

V.B. Desai Financial Services Limited

Category I Merchant Banker - SEBI Registration No. INM 000002731

Date: August 16, 2024

The Manager,
Dept. of Corporate Services
BSE Limited
P.J. Tower, Dalal Street,
Fort, Mumbai – 400 001

Dear Sir,

Sub: Submission of Annual Report for the year 2023-2024.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report for the Financial Year 2023-24 along with the Notice of Annual General Meeting.

The said Annual Report with Notice of Annual General Meeting has also been uploaded on the website of the Company at www.vbdesai.com under subheading of shareholders information.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For V.B. DESAI FINANCIAL SERVICES LIMITED

Kamlesh M Gagvani
Company Secretary

Encl: as above

**V. B. DESAI
FINANCIAL SERVICES LIMITED**

**38TH
ANNUAL REPORT
2023-2024**

V. B. Desai Financial Services Limited

V. B. DESAI FINANCAL SERVICES LIMITED

CIN L74120MH1985PLC037218

BOARD OF DIRECTORS

Mr. Samir R. Dedhia - Chairman (DIN 06864567)
Mr. Pradip R. Shroff - Managing Director (DIN00286291) Mr.
Manoj T. Shroff (DIN 00330560)
Mr. Hemendra J. Shroff (DIN 00286509)
Mrs. Rachana S. Vijayakar (DIN 03317373)
Mr. Nilesh R. Doshi (DIN 00249715)
Mr. Jitendra R Shroff (DIN 00286329)
Mr. Sanjay N. Kapadia (DIN 00166573)
Mr. Sagar Yadav (DIN 10719088) w.e.f 25-07-2024

Chief Financial Officer

Mr. Shashank S. Vijayakar

Company Secretary & Compliance Officer

Mr. Kamlesh M. Gagavani

REGISTERED OFFICE

Cama Building, 1st Floor,
24/26, Dalal Street, Fort,
Mumbai – 400 001

AUDITORS

M/s. N.S. SHETTY & CO.
Chartered Accountants, Mumbai

BANKERS

HDFC Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENT

Purva Sharegistry (India) Pvt. Ltd.
9, Shiv Shakti Industrial Estate J.R.Boricha Marg,
Lower Parel (East), Mumbai – 400011.
Tel: 022-23016761

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IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken the "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / document including annual report can be sent by e-mail to its members. To support this green initiative of the Government in full measures, members who have so far not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send the e-mail address to the Registrar & Transfer Agents quoting their folio number.

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NOTICE

NOTICE IS HEREBY GIVEN THAT the Thirty Eighth Annual General Meeting of the Members of V. B Desai Financial Services Limited will be held on Friday, the 13th September, 2024 at 11.30 a.m. to transact the following business.

ORDINARY BUSINESS

1. To receive and adopt the Profit and Loss Account for the year ended on 31st March, 2024 and the Balance Sheet as on that date and the reports of Auditors and Directors thereof.
2. To appoint a Director in place of Mr. Hemendra J. Shroff (DIN 00286509), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mr. Manoj T. Shroff (DIN 00330560), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Nilesh R. Doshi (DIN 00249715) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th July, 2024 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Nilesh R Doshi (DIN 00249715) whose current period of office is expiring on completion of the ensuing Annual General Meeting and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Non-Executive Director designated as Chairman of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term upto the conclusion of Annual General Meeting of the Company in the calendar year 2029.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient, or desirable to give effect to above resolution.”

5. To appoint Mr. Sagar Yadav as Non-executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing

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Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sagar Yadav (holding DIN 10719088), a non-executive Independent Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years for a term up to the conclusion of Annual General Meeting of the Company in the calendar year 2029.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI Listing Regulations, omnibus consent of the Board of Directors of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with effect from 1st April 2024 to 31st March 2025 in the ordinary course of business on arm’s length basis up to the amounts as appended in table below:

S. No.	Name of Related Party	Relationship defined under Section of the Companies Act, 2013	Maximum value of Transaction per annum
1	Aarayaa Advisory Services Pvt. Ltd.	Section 2 (76) (iv)	Professional fees for rendering services not to exceed Rupees Three crore in an accounting year.
2	Desai Investments Private Limited	Section 2 (76) (iv)	Inter corporate loan and Investments and in equity shares not to exceed Rupees One crore Fifty lakhs in an accounting year.
3	Raj P Shroff HUF	Section 2 (76) (iv)	Professional fees for rendering services not to exceed Rupees Fifty lakhs in an accounting year.

RESOLVED FURTHER THAT the Audit Committee and/or Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

By the order of the Board of Directors

Sd/-

Kamlesh M. Gagavani

Company Secretary

REGISTERED OFFICE

Cama Building, 1st Floor,
24/26, Dalal Street, Fort,
Mumbai – 400 001

DATED: July 25, 2024.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the Notice for convening the Annual General Meeting of the members of the Company:

ITEM NO. 4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and applicable SEBI (LODR) Regulations, 2015, at the 33rd Annual General Meeting held on 07th September, 2019, Mr. Nilesh R Doshi was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years and whose current period of office is expiring on completion of the ensuing Annual General Meeting and eligible for re-appointment for one more term.

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As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 25th July 2024, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Nilesh R Doshi (DIN 00249715) as an Independent Non-Executive Director designated as Chairman of the Company, for the second term of 5 (Five) up to the conclusion of Annual General Meeting of the Company in the calendar year 2029. Further Mr. Nilesh Doshi shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Nilesh R. Doshi, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Nilesh R. Doshi, confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Nilesh Doshi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr. Nilesh Doshi to be re-appointed as an Independent Non-Executive Director of the Company as per the provisions of the Companies Act, 2013. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except Mr. Nilesh Doshi, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, in resolution No. 4. The Board therefore recommends the Ordinary resolutions for your approval.

Item No. 5

Mr. Sagar Yadav, was appointed as an Independent Director by the Board of Directors at their meeting held on 25th July 2024, who hold the office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sagar Yadav for the office of Director of the Company.

Mr. Sagar Yadav is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

None of the Directors except Mr. Sagar Yadav is concerned or interested in the resolution. The Board of Directors recommends the resolution for approval of the members.

ITEM NO. 6

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

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All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Listing Regulations, the following transactions are material in nature and require the approval of the unrelated shareholders of the Company by a special resolution. The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

S. No.	Name of Related Party	Relationship defined under Section of the Companies Act, 2013	Maximum value of Transaction per annum
1	Aarayaa Advisory Services Pvt. Ltd.	Section 2 (76) (iv)	Professional fees for rendering services not to exceed Rupees Three crore in an accounting year.
2	Desai Investments Private Limited	Section 2 (76) (iv)	Inter corporate loan and Investments and in equity shares not to exceed Rupees One crore Fifty lakhs in an accounting year.
3	Raj P Shroff HUF	Section 2 (76) (iv)	Professional fees for rendering services not to exceed Rupees Fifty lakhs in an accounting year.

The Audit Committee at its meeting held on 21st May 2024 has given omnibus approval for the above transactions and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

The entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives other than Mr. Pradip R. Shroff, Mr. Jitendra R. Shroff, Mr. Hemendra J. Shroff and Mr. Manoj T. Shroff are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the unrelated shareholders.

For and on behalf of the Board of Directors

Sd/-

Kamlesh M. Gagavani
Company Secretary

REGISTERED OFFICE

Cama Building, 1st Floor,
24/26, Dalal Street, Fort,
Mumbai – 400 001

DATED: July 25, 2024.

IMPORTANT NOTES

1. The Ministry of Corporate Affairs ("MCA"), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (collectively "MCA Circulars") and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI") and relevant provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting ("AGM") will be held without the physical presence of Shareholders at a common venue. The SEBI Circulars and MCA Circulars are collectively referred to as the "said Circulars". The 38th AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to

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appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars as stated above issued by the Ministry of Corporate Affairs, 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 agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Circulars as stated above, the Notice calling the AGM has been uploaded on the website of the Company at www.vbdesai.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrar and Transfer Agents of the Company.
8. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
9. Details of the Directors seeking appointment/ re- appointment at the Annual General Meeting, forms integral part of the notice and given in Annexure "A" to this notice.
10. Since the AGM will be held through VC the Route Map is not required to be annexed in this to the Notice.

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

The remote e-voting period begins on Tuesday, the 10th September 2024 at 9:00 A.M. and ends on Thursday, the 12th September 2024 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. September 06, 2024, 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 September 06, 2024.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/ 242 dated December 9, 2020, the Members are provided with the facility to cast their vote electronically, through any of the modes listed below, on all resolutions set forth in this Notice, by way of remote e-voting. 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.	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>2. If you 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</p> <p>3. 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 or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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>
Individual Shareholders holding	<p>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</p>

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<p>securities in demat mode with CDSL</p>	<p>requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for e-Voting and joining virtual meeting 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.

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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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after 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 or 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 is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
 - How to retrieve your 'initial password'?
 - 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'
 - 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:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.

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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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 hariharan41@yahoo.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 or send a request to 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@vbdesai.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

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attested scanned copy of Aadhar Card) to info@vbdesai.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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@vbdesai.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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SCRUTINIZER AND DECLARATION OF REPORT

1. Mr. Amosh Archapelly of Hariharan and Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
2. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vbdesai.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
3. All documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection through electronic mode, basis the request being sent on info@vbdesai.com.
4. The Register of members and Share Transfer Books of the Company will be closed from September 09, 2024 to September 12, 2024 (both days inclusive).

ANNEXURE –A

Brief Profile / Disclosure Relating to Directors Re-appointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

1) Mr. Hemendra J. Shroff

DIN & Date of Birth	00286509 – 07/11/1974	
Qualification	B. Com	
Experience in specific area	Mr. Hemendra Shroff has more than 25 years' experience in Investment Banking and other related business.	
Directorship in other Companies	Arodyne Chemicals Limited Aarayaa Advisors Private Limited Aarayaa Finstock Pvt. Ltd. Bluechip Leasing and Finance Ltd. Budh Holding & Trading Co. Pvt. Ltd.	Desai Investments Pvt. Ltd. VBD Capital Advisors Pvt. Ltd. SJH Impex Pvt. Ltd. Eigentum International LLP
Committee positions held in other Companies	Nil	
No. of shares held in the Company	4206	

2) Mr. Manoj T. Shroff

DIN & Date of Birth	00330560 - 10/10/1966	
Qualification	B. Com	
Experience in specific area	Has more than 32 years' experience in Financial consultancy, Investment Banking, and other related business.	
Directorship in other Companies	Archway Services Pvt. Ltd. Elder IT Solutions Pvt. Ltd. Northstar Software Solutions Private Limited Pearl Housing Finance (I) Ltd.	Mahimna Mercantile Credits Ltd Merican Funds Limited Guru Holding Private Limited Binani Industries Limited
Committee positions held in other Companies	Nil	
No. of shares held in the Company	800	

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3) Mr. Nilesh R. Doshi

DIN & Date of Birth	00249715 - 28/12/1953
Qualification	B.Com., FCA
Experience in specific area	Mr. Nilesh R. Doshi is a Practicing Chartered Accountant and having expertise in Accounting, Auditing, Taxation and Advisory Services.
Directorship in other Companies	Garware Hi Tech Films Limited
Committee positions held in other Companies	Nil
No. of shares held in the Company	Nil

4) Mr. Sagar Yadav

DIN & Date of Birth	10719088 - 01/12/1990
Qualification	B. Com, LLB
Experience in specific area	Mr. Sagar Yadav is a Practicing Lawyer and having more than 7 year's experience.
Directorship in other Companies	Nil
Committee positions held in other Companies	Nil
No. of shares held in the Company	Nil

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DIRECTOR'S REPORT

The Directors present their 38th Annual Report on the business and operations of the Company and the financial accounts for the year ended on 31st March, 2024.

