN No. 02557154

Amarjeet Kaur
Company Secretary

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CASH FLOWS FOR THE YEAR ENDED 31.03.2023

PARTICULARS	Year Ended	
	31st March 2023 (INR in Lacs)	31st March, 2022 (INR in Lacs)
1. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS	473.645	337.885
Add:		
Depreciation	2.771	3.795
Miscellaneous Expenses Written Off	5.732	5.732
Financial Expenses	83.816	51.198
	92.319	60.725
Less:		
Deferred Tax Liability	0.395	(0.006)
Provision for Tax	119.085	85.039
Income tax adjustment during the year		2.181
Provision for Standard Asset	8.330	7.110
Dividend Paid	29.044	29.043
Others	8.900	3.159
	165.754	126.526
Operating profit for working capital changes	400.210	272.084
(Increase) / Decrease in Trade Receivable	2.439	(27.336)
(Increase) / Decrease in Loans & Advances	(732.824)	(1,931.532)
(Increase) / Decrease in Other Current Assets	502.925	(539.259)
Increase / (Decrease) in Trade Payables & Others	(21.578)	(82.237)
Cash Generated from / (used in) operating activities	151.172	(2,308.280)
Direct Taxes paid / deducted at source	-	-
Net cash generated from / (used in) operating activities	(A) 151.172	(2,308.280)
2. CASH FLOW FROM INVESTING ACTIVITIES		
Misc Expenditure	-	(7.500)
Sale of Fixed Assets		(5.475)
Purchase of Fixed Assets	(6.561)	
Investments in demat accounts	(17.487)	(30.000)
Net Cash from / (used in) Investing Activities	(B) (24.048)	(42.975)
3. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Share Application money		(25.090)
Proceed from Share Capital	275.000	2,000.000
Proceeds from Non Convertible Debentures	196.000	
Proceeds from Unsecured Loans	(56.880)	216.360
Interest Paid	(83.816)	(51.198)
Net Cash from / (used in) Financing Activities	(C) 330.304	2,140.072
4. NET INCREASE / (DECREASE) IN CASH & CASH	(A)+(B)+(C) 457.428	(211.183)

EQUIVALENTS)		
5. CASH & CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	197.666	408.849
6. CASH & CASH EQUIVALENTS AS AT THE END OF THE YEAR	655.094	-
Cash and Cash equivalents (Year end)	655.094	197.666
Balances with banks with restatement (including cc & od balances)	652.370	195.815
Cheques in Hand	-	-
Cash in Hand	2.724	1.851
Reconciliation of Cash and Cash equivalents		
Cash and Cash equivalents as per Balance Sheet	655.094	197.666
Balances with banks in CC Accounts	-	-
Balances with banks in OD Accounts	-	-
TOTAL	655.094	197.666

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Anubha Aggarwal
Director
DIN No. 02557154

Place : Chandigarh
Dated : May 19, 2023

Sheetal Kapoor
CFO

Amarjeet Kaur
Company Secretary

Auditor's Certificate

We have examined the attached cash flow statement of Emerald Leasing Finance & Investment Company Limited for the year ended 31st March 2023. The Statement has been prepared by the company in accordance with the requirement of the listing agreement Clause 32 with Stock Exchange and is based on and derived from the audited accounts of the Company for the year ended 31st March 2023.

For S.Lal Bansal & Company
Chartered Accountants
Firm No 002664N

Place : Chandigarh
Dated : May 19, 2023

Sham Lal Bansal
Partner
Membership No. -081569
UDIN:
23081569BGRYUS7070



Form No. MGT-11

Proxy form

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

CIN: L65993CH1983PLC041774

Name of the company: EMERALD FINANCE LIMITED

Registered office: SCO 7, Industrial Area, Phase-II, Chandigarh - 160 002

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of At a.m. /p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

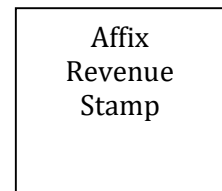
2.....

3.....

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

EMERALD FINANCE LIMITED
Registered Office: SCO 7, First Floor Industrial Area, Phase-II, Chandigarh - 160 002

ATTENDANCE SLIP
for the 40th Annual General Meeting
to be handed over at the registration counter

<p>Folio No./ DPID & Client ID:</p> <p>Name:</p> <p>Address:</p>

I/ We hereby record my/our presence at the 40th Annual General Meeting of the company on Saturday, September 30, 2023 at 9.30 A.M at the registered office of the company at SCO 7, Industrial Area, Phase-II, Chandigarh - 160 002

.....
Name of the Member/ Proxy

.....
Signature of the member/proxy

Note:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance slip and hand it over at the entrance.
2. Name of the Proxy in block letters.....(in case the proxy attends the meeting).
3. Members are requested to bring their copies of the Annual Report to the meeting .