FINANCIAL RESULTS

(Rs. In lakhs)

Particulars	For the year ended on 31/03/2024	Previous year ended on 31/03/2023
Gross Income	330.13	276.92
Profit (before interest, depreciation & taxation)	62.06	45.23
Depreciation	0.13	0.82
Profit before tax	61.93	44.41
Provision for taxation for current year	16.50	9.30
Deferred Tax	(0.57)	2.32
Income tax of earlier years	(0.72)	1.82
Profit after adjustments	46.72	30.97
Profit/(Loss) carried to Balance Sheet	46.72	30.97
APPROPRIATIONS / TRANSFERS		
Profit/(loss) carried to Balance Sheet	46.72	30.97

Dividend

Your Directors do not recommend any dividend on equity shares in view of working capital requirement.

Transfer to General Reserve

No amount has transferred from the current year's profit to General Reserves, as no dividend has recommended by the Board of Directors on the equity shares of the Company.

Performance review

During the year under review, the Company earned gross income of Rs. 330.13 lakhs compared to Rs. 276.92 lakhs in the previous year with an increase of 19.21% in revenue. Correspondingly, the net profit after tax, adjustments and Other comprehensive income/ expenses also increased to Rs. 46.72 lakhs against Rs. 30.97 lakhs in previous year with an increase of 50.86%.

Nature of business of the Company

The Company is mainly engaged in Merchant Banking activities focusing on ESOP valuation, Company valuation and Advisory services etc. There were no changes in nature of Company's business during the year.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There were no material changes occurred subsequent to the

close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

Internal control systems and their adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board and to the Chairman.

The management of the Company evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Based on the assessment, the management undertakes corrective

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action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations with corrective actions thereon are presented to the Audit Committee of the Board.

Subsidiaries/ Joint Ventures

The Company does not have Subsidiary or Joint Ventures.

Fixed deposit

The Company has not accepted deposits from Public and there were no outstanding deposits payable by the Company.

Related Party Transactions

During the financial year ended 31st March 2024, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder were in the ordinary course of business and at arm's length basis. Your Company does not have a 'Material Subsidiary' as defined under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'].

All Related Party Transactions of your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations. There has been no materially significant Related Party Transactions having potential conflict with the interest of the Company during the year under review.

All Related Party Transactions entered by your Company were in the ordinary course of business and also on an arm's length basis, therefore details required to be provided in the prescribed Form AOC - 2 is not applicable to the Company. Necessary disclosures required under the Ind AS 24 have been made in Notes to the Financial Statements for the year ended on 31st March 2024.

Auditors & auditor's report

The Members of the Company at the 37th Annual General Meeting held on 22nd September 2023, have approved the appointment of M/s. N.S. Shetty & Co., Chartered Accountants as Statutory Auditors of the Company for a period of five (5) years to hold office from the conclusion of the 37th Annual General Meeting till the conclusion of 42nd AGM of the Company to be held in the year 2028.

The Report given by the Auditors on the financial statements of the Company forms part of this Annual Report. There has been no qualification, reservation, adverse remark, or disclaimer given by the Auditors in their Report. The Notes on Financial Statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments.

Conservation of energy, technology absorption etc.

The particulars of conservation of Energy, Technology, Absorption, foreign Exchange Earnings and outgo have not been given since the same are not applicable to the Company.

Corporate Social Responsibility Initiatives

The Company does not come under the parameters specified under Section 135 of the Companies Act, 2013, hence no Committee has constituted Committee for Corporate Social Responsibility Initiatives.

Board of Directors, Board and Audit Committee Meetings:

Your Company's Board is duly constituted and is in compliance with the requirements of the Companies Act, 2013, the Listing Regulations and provisions of the Articles of Association of the Company. During the year under review, a total of four Meetings of the Board of Directors and four meetings of Audit Committee held and details of Meetings held during the financial year 2023-24 have been provided in the Corporate Governance Report which forms part of this Annual Report.

Mr. Samir Dedhia, Independent Director, retiring as a member of the Board of Directors on account of completion of his tenure, on completion of the Annual General Meeting. Your Directors place on record his sincere appreciation for his invaluable support, advice and guidance to the Company and its Management during his tenure.

Mr. Hemendra J. Shroff and Mr. Manoj T. Shroff, Directors of the Company shall retire by rotation at the forthcoming Annual General Meeting and offer themselves for re-appointment. Mr. Sagar Yadav has been appointed as Independent Director w.e. from 25th July 2024. Brief profile along with necessary disclosures of retiring Directors and newly appointed Director has been annexed to the Notice convening the ensuing AGM and forms an integral part of this Annual Report. Your Board recommends re-appointment of Mr. Hemendra J. Shroff, Mr. Manoj T. Shroff, Mr. Nilesh R. Doshi and Mr. Sagar Yadav.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and there is no change in their status of independence.

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Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration and Stakeholder's Grievance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Nomination and Remuneration Committee

The Board has on the recommendation of the Appointment and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Vigil Mechanism / Whistle Blower Policy

The Company has established a vigil mechanism to be known as the "Whistle Blower Policy" for its Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. All the members of the Board and designated employees have confirmed compliance with the Code.

Policy on prevention of sexual harassment of women at workplace

The Company has adopted a Policy under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Your Company is committed to provide a safe and secure environment to its women employees across its functions and other women stakeholders, as they are considered as integral and important part of the Organization.

An Internal Complaints Committee (ICC) with requisite number of representatives has been set up to redress complaints relating to sexual harassment, if any, received from women employees and other women associates. All employees (permanent, contractual, temporary, trainees) are covered under this policy, which also extends to cover all women stakeholders of the Company.

During the financial year ended March 31, 2024, the Complaints received are as under:

Number of complaints received and disposed off: Nil

Particulars of loans, guarantees or investments

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by Company are given in the notes to the financial statements.

Secretarial Audit

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Hariharan and Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure-A, which is self-explanatory.

Compliance with Secretarial Standards

The Board of Directors affirm that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (SS1 and SS2) respectively relating to Meetings of the Board, its Committees and the General Meetings.

Annual Return

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the last Annual Return of the Company as at March 31, 2023 is uploaded on the website of the Company and can be accessed at <http://www.vbdesai.com>

Risk Management Policy

Pursuant to Section 134(3) (n) of the Companies Act, 2013 and under the SEBI Listing Regulations, the Company has constituted a business risk management committee. The details of the Committee and its terms of reference are set out in the corporate governance report forming part of the Board report. At present the Company has not identified any element of risk which may threaten the existence of the Company.

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Corporate Governance

The Company is exempted to give report on Corporate Governance under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and details para C, D and E of Schedule V. The Company voluntarily given the Report on Corporate Governance and Management Discussion and Analysis Report forms part of this Report.

Foreign Exchange Earnings and Outgo

During the year ended March 31, 2024 the Company has earned Rs. 21.45 lakhs and spent Rs. Nil in foreign currency.

Director's responsibility statement

The Board of Directors of your Company confirms that:

- a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed alongwith 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 have prepared the Annual Accounts on a going concern basis; and
- e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operative effectively.

Particulars of employees

The Company did not have any employee falling within the purview of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Persons) Rule 2014. The percentage increase in remuneration of each Key Managerial Person (KMP) during the financial year 2023-24 and ratio of the remuneration of each KMP to the median remuneration of the employees of the Company for the financial year 2023-24 are given in Annexure B.

ACKNOWLEDGEMENT

The Directors wish to place on record their sincere appreciation for the continued co-operation by the Clients and the Shareholders of the Company.

On behalf of the Board of Directors

Samir R. Dedhia
Chairman

PLACE: MUMBAI

DATE : July 25, 2024

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Annexure A to the Directors Report

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Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2024

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 11(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- i) CIN: L74120MH1985PLC037218
- ii) Registration date: 21st August 1985
- iii) Name of the Company: **V. B. Desai Financial Services Limited**
- iv) Category/ Sub-category of the Company: Company limited by shares
- v) Address of the Registered office and contact details: Cama Building, 1st Floor, 24/26, Dalal Street, Fort, Mumbai 400 001
- vi) Whether listed Company: Yes
- vii) Name, Address and contact details of Registrar and Transfer Agents:
Purva Sharegistry (I) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai- 400 011;
Tel: 022-23016761

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:-

Sr. No.	Name & description of main products/ services	NIC code of the product/ service	% to total turnover of the company
1	Merchant Banking activities	64990	89.75%
2	Interest Income	64990	10.25%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY

(No. of Companies for which information is being filled)

S.No.	Name and Address of the Company	CIN/GLN	Holding/subsidiary/ associate	% of shares held	Applicable section
	NIL				

iv) SHARE HOLDING PATTERN (Equity Share Capital breakup as percentage of Total Equity)

i) Category-wise Share Holding

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Category of Shareholder	No. of Shares held at the beginning of year				No. of Shares held at the end of the year				% of change total capital
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individuals/ Hindu Undivided Family	684066	0	684066	15.11	684066	0	684066	15.11	0
b) Central/State Government	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corporate	1229699	0	1229699	27.16	1229699	0	1229699	27.16	0
d) Financial Insti/ Banks	0	0	0	0.00	0	0	0	0.00	0
Sub Total(A)(1)	1913765	0	1913765	42.27	1913765	0	1913765	42.27	0
Foreign									
a) NRI Individuals/ Other Individuals)	0.00	0.00	0	0.00	0.00	0.00	0	0.00	0
b) Bodies Corporate	0.00	0.00	0	0.00	0.00	0.00	0	0.00	0
d) Any Others(Specify)	0.00	0.00	0	0.00	0.00	0.00	0	0.00	0
Sub Total(A)(2)	0.00	0.00	0	0.00	0.00	0.00	0	0.00	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1913765	0.00	1913765	42.27	1913765	0.00	1913765	42.27	0
B. Public shareholding									
1. Institutions									
a) Mutual Funds/ UTI	0	0	0	0.00	0	0	0	0.00	0
b) Financial Institutions / Banks	100	0	100	0.00	100	0	100	0.00	0
c) Central/State Government	0	0	0	0.00	0	0	0	0.00	0
d) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
e) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
f) Foreign Portfolio Investors	50216	0	50216	0.00	50216	0	50216	0.00	0
Sub-Total (B)(1)	50316	0	50316	1.11	50316	0	50316	1.11	0
Non-institutions									
a) Bodies Corporate									
i) Indian	86729	25372	112101	2.48	76967	25372	102339	2.26	-0.22
ii) Overseas	0		0	0	0	0	0	0	
b) Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	1415258	349319	1764577	38.97	1435484	345847	1781331	39.34	+0.37
ii. Individual shareholders holding nominal capital in excess of Rs.2 lakh.	559863	0	559863	12.36	559853	0	559853	12.36	0
Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0
NRI (Repat & Non-Repat)	9380	0	9380	0.20	9686	0	9686	0.21	+0.01
Hindu Undivided Family	106026	0	106026	2.34	103888	0	103888	2.20	-0.14
Clearing Members	11862	0	11862	0.26	6712	0	6712	0.15	-0.11
Sub-Total (B)(2)	2189118	374691	2563809	56.62	2189118	374691	2563809	56.62	0
Total Public Shareholding (B)= (B)(1) +(B)(2)	2239434	374691	2614125	57.73	2239434	374691	2614125	57.73	0
TOTAL (A)+(B)	4153199	374691	4527890	100.00	4153199	374691	4527890	100.00	0
C. Shares held by Custodians for GDR & ADRs	0.00	0	0	0.00	0.00	0	0	0.00	
GRAND TOTAL (A)+(B)+(C)	4153199	374691	4527890	100.00	4153199	374691	4527890	100.00	0

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(ii) Shareholding of Promoters

S.. No.	Name of the shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		Number of shares held	% of total Shares of the Co.	% of Shares Pledged to total shares	Number of shares held	% of total Shares	% of Shares Pledged	
1	PRADIP R. SHROFF	4252	0.09	0.00	4252	0.09	0	0
2	JITENDRA R. SHROFF HUF	90988	2.01	0.00	90988	2.01	0	0
3	JITENDRA R. SHROFF	15310	0.34	0.00	15310	0.34	0	0
4	MUKESH THAKORLAL SHROFF	173367	3.83	0.00	173367	3.83	0	0
5	DHARTI J SHROFF	261041	5.77	0.00	261041	5.77	0	0
6	RAKSHA PRADIP SHROFF	7792	0.17	0.00	7792	0.17	0	0
7	GIRISH RATILAL SHROFF	1200	0.03	0.00	1200	0.03	0	0
8	JYOTI GIRISH SHROFF	2950	0.07	0.00	2950	0.07	0	0
9	RAJ PRADIP SHROFF	800	0.02	0.00	800	0.02	0	0
10	RAJ PRADIP SHROFF HUF	27923	0.62	0.00	27923	0.62	0	0
11	PURVI RAJ SHROFF	12000	0.27	0.00	12000	0.27	0	0
12	HEMENDRA J. SHROFF	3006	0.09	0.00	3006	0.07	0	0
13	HEMENDRA J. SHROFF HUF	1200	0.00	0.00	1200	0.02	0	0
14	MANOJ THAKORLAL SHROFF	800	0.02	0.00	800	0.02	0	0
15	SATYAM P. SHROFF HUF	25189	0.56	0.00	25189	0.56	0	0
16	PINKI MUKESH SHROFF	3000	0.07	0.00	3000	0.07	0	0
17	ALPA J. SHROFF	38217	0.84	0.00	38217	0.84	0	0
18	BINDU S MARFATIA	5431	0.12	0.00	5431	0.12	0	0
19	AARAYAA FINSTOCK PVT. LTD	9257	0.21	0.00	9257	0.20	0	0
20	DESAI INVESTMENTS PVT. LTD.	771607	17.04	0.00	771607	17.04	0	0
21	NEPTUNE STEEL STRIPS LIMITED	104520	2.31	0.00	104520	2.31	0	0
22	SOM HOLDING & TRAD CO. PVT LTD.	194215	7.60	0.00	194215	4.29	0	0
23	DESAI INDUSTRIAL FINANCE PVT. LTD.	150000	3.31	0.00	150000	3.31	0	0

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

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

S.N o.		Shareholding at the beginning of the year		Inter-se transfer & Buy/ sold & during the year	Cumulative Shareholding during year	At the end of year on	
		No. of shares	% of total shares			No. of Shares	% of total shares
1	DEV ASHOK KARVAT	93738	2.07	0	93738	93738	2.07
2	SRIHARI SIRDESHPANDE	76700	1.69	0	76700	76700	1.69
3	VINOD CHANDRA BHATT	61,010	1.35	10	61,010	61,000	1.35
4	SHREEKANT JAVALGEKAR	57000	1.26	0	57000	57000	1.26
5	SPARROW ASIA DIVERSIFIED OPPORTUNITIES FUND	50216	1.11	0	50216	50216	1.11
6	HARSHA HITESH JAVERI	43000	0.94	0	43000	43000	0.94
7	ABDULKARIM HUSAIN KHIDIR	41284	0.91	9620	41284	31664	0.70
8	KRUTI CAPITAL SERVICES PVT. LTD.	40000	0.88	0	40000	40000	0.88
9	HITESH RAMJI JAVERI	39550	0.87	0	39550	39550	0.87
10	ASHA SHREEKANT JAVALGEKAR	37825	0.84	0	37825	37825	0.84

V. B. Desai Financial Services Limited

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.		Shareholding at the beginning of the year		Buy/ sold during the year	Cumulative Shareholding during year	At the end of year	
		No. of shares	% of total shares	No. of shares	No. of shares	No. of Shares	% of total shares
1	PRADIP RATILAL SHROFF	4252	0.09	0	4252	4252	0.09
2	MANOJ THAKORLAL SHROFF	800	0.02	0	800	800	0.02
3	HEMENDRA J. SHROFF	4200	0.09	0	4206	4206	0.09
4	KAMLESH M. GAGAVANI	506	0.02	0	506	506	0.02

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
· Addition	0	0	0	0
· Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

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	Total Amount
		Mr. Pradip R. Shroff	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.4,80,000	Rs. 4,80,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission- as % of profit & - others specify...	0	0
5	Others, please specify	0	0
	Total (A)	Rs. 4,80,000/-	Rs. 4,80,000/-
	Ceiling as per the Act	Rs. 60,00,000/-	Rs. 60,00,000/-

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B. Remuneration to other directors

S.No	Particulars of Remuneration	Name of Directors							Total Amount
		Manoj Shroff	Nilesh Doshi	Hemendra Shroff	Samir Dedhia	Rachana Vijayakar	Jitendra Shroff	Sanjay Kapadia	
1	Independent Directors								
	Fee for attending board committee meetings		82500		67500			52500	202500
	Commission		0		0				0
	Others, please specify		0		0				0
	Total (1)		82500		67500			52500	202500
2	Other Non-Executive Directors								
	Fee for attending board committee meetings	37500		45000		52500	45000		180000
	Commission	0		0			0		0
	Others, please specify	0		0			0		0
	Total (2)	37500		45000			45000		180000
	Total (B)=(1+2)	37500	82500	45000	67500	52500	45000	52500	382500
	Total Managerial Remuneration	480000							480000
	Overall Ceiling as per the Act								6000000

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	Nil	225500	1146030	1371530
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission – as % of profit	0	0	0	0
	others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	225500	1146030	1371530

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES - NIL

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 (B) DIRECTORS (C) OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

V. B. Desai Financial Services Limited

Annexure A of Directors Report – Form MR-3

SECRETARIAL AUDIT REPORT for the financial year ended 31st March 2024

[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,
V.B. Desai Financial Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by V.B. Desai Financial Services 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 our verification of the V.B. Desai Financial Services 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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 1st April 2023 to 31st March, 2024 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by V.B. Desai Financial Services Limited ("the Company") for the financial year ended on 31st March 2024, according to the provisions as applicable to the Company:

- (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;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018; (Not applicable during the year)

- (d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; (Not applicable during the year)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the year)
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable during the year)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the year)
- (i) SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

We further report that the Compliance by the Company of the undermentioned Acts and Rules have not been reviewed and we have relied on the representations made by the Company, its Officers and Reports issued by the Statutory Auditors.

- a) Applicable Financial laws like Direct and Indirect tax laws, GST and others detailed under Tax Legislations
- b) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- c) Employees State Insurance Act, 1948
- d) Payment of Bonus Act, 1965 and the payment of Bonus Rules, 1965
- e) Payment of Gratuity Act, 1972;
- f) Contract Labor (Regulation and Abolition) Central Rules, 1971
- g) Income Tax 1961 and Rules made thereunder
- h) Service Tax Act, 1994 and Rules made thereunder
- i) Shops and Establishment Act of Maharashtra.

We have also examined compliance with the applicable clauses of the:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

V. B. Desai Financial Services Limited

Based on the above examination, we hereby report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations: The Company is yet to file two forms to the roc.

We further report that: The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report 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.

Specific observations / qualification, reservation, or adverse remarks in respect of the Board Structures / system and processes relating to the Audit period - Nil

We further report that during the audit period the Company has not incurred any specific event/ action except as stated above that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Amosh Archapelli
HARIHARAN & ASSOCIATES
Practicing Company Secretaries
Membership No. F10064
Certificate of Practice No. 12945

Place: Navi Mumbai
Date: July 19, 2024

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 Secretarial Audit Report

To the Members,
V.B. Desai Financial Services Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we 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 are the responsibility of management. Our examination was limited to the 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 efficiency or effectiveness with which the management has conducted the affairs of the Company.

Amosh Archapelli
HARIHARAN & ASSOCIATES
Practicing Company Secretaries
Membership No. F10064
Certificate of Practice No. 12945

Place: Navi Mumbai
Date: July 19, 2024

V. B. Desai Financial Services Limited

Annexure B

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The ratio of the remuneration of Managing Director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Designation	Ratio to median remuneration of the employees*
Mr. Pradip R. Shroff	Managing Director	0

- ii. The % increase in remuneration of Managing Director, Chief Financial Officer & Company Secretary in the financial year:

Name of the Director	Designation	Ratio to median remuneration of the employees*
Mr. Pradip R. Shroff	Managing Director	0%
Mr. Shashank S. Vijayakar	Chief Financial Officer	10%
Mr. Kamlesh M. Gagavani	Company Secretary	10%

- iii. The % increase in the median remuneration of employees in the financial year : 10%
- iv. The number of permanent employees on the rolls of the Company : 5
- v. 1. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year. 10%
2. Average percentage increase in the managerial remuneration in the last financial year: 10%
- vi. It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.
- vii. The Company has not increased remuneration to its employees during the year under review.

On behalf of the Board of Directors

Samir R. Dedhia
Chairman

Place: Mumbai

Date: July 25, 2024

V. B. Desai Financial Services Limited

REPORT ON CORPORATE GOVERNANCE

The Company is exempted to give report on Corporate Governance under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and details para C, D and E of Schedule V. The Company voluntarily report the following:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company has adopted good corporate governance practices and ensures compliance with all relevant laws and regulations. It has lead to the satisfaction and transparency to the shareholders. Company's philosophy is concerned with ethics, values, morals, and social responsibility of the Company. The Company remains accountable to shareholders and other beneficiaries for their actions. The Company conducts its activities in a manner that is fair and transparent and perceived to be such by others. The Board of Directors of the Company has adopted the Code of Conduct for its members and senior management executives.

2. BOARD OF DIRECTORS

a) Composition

Name	Category	Designation
Mr. Samir R. Dedhia	Independent	Chairman
Mr. Pradip R. Shroff	Executive-Non Independent	Managing Director
Mr. Manoj T. Shroff	Non-Independent	Director
Mr. Hemendra J. Shroff	Non-Independent	Director
Mrs. Rachana S. Vijayakar	Non-Independent	Director
Mr. Nilesh R. Doshi	Independent	Director
Mr. Jitendra R. Shroff	Non-Independent	Director
Mr. Sanjay N. Kapadia	Independent	Director

The composition of the Board of Directors is in accordance with the provisions of and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. Non-Executive Independent Directors of your Company have no pecuniary relationship or any transaction with your Company.

b) Board Meetings

The meeting of the Board of Directors is scheduled well in advance and generally held at the Company's Registered Office. Considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Board Meetings and Committee Meetings were also held through video conference mode for those Directors could not attend physically. The notice and the detailed agenda are sent well in advance to all the Directors. During the financial year ended on 31/3/2024, four board meetings were held on 22/05/2023, 13/07/2023, 07/11/2023 & 18/01/2024.

The attendance of each Director at the Board Meetings and last Annual General Meeting (AGM) and number of other Directorship and Membership/Chairmanship of Committee are as follows:

Name of the Director	Attendance Particulars		No. of directorship/and Committee Membership / Chairmanship in other Companies				Sitting fees paid for attending Board & Committee Meeting
	Board Meetings	Last AGM	Directorship in private Companies/ LLP	Directorship in public Companies	Committee Memberships	Committee Chairmanships	
Mr. Samir R. Dedhia	4	Yes	0	0	0	0	Rs. 67500
Mr. Pradip Shroff	4	Yes	2	8	0	0	Rs. 0
Mr. Manoj Shroff	4	Yes	5	3	0	0	Rs. 37500
Mr. Hemendra J. Shroff	4	Yes	7	2	0	0	Rs. 45000
Mrs. Rachana S. Vijayakar	4	Yes	2	3	0	0	Rs. 45000
Mr. Nilesh R. Doshi	4	Yes	6	1	2	0	Rs. 82500
Mr. Jitendra R. Shroff	4	Yes	0	1	0	0	Rs. 45000
Mr. Sanjay N. Kapadia	3	No	11	1	1	1	Rs. 52500
Total							Rs. 382500

V. B. Desai Financial Services Limited

c) Brief Note on the Directors seeking appointment/ re-appointment at the 38th Annual General Meeting:

In Compliance with and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, brief resume, expertise and details of other directorship, membership in committees of Directors of other companies and shareholding in the Company of the Directors proposed to be re-appointed and new appointment are given in the Annexure A of forming part of Notice.

d) Remuneration of Directors

The Company has during the year paid Rs. 4.80 lakhs being remuneration to Mr. Pradip R. Shroff, the Managing Director of the Company. At present Independent Directors are not paid any remuneration except sitting fees for attending Board and Committee Meetings. The sitting fees paid to the Directors are as given above.

3. AUDIT COMMITTEE

The scope of activities and powers of Audit Committee includes the areas prescribed under the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, and section 177 of the Companies Act, 2013. The Board has set up Audit Committee having four Directors viz. Mr. Samir R. Dedhia as Chairman and Mr. Nilesh R. Doshi, Mr. Sanjay N. Kapadia and Mr. Pradip R. Shroff, members of the Committee. During the financial year under review, 4 meetings were held on 22/05/2023, 13/07/2023, 07/11/2023 & 18/01/2024.

4. NOMINATION AND REMUNERATION COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchange, the Nomination and Remuneration Committee consists Mr. Nilesh R Doshi as the Chairman and Mr. Samir R. Dedhia, Mrs. Rachana S. Vijayakar and Mr. Sanjay N. Kapadia are the other members of the Committee. During the year the Committee held one meeting on 13/07/2023.

The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee therefore include recommending a policy relating remuneration and employment terms of Managing Director and senior management personnel, adherence to the remuneration / employment policy from time to time as finally approved by the Board of Directors. Preliminary evaluation of every Director's performance, Board diversity, compliance of the Code for Independent Directors referred to in Schedule IV of the Companies Act, 2013, compliance with the Company's Code of Conduct by Directors and employees of the Company, reporting of non-compliances to the Board of Directors, recommending draft of the report required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, monitor loans to employees and any other matters which the Board of Directors may direct from time to time.

5. STAKEHOLDERS GRIEVANCE COMMITTEE

The Stakeholders' Grievance Committee comprises of 3 Directors viz. Mr. Manoj T. Shroff, the non-executive Director is the Chairman and Mr. Pradip R. Shroff and Mrs. Rachana S. Vijayakar are the members of the Committee. The Committee reviews the status of Investor Grievances and recommends measure to improve in solving Investor Services. During the year there were no complaints received from shareholders and there is no complaint which has remained un-addressed. During the year the Committee held one meeting on 22/05/2023.

6. RISK MANAGEMENT COMMITTEE

The Board of Directors has constituted "Risk Management Committee" as required under SEBI Listing Regulations. The Committee is responsible for risk identification, evaluation and mitigation and to set up process for risk management plan. The Committee consists Mr. Pradip R. Shroff as the Chairman and Mr. Hemendra J. Shroff, and Mr. Nilesh R. Doshi as Member of the Committee. During the year the Committee held two meetings on 22/05/2023 & 07/11/2023.

7. PERFORMANCE EVALUATION OF THE BOARD

Based on the inputs on aspects under the provisions of the Companies Act, 2013 and under SEBI Listing Regulations, such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, independence of judgement, safeguarding the interest of the Company etc. received from each Directors specifically Executive, Non-Executive and Independent Directors, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Appointment and Remuneration Committees.

V. B. Desai Financial Services Limited

8. GENERAL BODY MEETINGS

Date	AGM/EGM	Location	Time	No. of Special Resolution
07-09-2023	AGM	Through video conferencing (VC) and other audio-visual means (OAVM)	11.00 am	2
12-08-2022	AGM	Through video conferencing (VC) and other audio-visual means (OAVM)	11.30 am	3
17-09-2021	AGM	Through video conferencing (VC) and other audio-visual means (OAVM)	11.00 am	1

During the last year no business had been conducted through postal ballot.

9. DISCLOSURES:

- There was no transaction of material nature with the Promoters, Directors, Management, or their relatives during the financial Year of the Company, which could have potential conflict with the interests of the Company at large.
- During the last three years, there were no strictures or penalties imposed either by Securities and Exchange Board of India or the Stock Exchange or any regulatory authority for non-compliance of any matter related to the capital market.
- No personnel have been denied access to the Chairman or members of the Audit Committee. The mechanism of Whistle Blower Policy is in place.
- The Company is in Compliance with the mandatory Provisions of and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- Code of Business Conduct and Ethics for Board of Directors and Senior Management: The Company has in place the Code of Business Conduct and Ethics for Board of Directors and Senior Management (the Code) approved by the Board of Directors. The Code has been communicated to Directors and the members of the senior management.

f) Details of utilization of funds

During the year under review, there were no Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32(7A) of the Listing Regulations.

g) Fees paid to Statutory Auditors

The total fees incurred by the Bank and its subsidiaries on a consolidated basis, for services rendered by Statutory auditors and its affiliates entities, is given below:

Audit fees Rs. 1,60,000 : Statutory Certificates fees Rs. Nil

10. MEANS OF COMMUNICATION

- The financial results of all four quarters were published in The Free Press Journal and Navshakti dailies. These were not sent individually to the shareholders.
- The financial results or official news are displayed on the Company's website www.vbdesai.com
- There were no presentations made to the institutional investors or to the analysts
- The Management Discussion and Analysis Report forms a part of this Annual Report

11. GENERAL INFORMATION FOR SHAREHOLDERS

i	AGM: Date and Time	Friday, 13 th September, 2024 at 11.30 a.m
ii	Financial Year	1 st April 2023 - 31 st March, 2024
iii	Date of Book closure	09-09-2024 to 12-09-2024
iv	Dividend payment date	No dividend recommended.
v	Listing on Stock Exchange	BSE Limited (BSE) Annual Listing fees have been paid to the Stock Exchanges for the year 2024-25
vi	Stock Code	BSE Limited – 511110
vii	ISIN of the Company for dematerialisation	INE848D01018

V. B. Desai Financial Services Limited

Market price date and performance in comparison to BSE Sensex during each month in 2023 -2024 on BSE Limited

Month	High – Rs.	Low – Rs.	BSE Sensex
April 2023	11.50	8.21	61112.44
May 2023	10.90	8.26	62622.24
June 2023	10.34	7.80	64718.56
July 2023	10.68	7.61	66527.67
August 2023	11.02	8.70	64831.41
September 2023	11.90	9.06	65828.41
October 2023	10.80	9.08	63874.93
November 2023	13.06	8.89	66988.44
December 2023	15.57	10.90	72240.26
January 2024	17.92	13.80	71752.11
February 2024	20.87	14.42	72500.30
March 2024	17.90	13.27	73651.35

Registrars & Transfer Agents Purva

Sharegistry (India) Pvt. Ltd. 9, Shiv

Shakti Industrial Estate,

J.R. Boricha Marg, Lower Parel (East), Mumbai – 400 011.

Tel: 022-23016761/ 23018261; Email: support@purvashare.com; website: www.purvashare.com

Share Transfer System

All requests received for transfer of shares in physical form are processed by the Registrar and Transfer Agents and are approved by Stakeholders' Grievance Committee (earlier Share Transfer Committee). The share transfers are registered and returned within 15 days from the date of receipt, subject to documents being valid and complete in all respects.

Distribution of shareholding as on 31st March 2024

No. of Equity Shares Held	No. of Shareholders	No. of Shares	% Total
1 – 500	2633	166336	3.67
501 - 1000	710	124424	2.75
1001 - 2000	958	310622	6.86
2001 - 3000	289	230867	5.1
3001 - 4000	253	575738	12.72
4001 - 5000	54	389685	8.61
5001 - 10000	35	1075968	23.76
10001 and above	6	1654250	36.53
TOTAL	4,938	4527890	100.00

Shareholding pattern as on 31st March 2024

SR. NO	CATEGORY	NO. OF SHARES HELD	% OF SHARE-HOLDING
1.	Promoters Holding -Indian Promoters and Persons Acting in concert	1913765	42.27
2.	Mutual Funds	--	--
3.	Banks & Financial Institutions/FPI	50316	1.11
4.	Bodies Corporates/LLP	102339	2.26
5.	NRIs/OCBs	9686	0.21
6.	Clearing Members	6712	0.15
7.	Hindu Undivided Family	103888	2.29
8.	Indian Public	2341184	51.71
	TOTAL	4527890	100.00

Dematerialization of shares

As on 31st March 2024, 91.80% of the Company's total shares represented by 41,56,671 shares were held in dematerialized form.

V. B. Desai Financial Services Limited

Outstanding GDR/Warrants/ Convertible Instruments: The Company has no outstanding GDR/ Warrants/ Convertible Instruments.

Address for correspondence

V.B. Desai Financial Services Limited
Cama Building, 1st Floor 24/26, Dalal Street, Fort, Mumbai – 400 001. Tel: 022-40770777; email: investor@vbdesai.com

On behalf of the Board of Directors

Pradip R. Shroff
Managing Director

ANNEXURE TO CORPORATE GOVERNANCE REPORT

Declaration regarding affirmation of Code of Conduct

In terms of the requirements of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to confirm that all the members of the Board and the senior management personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2024.

Place: Mumbai
Dated: July 25, 2024

Pradip R. Shroff
Managing Director

COMPLIANCE CERTIFICATE

[Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

The Board of Directors
V.B. Desai Financial Services Limited

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) these statements 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.
- B. 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.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that 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 the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee that there is no:
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) 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.

For V.B. Desai Financial Services Limited

Pradip R. Shroff Shashank S. Vijayakar
Managing Director Chief Financial Officer

Date: July 25, 2024

V. B. Desai Financial Services Limited

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

Management discussion and analysis of financial condition and results of operations include forward looking statements based on certain assumptions and expectations of future events. The Company cannot assure that these assumptions and expectations are accurate. Although the management has considered future risks as part of the discussions, future uncertainties are not limited to the management perceptions.

Securities and Exchange Board of India (SEBI) regulates capital market through the process of registering intermediaries and framing rules and regulations for each activity involving capital market functions. Your Company is one of the capital market intermediaries registered with SEBI as Category I Merchant Banker. The requirement of having trained personnel and infrastructure at various registered intermediaries is being implemented by SEBI which is helping the intermediaries to remain up-to-date in tune with global market conditions.

Industry structure and developments

The main activities of the Company are Merchant Banking and related activities. In the Merchant Banking activities, the Company mainly engaged in Company Share Valuation, ESOP Valuation, ESOP Advisory, assist in merger and acquisition, Due diligence of Alternative Investment Fund (AIF) Placement Memorandum, to act as Manager in Buy back of shares and in Acquisition, Takeover of Listed Companies and in Initial Public Offerings of SME companies. A positive economic and a conducive business and regulatory environment is expected to provide growth opportunities for Merchant Banking activities. The Company will continue to capitalize on Merchant Banking, Advisory Services and fund-raising opportunities by the growing economic needs of the industries.

Opportunities and Threats

A positive economic and a conducive business and regulatory environment is expected to provide growth opportunities for Merchant banking business. Your Company being a Financial Services Company (Merchant Banking and related activities), the Company seeks opportunities in Share Valuation, ESOP Valuation, ESOP Advisory, merger and acquisition, to act as Manager in Buy back of shares and in Acquisition, Takeover of Listed Companies and in Initial Public Offerings and in other capital market activities. The recent amendment in Rule 11UA allows Merchant Bankers to calculate the fair value of shares issued by unlisted companies for the purpose of Section 56(2)(viib). This will provide significant business opportunities for the Company.

Segment wise performance

The Company has one segment i.e Merchant Banking and related services; therefore, segment wise reporting has not given. The income of the Company comprises of fees received on advisory services, Merchant Banking activities, Valuation and ESOP Advisory, Due diligence of AIF Placement Memorandum.

Outlook

The financial services sector has shown rapid growth with an improvement in the economic environment. Company will continue to capitalize the growing economic opportunities and looks forward in view of the reposed confidence of Investors in the capital market. With strengthening of the economy and stable economic environment, the Indian capital market is expected to perform well. The management will continue to focus on Merchant Banking activities and Advisory Services and endeavor to deliver best solutions to the clients to their satisfaction.

Risk and Concerns

Risk is an integral part of the business. Today financial services companies operate in increasingly complex, competitive and continuously evolving legislative and regulatory environment due to increasing globalization, integration of world markets, newer and more complex products & transactions and an increasingly stringent regulatory framework. With its past long experience in financial service industry, dedicated and trained professionals the Company counter the threats to the best possible extent in its business operation.

Internal control system

The Company has a sound and adequate system of internal controls to monitor and control all the activities. The Company complies with all internal control policies and procedures as also other regulatory requirements.

Human resources

During the year under review there has been no material development on the Human Resource/Industrial Relations front during the year. The Company places significant importance to its human capital. The Company's focus is on recruitment of good talent and retention of the talent pool. The Company commends the commitment, dedication and competence shown by its employees in all aspects of business.

V. B. Desai Financial Services Limited

Analysis of Financial Conditions and Results of Operations and Review

The Financial Statements have been prepared in accordance with the requirements of the Act, Indian Generally Accepted Principles (Indian GAAP) and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India. The Management believes that it has been objective and prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

Financial performance and operational review: (Rs. In lakhs)

	2023-24	2022-23
Total Income	330.13	276.92
Total Expenses	268.20	232.51
Profit before tax and exceptional items	61.93	44.41
Taxe expenses	15.21	13.44
Profit after tax	46.72	30.97
Other Comprehensive Income / (Loss)	--	--
Net Profit	46.72	30.97
Earnings per share (Basic)	1.03	0.68

Key Financial Ratios

Ratio	Basis of Ratio	Ratio Current Year	Ratio Previous Year	Variance %	Reason for major variance
Debt Turnover Ratio	Net credit sales/ accounts receivable	10.40	8.28	2.12	Better realization
Interest coverage Ratio	Earnings before Interest and Tax/ interest on debt	NA	NA	NA	NA
Current Ratio	Current Asset/ Current Liabilities	1.85	1.60	0.25	Current assets increased
Debt Equity Ratio	Total Debt/Shareholder's Equity	NA	NA	NA	NA
Operating Profit Margin Ratio %	Gross Profit/ sales	19.85	17.87	1.98	Better margin
Net Profit Margin Ratio %	Net profit/ sales	14.98	12.46	2.52	Improved margin
Return on Net Worth Ratio	Net Profit after Tax/ Average Shareholder's Fund	4.07	2.81	1.26	Improved margin

Cautionary statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Investors are advised to exercise due care and caution while interpreting these statements.

On behalf of the Board of Directors

PLACE: MUMBAI
DATE : July 25, 2024

Samir R. Dedhia
Chairman

V. B. Desai Financial Services Limited

INDEPENDENT AUDITOR'S REPORT

To the Members of V. B. Desai Financial Services Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of V. B. Desai Financial Services Limited ("the Company") which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards(Ind AS) specified under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and Profit including Other Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of financial statement in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statement.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. Based on the circumstances and facts of the Audit, there are no key audit matters to be reported.

Information Other than the Financial Statements and Auditor's Report thereon

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive Income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the

V. B. Desai Financial Services Limited

Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 Standards on Auditing 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 Standards on Auditing, 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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.
- 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone 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.

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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 Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The financial statements dealt with by this report are in agreement with the books of accounts.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors of the Company as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provision of and limits laid down under Section 197 read with Schedule V to the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. We are informed that the company did not have any pending derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

V. B. Desai Financial Services Limited

b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has neither declared nor paid the dividend during the year.

- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For N. S. Shetty & Co.
Chartered Accountants
FR No. : 0110101W

Rohit Shetty
Partner
M. No. 135463
Place: Mumbai
Date: 21st May 2024

V. B. Desai Financial Services Limited

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)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) In respect of the Company's Property, Plant and Equipment and intangible assets:
- a. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company didn't have any intangible assets.
 - b. The Company has a regular programme of physical verification of its Property, Plant and Equipment by which Property, Plant and Equipment are verified. Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification.
 - c. On the basis of our examination of the records of the Company, the Company does not own any immovable property, hence paragraph 3(i)(c) of the Order is not applicable.
 - d. The Company has not revalued its property, plant and equipment or intangible assets during the year.
 - e. No proceedings initiated or pending against the company for holding any benami property under Benami Transaction (prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) The inventories of shares/stock lying in physical form, have been verified by the management at reasonable interval. The Company is maintaining proper records of inventories (securities). No material discrepancy was noticed between physical verification of stocks and book records. No physical verification is required in case of shares/stocks held in demat form by the Company.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company has made investment in, companies, firms, limited liability partnership and granted unsecured loans to other parties, during the year, in respect of which:
- a) During the year, the Company has given additional loan to Company is as follows:
 - Additional amount granted/provided during the year to Company – Rs. NIL
 - Balance outstanding as at the balance sheet date in respect of the loan granted during the year – Rs. NIL
 - b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.
 - c) The Company has not granted loans during the year to companies, firms, Limited Liability Partnerships or any other parties.
 - d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
 - e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
 - f) The Company has granted loans repayable on demand to companies. Of these following are the details of the aggregate amount of loans granted to promoters or related parties as defined in clause (76) of Section 2 of the Companies Act, 2013:
 - Aggregate amount of loan repayable on demand granted to Company – Rs. 97.04 Lakhs
 - % of loan to total loan – 54.81%

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- (iv) There are no transactions as referred to in section 185 of the Act. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act with respect to the loans and investments made to the extent applicable.
- (v) The Company has not accepted any deposits within the meaning from section 73 to 76 of the Act and the companies (Acceptance of Deposit) Rules 2014 (as amended) during the year. Hence, paragraph 3(v) of the Order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Hence, paragraph 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has generally been regular in depositing with the appropriate authorities undisputed dues, including provident fund, employees' state insurance, income-tax, sales tax, service tax, customs duty, excise duty, goods and service tax, value added tax, cess and other material statutory dues as applicable to it and there were no such dues outstanding as at 31st March, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, service tax, custom duty, excise duty, goods and service tax and value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) The Company neither availed any loans or borrowings nor declared as wilful defaulter by any financial institution, banks, government or debenture holders during the year. Accordingly, clause 3(ix) of the Order is not applicable.
- (x) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and not availed any term loans from banks or financial institutions during the year. Hence reporting under clause 3 (x) of the order is not applicable to the company.
- (xi) (a) No material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (b) No report sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4.
- (c) As informed to us, the Company didn't receive any complaints from whistle-blower.
- (xii) The Company is not a nidhi company. Hence, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties 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 Ind AS.
- (xiv) (a) In our opinion, the Company has adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedure.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Hence, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Hence reporting under clause 3 (xvi) (a) to (d) of the order is not applicable to the company.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There is no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial

V. B. Desai Financial Services Limited

liabilities, other information accompanying the financial statements our knowledge of the Board of Directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not 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) The Company is exempt from complying with Sec.135 of Companies Act, 2013.

For N. S. Shetty & Co.
Chartered Accountants
FR No. : 0110101W

Rohit Shetty
Partner
M. No. 135463
Place: Mumbai
Date: 21st May 2024

Annexure - B TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of V. B. Desai Financial Services Limited ("the Company") as of March 31, 2024 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 Board of Directors of the Company 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

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

V. B. Desai Financial Services Limited

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 judgement, 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 internal financial controls system over financial reporting of the Company.

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.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For N. S. Shetty & Co.
Chartered Accountants
FR No. : 0110101W

Rohit Shetty
Partner
M. No. 135463
Place: Mumbai
Date: 21st May 2024

V. B. Desai Financial Services Limited

Balance Sheet As At 31st March, 2024

Particulars	Note No.	As at 31st March, 2024 Rs. In lakhs	As at 31st March, 2023 Rs. In lakhs
ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipment	1	0.29	0.42
(b) Financial Assets			
(i) Investments	2	867.40	867.09
(ii) Loans	3	177.04	177.51
(iii) Other Financial Assets	4	21.42	5.80
(c) Deferred Tax Assets (Net)	5	9.56	8.99
(d) Other Non-Current Assets	6	13.79	13.24
Total Non-Current Assets		1089.50	1073.05
Current Assets			
(a) Financial Assets			
(i) Securities for trade	8	1.49	1.06
(ii) Trade receivables	9	43.23	37.94
(iii) Cash and Cash equivalents	10	2020	7.14
(iv) Bank Balances other than (iii) above	11	20.20	0.90
(v) Other Financial Assets	4	39.58	30.40
(c) Other Current Assets	7	4.55	7.54
Total Current Assets		129.25	84.98
Total Assets		1218.75	1158.03
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11	453.81	453.81
(b) Other Equity	13	694.99	648.27
Total Equity		1148.80	1102.08
LIABILITIES			
Non-Current Liabilities			
(a) Provisions	14	-	3.02
Total Non-Current Liabilities		-	3.02
Current Liabilities			
(a) Financial Liabilities			
- Outstanding dues of MESE	15	-	-
- Outstanding dues other than MESE	15	31.52	21.44
(b) Other Current Liabilities	15	5.28	4.40
(c) Provisions	13	33.14	27.09
Total Current Liabilities		69.95	52.93
Total Equity and Liabilities		1218.75	1158.03
See accompanying notes forming part of the financial statements	23 to 33		

As per our attached Report of even date

For N. S. Shetty & Co.
Chartered Accountants
Firm Reg. No. 110101W

Rohit Shetty
Partner
Membership No. 135463

Place: Mumbai
Date: May 21, 2024

For and on behalf of the Board of Director

Samir R. Dedhia
Chairman 06864567

Hemendra Shroff
Director
00286509

Kamlesh M Gagavani
Company Secretary

Place: Mumbai
Date: May 21, 2024

Pradip R Shroff
Managing Director
00286291
Shashank S. Vijayakar
Chief Financial Officer

V. B. Desai Financial Services Limited

Statement of Profit and Loss for the period ended 31st March, 2024

Particulars	Note No.	For the year ended 31st March, 2024 Rs.	For the year ended 31st March, 2023 Rs.
Revenue From Operations	17	311.97	248.53
Other Income	18	18.16	28.39
Total Income		330.13	276.92
EXPENSES			
Employee Benefits Expense	19	47.19	46.18
Depreciation	20	0.13	0.82
Other Expenses	21	220.88	185.51
Total Expenses		268.20	232.51
Profit/(Loss) before exceptional items and tax		61.93	44.41
Exceptional Items		-	-
Profit before tax		61.93	44.41
Tax Expenses			
(i) Current Tax	22	16.50	930
(ii) Deferred Tax		(0.57)	2.32
(iii) Prior period Tax		(0.72)	1.82
Profit/(Loss) for the year after Tax		46.72	30.97
Other comprehensive income			
Items that may not be reclassified to the statement Profit or Loss			
Remeasurement of defined benefit plan		-	-
Income Tax relating to items that may not be reclassified to the statement of Profit & Loss		-	-
Total other Comprehensive Income, net of Tax		-	-
Total comprehensive income for the year		46.72	30.97
(XVI) Earnings per equity share (for continuing operation)			
(i) Basic		1.03	0.68
(ii) Diluted		1.03	0.68
See accompanying notes forming part of the financial statements	23 to 33		

As per our attached Report of even date

For N. S. Shetty & Co.
Chartered Accountants

Firm Reg. No. 110101W
Rohit Shetty
Partner
Membership No. 135463

Place: Mumbai
Date: May 21, 2024

For and on behalf of the Board of Directors

Samir R. Dedhia
Chairman
06864567

Hemendra Shroff
Director
00286509

Kamlesh M Gagavani
Company Secretary

Place: Mumbai
Date: May 21, 2024

Pradip R Shroff
Managing Director
00286291

Shashank S. Vijayakar
Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2024

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
	Rs. In lakhs	Rs. In lakhs
A Cash Flow from Operating Activities		
Net Profit before Tax	61.93	44.41
Adjustments for :		
Depreciation	0.13	0.82
Interest on Income Tax Refund	(0.56)	(1.18)
Dividend Income	(0.02)	(0.01)
Profit on Sale of Investments	(0.75)	(13.20)
	<u>(1.19)</u>	<u>(13.57)</u>
Operating Profit before Working Capital Changes	60.74	30.83
Adjustments for :		
(Increase)/Decrease in Trade Receivables	(5.29)	(11.23)
(Increase)/Decrease in Loans and Advances & Other Current and Non-Current Assets	(21.34)	(25.40)
Increase/(Decrease) in Liabilities & Provisions	14.01	(3.07)
	<u>(12.62)</u>	<u>(39.70)</u>
	48.11	(8.87)
Income Tax Paid	(15.78)	(3.88)
Net Cash flow from Operating Activities (A)	<u>32.34</u>	<u>(12.74)</u>
B Cash Flow from Investing Activities		
Purchase of Investments/Stock in trade	-	(541.70)
Purchase of property, plant and equipments	-	(0.42)
	0.02	0.01
Dividend Income	-	541.70
Sale of Investments	0.02	(0.41)
Net Cash flow from Investing Activities (B)	<u>-</u>	<u>-</u>
C Cash Flow from Financing Activities		
Net Cash flow from Financing Activities (C)	<u>-</u>	<u>-</u>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	32.36	(13.16)
Cash & Cash Equivalents at the beginning of the year	8.04	21.20
Cash & Cash Equivalents at the end of the year	40.40	8.04

As per our attached Report of even date

For N. S. Shetty & Co.
Chartered Accountants

Firm Reg. No. 110101W

Rohit Shetty
Partner
Membership No. 135463

Place: Mumbai
Date: May 21, 2024

For and on behalf of the Board of Directors

Samir R. Dedhia
Chairman
06864567

Hemendra Shroff
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00286509

Kamlesh M Gagavani
Company Secretary

Place: Mumbai
Date: May 21, 2024

Pradip R Shroff
Managing Director
00286291

Shashank S. Vijayakar
Chief Financial Officer

V. B. Desai Financial Services Limited

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024 (Also refer Note 12)

A Equity Share Capital (also refer note 12)

Particulars	Rs. In Lakhs
	Total Equity share capital
As at April 01, 2022	453.81
Changes in equity share capital	-
As at March 31, 2023	453.81
Changes in equity share capital	-
As at March 31, 2024	453.81

B Other Equity (also refer note 13)

Particulars	Reserves and Surplus		
	Securities Premium Account	Retained Earnings	Total
Balance as at April 01, 2022	212.91	404.39	617.30
Changes during the year	-	-	-
Premium on shares issued during the year	-	-	-
Profit for the year	-	30.97	30.97
Other Comprehensive income/(loss) for the year, net of tax	-	-	-
Balance as at March 31, 2023	212.91	435.36	648.27
Changes during the year	-	-	-
Premium on shares issued during the year	-	-	-
Profit for the year	-	46.72	46.72
Other Comprehensive income/(loss) for the year, net of tax	-	-	-
Balance as at March 31, 2024	212.91	482.08	694.99

Description of Reserve:

Securities Premium Account:

The amount received in excess of the par value of equity shares has been classified as securities premium.

Retained Earnings

Retained earnings represent the amount of accumulated earnings of the Company.

As per our attached report of even date

For and on behalf of the Board of Directors

For N. S. Shetty & Co.
Chartered Accountants
Firm Reg. No. 110101W

Samir R. Dedhia
Chairman
06864567

Pradip R Shroff
Managing Director
00286291

Rohit Shetty
Partner
Membership No. 135463

Hemendra Shroff
Director
00286509

Shashank S. Vijayakar
Chief Financial Officer

Kamlesh M Gagavani
Company Secretary

Place: Mumbai

Place: Mumbai

Date: May 21, 2024

Date: May 21, 2024

V. B. Desai Financial Services Limited

CORPORATE INFORMATION

The Company was incorporated in the year 1985 and came out with Maiden Public Issue of Equity Shares at par in the year 1986. The Company had managed number of Public / Rights Issue of Equity / Debt of Corporates even during the period when Controller of Capital Issue (CCI) was in existence. The Company is Registered Category - I Merchant Banker with Securities and Exchange Board of India (SEBI). The Shares of the Company are Listed on Bombay Stock Exchange (BSE) since 1986. The Company is actively engaged in the Management of IPOs of SME as well as on the Main Stock Exchange (BSE). The main focus of activities of the company includes Consultancy and Valuation.

SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31ST MARCH, 2024

A. Basis of Preparation of Financial Statements

The financial statements have been prepared on the historical cost basis except for following assets and liabilities which have been measured at fair value amount:

- i) Certain Financial Assets and Liabilities i.e. Inventories and Investments.
- ii) Defined benefit plans

B. Property, Plant & Equipment and Depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses if any. Depreciation on property, plant and equipment is provided on straight line method based on useful life of assets as prescribed in Schedule II to the Companies Act, 2013.

C. Leases

Leases are classified as finance leases whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

D. Inventories (Securities)

Items of inventories (securities) are measured at lower of cost and net realisable value.

E. Impairment of Non-Financial Assets - Property, Plant and Equipment

Property, plant and equipment with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Profit and Loss. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

F. Foreign Currency Transactions

The functional currency is Indian rupee (Rs.) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

G. Investments

The Company has accounted its investments in unquoted equities at cost or at fair market value.

V. B. Desai Financial Services Limited

H. Revenue Recognition

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed. Interest income from a financial asset is recognised using effective interest rate method. Dividend income is accounted for when the right to receive it is established.

I. Employee Benefits

The Company's contribution to Provident fund is charged to the Statement of Profit and Loss. The Gratuity liability, which is a defined benefit plan, there is an adequate provision for the same in the Books of Accounts as per the Management view as on balance sheet date, hence no actuarial valuation has been carried out and no provision has been made accordingly. Re-measurement of defined benefit plans in respect of post-employment if any are charged to the Other Comprehensive Income. Employees are entitled to avail leave instead of leave encashment.

J. Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

K. Accounting for Taxes on Income

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date. Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

L. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs. Contingent liabilities are recognised only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

M. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions as described below that affect the reported amounts and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Assumptions

The cost of the defined benefit plans and the present value of the defined benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future.

Estimates

The estimates used by the company to present the amount in accordance with Ind AS reflect conditions as at the March 31, 2024.

V. B. Desai Financial Services Limited

Notes forming part of the financial statements for the year ended 31st March, 2024

Rs. In Lakhs

Particulars	Computer	Total
GROSS BLOCK		
As at April 01, 2022	2.05	2.05
Additions	0.42	0.42
Deletions	-	-
As at March 31, 2023	2.47	2.47
Additions	--	--
Deletions		
As at March 31, 2024	2.47	2.47
ACCUMULATED DEPRECIATION		
As at March 31, 2022	1.95	1.95
Charge for the year	0.10	0.10
Deductions	--	--
As at March 31, 2023	2.05	2.05
Charge for the year	0.13	0.13
Deductions	--	--
As at March 31, 2024	2.19	2.19
NET BLOCK		
As at March 31, 2022	0.10	0.10
As at March 31, 2023	0.42	0.42
As at March 31, 2023	0.29	0.29

V. B. Desai Financial Services Limited

Notes forming part of the financial statements for the year ended 31st March, 2024

2. Investments	Face Value	As at 31st March 2024		As at 31st March 2023	
		No. of Shares	Value of shares	No. of Shares	Value of shares
			Rs. In Lakhs		Rs. In Lakhs
Unquoted Equity Shares of Other Companies Measured at FVTPL					
Essar Steel Ltd.	10	-	-	172	-
Imperial Spirits Ltd.	10	-	-	24,900	-
Total of Unquoted Equity Shares			-		506.13
Mutual Funds		No. of Units		No. of Units	
UTI Master Share (Measured at Cost)		566	0.53	566	0.22
HDFC Cash Management (FVTPL)		334.018	0.18	334.018	0.17
Total of Unquoted Mutual Funds			0.70		0.39
Un-Quoted Preference Shares of Other Companies Measured at Cost					
Deep Industrial Finance Ltd.	1,000	17,300	173.00	17,300	173.00
Mahimna Mercantile Credits Ltd.	1,000	13,370	133.70	13,370	133.70
Neptune Steel Strips Ltd.	1,000	8,900	89.00	8,900	89.00
Traitrya Construction Finance Ltd.	1,000	10,400	104.00	10,400	104.00
Valuecorp Securities & Fin. Ltd.	1,000	13,400	134.00	13,400	134.00
Vishvakarma Equipment Fin. (I) Ltd.	1,000	9,400	94.00	9,400	94.00
Pearl Housing Finance Ltd.	1,000	3,400	34.00	3,400	34.00
Shriyam Auto-Fin Ltd.	1,000	10,500	105.00	10,500	105.00
Total of Unquoted Preference Shares			866.70		866.70
Total of Unquoted Securities			867.40		867.09

V. B. Desai Financial Services Limited

Notes forming part of the financial statements for the year ended 31st March, 2024

Particulars	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
1. Loans and Advances		
(Unsecured, Considered Good)		
(i) Non-current		
Other Loans		
Inter Corporate Deposit	177.04	177.04
	--	0.47
Total	177.04	177.51
(ii) Current		
(Unsecured, Considered Good)		
	-	-
Total	-	-
 4. Other Financial Assets		
(i) Non-current		
(Unsecured, Considered Good)		
Security Deposits	0.05	0.05
In Deposit Account with maturity of more than 12 months	21.37	5.75
Total	21.42	5.80
(ii) Current		
(Unsecured, Considered Good)		
Interest Accrued on Deposits	39.58	30.40
Total	39.59	30.40
 5. Deferred Tax Assets		
Provision for Gratuity	8.28	7.53
Related to Fixed Assets	1.28	1.46
Total	9.56	8.99

V. B. Desai Financial Services Limited

Notes forming part of the financial statements for the year ended 31st March, 2024

Particulars	As at	
	31st March, 2024 Rs. In Lakhs	31st March, 2023 Rs. In Lakhs
6. Tax Assets (Net)		
Opening Balance	13.23	19.30
Add: Taxes paid during the year	30.29	22.53
Less: Provisions made during the year	16.50	9.30
Add/(Less): Refund/ adjustments during the year	13.23	19.30
Total	13.79	13.23
7. Other Current Assets (Unsecured, Considered Good)		
Prepaid Expenses	4.42	7.54
Balances with Govt. Authorities (GST)	0.13	--
Total	4.55	7.54

8. Securities for Trade

Particulars	Face Value	As at 31st March 2024		As at 31st March 2023	
		No. of Shares	Value of shares (Rs. In lakhs)	No. of Shares	Value of shares (Rs. In lakhs)
At Fair Value through Profit and Loss Quoted					
1. Equity Shares					
Ugro Capital Ltd. (Chokani Securities Ltd)	10	248	0.54	248	0.36
Mafatal Spg. & Wvg. Co.Ltd.	10	1	0.00	1	0.00
Reliance Indus. Infrastructure Ltd.	10	20	0.26	20	0.16
Reliance Power Ltd	10	125	0.04	125	0.01
Sika Interplant System Ltd.	10	3	0.05	3	0.02
Sunraj Diamond Exports Ltd.	10	500	0.04	500	0.03
			0.93		0.58
2. Mutual Funds					
Nippon India Mutual Fund	10	1000	0.57	1000	0.48
			0.57		0.48
Total of Quoted Securities			1.49		1.06

9. Trade Receivables

Current – Unsecured (For Ageing Refer Note No. 23)

Trade receivables considered Good	43.23	37.94
Trade receivables which have significant increase in Credit Risk	-	-
Trade receivables - credit impaired	17.51	17.51
Less: Provision for Doubtful Trade Receivables	(17.51)	(17.51)
Total	43.23	37.94

The credit period ranges from 15 days to 180 days.

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director, or a member.

Notes forming part of the financial statements for the year ended 31st March, 2024

Particulars	As at 31st March, 2024 Rs.in Lakhs	As at 31st March, 2023 Rs.in Lakhs
10. Cash and Cash Equivalents		
Cash on Hand	4.74	4.14
Balances with Banks in Current Accounts	15.45	3.00
Total	20.20	7.14
11. Other Bank Balances		
in Margin Accounts against Bank Guarantee	0.90	0.86
in Bank Deposit account with maturity less than 12 months	19.25	--
Total	20.20	0.86
12. Equity Share Capital		
Authorised		
50,00,000 (50,00,000) Equity Shares of Rs. 10/- each with voting rights	500.00	500.00
Total	500.00	500.00
Issued		
45,46,200 (45,46,200) Equity Shares of ` 10/- each fully paid up with voting rights	454.62	454.62
Total	454.62	454.62
Subscribed & Paid up		
45,27,890 (45,27,890) Equity Shares of ` 10/- each fully paid up with voting rights	452.79	452.79
Add: 18,310 (18,310) Forfeited Equity Shares	1.02	1.02
Total	453.81	453.81
Details of Forfeited Shares :		
Amount originally paid up – Class of Shares		
18,310 (18,310) Equity Shares	1.02	1.02
12.1 The reconciliation of the no. of shares outstanding with voting rights is set out below		
Particulars	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	45,27,890	45,27,890
Add : Shares issued	-	-
Less : Shares Bought Back	-	-
Equity Shares at the end of the year	45,27,890	45,27,890

12.2 The details of Shareholders holding more than 5% shares with voting rights:

Name of the Shareholder	As at 31st March, 2024		As at 31st March, 2023	
	No. of Shares	% held	No. of Shares	% held
Desai Investments Pvt. Ltd.	771,607	17.04	771,607	17.04
Mrs. Dharati J. Shroff	261,041	5.77	261,041	5.77

12.3 The details of Equity Shares held by Promoters:

Name of the Shareholder	No. of Shares	% held	No. of Shares	% held
Desai Investments Pvt. Ltd.	771,607	17.04	771,607	17.04
Mrs. Dharati J. Shroff	261,041	5.77	261,041	5.77
Mr. Pradip R. Shroff	4,252	0.00	4,252	0.00

12.4 Terms/ rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes forming part of the financial statements for the year ended 31st March, 2024

Particulars	As at 31st March, 2024 Rs.in Lakhs	As at 31st March, 2023 Rs.in Lakhs
13. Other Equity		
Securities Premium		
Premium received on equity shares issued are recognised in the Securities premium account.		
Balance as per last Balance Sheet	212.91	212.91
	<u>212.91</u>	<u>212.91</u>
Retained Earnings		
Opening Balance	435.36	404.39
Add: Profit for the year including Other Comprehensive Income	46.72	30.97
	<u>482.08</u>	<u>435.36</u>
Total	694.99	648.27
14. Provisions		
Non-Current		
Provision for employee benefits		
Provision for Gratuity	--	3.02
	<u>--</u>	<u>3.02</u>
Current		
Provision for employee benefits		
Provision for Gratuity	33.14	27.09
	<u>33.14</u>	<u>27.09</u>
15. Trade Payable		
(For Ageing refer Note No. 24)		
Outstanding dues of MESE	-	-
Others		
(Refer Note below)	31.52	21.44
	<u>31.52</u>	<u>21.44</u>
	31.52	21.44
The company does not possess information about the micro, small and medium enterprises, as defined in the Micro, Small and Medium Enterprises Act, 2006 to whom the company owes and accordingly no additional disclosures have been made.		
16. Other Current Liabilities		
Others		
Statutory Dues	5.29	4.40
	<u>5.29</u>	<u>4.40</u>
Total	5.29	4.40

Notes forming part of the financial statements for the year ended 31st March, 2024

Particulars	For the Year Ended 31st March, 2024 Rs.in Lakhs	For the Year Ended 31st March, 2023 Rs.in Lakhs
17. Revenue from Operations		
(a) Sale of Services	311.97	248.53
Total	311.97	248.53
18. Other Income		
(a) Interest on Income Tax Refund	0.56	1.18
(b) Interest on Deposits	16.75	13.72
(c) Dividend	0.02	0.01
(d) Profit on sale of Shares	--	7.97
(e) Gains on Investment carried at fair value through statement of Profit & Loss	0.75	5.24
(f) Credit & Debit Balances (Nett written back)	0.08	--
(g) Credit & Debit Balances (Nett written back)	--	0.28
Total	18.16	28.40
19. Employee Benefits Expense		
Salaries	34.75	34.59
Contribution to Provident & Other Funds	3.74	3.78
Bonus	2.12	1.92
Gratuity	3.03	1.99
Staff Welfare Expenses	3.52	3.90
Total	47.19	46.18

19.1. Employee Benefit

As per Indian Accounting Standard 19 "Employee Benefits", the disclosures as defined are given below.

Defined contribution plans:

The company has recognised the following amounts in the Statement of Profit and Loss for the period

Particulars	As at 31st March, 2024 Rs.in Lakhs	As at 31st March, 2023 Rs.in Lakhs
Contribution to Employees' Provident and other Funds	3.74	3.78
Total	3.74	3.78
Defined benefits plans:		
Gratuity		
Non-Funded status of the plan		
Present value of unfunded obligations	33.14	30.10
Present value of funded obligations	-	-
Fair value of plan assets	-	-
Net Liability (Asset)	33.14	30.10
Profit and loss account for current period		
Service cost:		
Current service cost	3.03	1.99
Past service cost and loss/ (gain) on curtailments and settlement	-	-
Net Interest cost	-	-
Total included in 'Employee Benefit Expenses'	3.03	1.99

Notes forming part of the financial statements for the year ended 31st March, 2024

Particulars	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs.in Lakhs
Other Comprehensive Income for the current period		
Components of actuarial gains/losses on obligations		
Due to Change in financial assumptions	-	-
Due to change in demographic assumption	-	-
Due to experience adjustments	-	-
Return on plan assets excluding amounts included in interest income	-	-
Amounts recognized in Other Comprehensive Income	-	-
Actuarial loss/ (gain) due to experience	-	-
Past service cost	-	-
Loss (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-	-
Closing Defined Benefit Obligation	-	-
Reconciliation of net defined benefit liability		
Particulars		
Net opening provision in books of accounts	30.10	39.42
Transfer in/(out) obligation	-	-
Transfer (in)/out plan assets	-	-
Employee Benefit Expense	3.03	1.99
Amounts recognized in Other Comprehensive Income	--	-
Benefits paid by the Company	-	(11.31)
Contributions to plan assets	-	-
Closing provision in books of accounts	33.14	30.10
Bifurcation of liability as per schedule III		
Particulars		
Current Liability*	33.14	27.09
Non-Current Liability	-	3.02
Net Liability	33.14	30.10

* The current liability is calculated as expected contributions for the next 12 months or the net liability whichever is lower.

Employee Benefits: The Company's contribution to Provident fund is charged to the Statement of Profit and Loss. The Gratuity liability, which is a defined benefit plan, there is a adequate provision for the same in the Books of Accounts as per the actuarial valuation as on balance sheet date, hence no provision has been made. Re-measurement of defined benefit plans in respect of post-employment if any are charged to the Other Comprehensive Income. Employees are entitled to avail leave instead of leave encashment.

Notes forming part of the financial statements for the year ended 31st March, 2024

Particulars	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. in Lakhs
Principle actuarial assumptions - <u>Particulars</u>		
Discount Rate	7.11%	7.29%
Salary Growth Rate	10%	10%
20. Depreciation and Amortisation Expenses		
Depreciation	0.13	0.82
Total	0.13	0.82
21. Other Expenses		
Repairs and maintenance - Others	1.67	1.44
Rates & Taxes	0.95	0.03
Communication	0.80	0.72
Director's Sitting fees	3.75	3.75
Printing and Stationery	1.21	1.33
Advertisement Expenses	0.62	0.69
Business Service Charges	0.70	0.51
Office Expenses	0.33	0.44
Legal and Professional	199.31	162.57
Payments to Auditors (Refer Note below)	1.60	1.60
Membership and Subscription	0.55	3.11
Registration Fees	3.02	3.08
Listing Fees	3.25	3.00
Miscellaneous Expenses	3.12	3.24
Total	220.88	185.51
Payments to the auditors comprises (net of service tax input credit, where applicable):		
As Auditors - Statutory Audit	1.60	1.60
Total	1.60	1.60
22. Income Tax Recognised in Profit or Loss		
Current Tax	16.50	9.30
Adjustments in respect of Current Income Tax of Prior Years	0.72	1.82
Total	17.22	11.12

23. Ageing for trade receivable billed - current outstanding as at March 31, 2024 is as follows: (Rs. in lakhs)

Particulars	Outstanding for following periods from date of transaction						Total
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables - considered good	-	41.07	2.16	-	-	-	43.23
Undisputed trade receivable – which have significant increased in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable - credit impaired	-	-	-	-	-	17.51	17.51
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivable which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivable – credit impaired	-	-	-	-	-	-	-
	-	41.07	2.16	-	-	17.51	60.74
Less: Allowance for trade receivables- credit impaired	-	-	-	-	-	(17.51)	(17.51)
Net Receivable	-	41.07	2.16	-	-	-	43.23

V. B. Desai Financial Services Limited

Ageing for trade receivable billed - current outstanding as at March 31, 2024 is as follows:

(Rs. in lakhs)

Particulars	Not Due	Outstanding for following periods from date of transaction					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables – considered good	-	36.36	1.58	-	-	-	37.94
Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivable – credit impaired	-	-	-	-	-	17.51	17.51
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-
	-	36.36	1.58	-	-	17.51	55.45
Less: Allowance for trade receivables – credit impaired	-	-	-	-	-	(17.51)	(17.51)
Net Receivable	-	36.36	1.58	-	-	-	37.94

24. Trade payables

(in lakhs)

Particulars	Not Due	Outstanding for following periods from date of transaction				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade payables	-	-	-	-	-	-
MSME	-	-	-	-	-	-
Others	-	31.52	-	-	-	31.52
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Accrued Expenses	-	31.52	-	-	-	31.52
						-
						31.52

Trade payables

(in lakhs)

Particulars	Not Due	Outstanding for following periods from date of transaction				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Trade payables	-	-	-	-	-	-
MSME	-	-	-	-	-	-
Others	-	21.44	-	-	-	21.44
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Accrued Expenses	-	21.44	-	-	-	21.44
						-
						21.44

Additional Regulatory Information
25. Ratio

Particulars	Numerator	Denominator	Current year	Previous year	Variance	Reason for variance more than 25%
Current ratio (in times)	Total current assets	Total current liabilities	1.85	1.61	15.07%	
Debt - Equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	N.A.	N.A.	N.A.	-
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non - cash operating expenses + interest + other non – cash adjustments	Debt Service = Interest and lease payments + Principal repayments	N.A.	N.A.	N.A.	-
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	4.15	3.40	22.10%	
Trade receivable turnover ratio (In times)	Revenue from operations	Average trade receivables	7.69	12.07	-36.33%	
Trade payables turnover ratio (in times)	other expenses	Average trade payables	8.34	12.86	-35.15%	
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	6.83	5.69	20.08%	Due to increase in the current liability and reduction in revenue from operations.
Net Profit ratio (in %)	Profit for the year	Revenue from operations	14.98	12.46	20.17%	
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth - Deferred tax assets	5.44	4.06	33.81%	
Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	0.00	0.00	0.00%	-

V. B. Desai Financial Services Limited

Notes forming part of the financial statements for the year ended 31st March, 2024

Particulars	For the Year Ended 31st March, 2024 Rs.in Lakhs	For the Year Ended 31st March, 2023 Rs.in Lakhs
25. Earnings per share		
<u>Basic</u>		
Net profit for the year (Rs.)	46.72	30.97
Weighted average number of equity shares (Nos.)	4527890	4527890
Par value per share (Rs.)	10.00	10.00
Earnings per share (Rs.)	1.03	0.68

26. Related Party Disclosures

As per Accounting Standard 24, the disclosures of transactions with the related parties are given below:

Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel (KMP)	Mr. Pradip R. Shroff – Managing Director Mr. Shashank S. Vijayakar – Chief Financial Officer Mr. Kamlesh Gagavani – Company Secretary Mr. Jitendra R. Shroff - Director Mr. Hemendra J. Shroff - Director Mr. Manoj T. Shroff - Director
Enterprise in which KMP/ Relatives of KMP can exercise significant influence	Desai Investments Pvt. Ltd. Pearl Housing Finance India Ltd. Aarayaa Advisory Services Pvt. Ltd. VBD Capital Advisors Pvt. Ltd.
Relative of a Director	Raj Pradip Shroff HUF

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2024 and balances outstanding as at 31 March, 2024:

	(Rs. In Lakhs)			
	KMP	Enterprise in which KMP/ Relatives of KMP can exercise significant influence	Relatives of Directors	Total
Transactions during the year				
Sale of Non - Current Investments	-	-	-	-
	-	<i>22.00</i>	-	<i>22.00</i>
Remuneration	<i>18.52</i>	-	-	<i>18.52</i>
	<i>17.43</i>	-	-	<i>17.43</i>
Interest received	-	<i>9.73</i>	-	<i>9.73</i>
	-	<i>9.70</i>	-	<i>9.70</i>
Professional fees paid	-	<i>176.93</i>	<i>6.52</i>	<i>183.45</i>
	-	<i>126.32</i>	<i>14.84</i>	<i>141.16</i>
Director's Sitting fees paid	<i>1.28</i>	-	-	<i>1.28</i>
	<i>1.20</i>	-	-	<i>1.20</i>
<u>Balances outstanding at the end of the year</u>				
Net Loans and Advances given/(returned)	-	<i>97.04</i>	-	<i>97.04</i>
	-	<i>97.04</i>	-	<i>97.04</i>
Interest receivable on loans and advances given	-	<i>37.71</i>	-	<i>37.71</i>
	-	<i>28.95</i>	-	<i>28.95</i>

Note: Figures in Italics relates to the previous year

Notes forming part of the financial statements for the year ended 31st March, 2024

28. Earnings in Foreign Exchange

Particulars	(Rs. In lakhs)	
	For the year ended	For the year ended
	<u>31st March, 2024</u>	<u>31st March, 2023</u>
Professional fees	21.45	36.83

29. Segment Reporting

The Company has only one segment i.e. Merchant Banking and financial services, therefore segment wise reporting has not been given as required by Indian Accounting Standard (IND AS 108).

30. Adoption of New Income Tax Provision ie. Section 115BAA of Income Tax Act

The Company has elected an option of reduced income tax rate of 22% plus surcharge and cess available under section 115BAA which is made effective vide Taxation Laws (Amendment) Ordinance 2019 from assessment year beginning on or after the April 1, 2020.

31. Financial Risk Management

Financial risk factors

The Company's principal financial liabilities, comprises of trade and other payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalent, investments and short-term deposits that derive directly from its operations. The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Company's senior management oversees the management of these risks. Company's financial risk activities are governed by appropriate policies and procedures laid out by the senior management and financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Foreign currency risk

Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not a company's functional currency. Impact of the rate fluctuation is accounted in profit and loss.

Credit risk analysis

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk arising from cash and cash equivalent deposits with banks, trade receivables, investments and other financial assets. Credit risk has been managed by the company by establishing credit limits and creditworthiness of customers to which the company grants credit terms in the normal course of business. For banks and financial institutions, only high rated banks/institutions are accepted.

Customer credit risk is managed by each customer group subject to the Company's established policy, procedures and control relating to customer credit risk management. Trade Receivable has been managed by the Company by establishing credit limits and credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Provision on Trade receivable is calculated as per expected credit loss method (ECL) as per IND AS. ECL is calculated on the basis of average bad debts on turnover of 3 years i.e from 2015-16 to 2017-18. Such average % is moderated to align with current and future business, customers and risk profile. The provision determined as per policy for the year 2016-17 amounts to Rs.17,50,592/-. As there is adequate provision pre-existing in the books, it is not required to make any additional provision for the year. Further, it is also proposed to continue the same till the provision under IND AS exceeds the pre-existing provision in the books.

Classes of financial assets – carrying amounts:

Particulars	(Rs. In Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
Measured at Fair Value		
Investments - Non Current (Note 2)	867.40	867.09
Not Measured at Fair Value		
Loans - Non Current (Note 3)	177.04	177.51
Other financial assets- Non Current (Note 4)	21.42	5.80
Trade Receivable - Current (Note 9)	43.23	37.94
Other financial assets- Current (Note 4)	39.58	30.40
Cash and Cash Equivalents (Note 10)	20.19	7.14
Bank Balances other than above (Note 11)	20.20	0.90
Total	<u>1189.07</u>	<u>1126.78</u>

Classes of financial Liabilities – carrying amounts

Not Measured at Fair Value

Trade payables	31.52	21.44
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Notes forming part of the financial statements for the year ended 31st March, 2024

Liquidity risk analysis

Risk assessment

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. The Company has assets which are expected to be realised within 12 months Rs.110.00 lakhs as on March 2024 (as on March 2023 is Rs84.99 lakhs). The Company has liabilities which are expected to mature within 12 months Rs.66.91 lakhs as on March 2024 (as on March 2023 is Rs.52.93 lakhs). Hence Company had a working capital of Rs.43.09 lakhs as on March 2024 (as on March 2023 is Rs.32.06 lakhs).

Risk Management

Whenever working capital is required Company's Executive Directors provides funding to the Company.

Fair value hierarchy

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 – The fair value of financial instruments that are not traded in active market (for example, counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant Inputs is not based on observable market data (unobservable inputs), the instrument is included in level 3. This is case of the unlisted equity instruments included in level 3.

Capital management policies

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value and maintain an optimal capital structure to reduce the cost of capital. The Company monitors capital on the basis of the gearing ratio; Net debt (total borrowing net of cash and cash equivalents)/Total equity.

32. Transactions with Strike off companies

During the year, the Company does not have any transaction with the Strike off Companies, by the Ministry of Corporate Affairs.

33. Additional disclosure as required under schedule III of the Companies Act, 2013 is either NIL or Not Applicable. Accordingly, it is not reported.

If undelivered, please return to

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