



# SHALIBHADRA

## FINANCE LIMITED

CIN: L65923MH1992PLC064886

Corporate Office:

3, Kamat Industrial Estate,

396, Veer Savarkar Marg,

Opp. Siddhi Vinayak Temple,

Prabhadevi, Mumbai – 400 025

Phone: 022-2432 2993 / 022-2432 2994

022-2422 4575 / 022-2432 3005

E-mail: shalibhadra\_mum@yahoo.co.in

Date: 7<sup>th</sup> September, 2024

To,  
The Secretary,  
The Bombay Stock Exchange,  
Dalal Street,  
Mumbai – 400 001

**Sub: Submission of Annual Report for F.Y.2023-2024**

**Ref: Code No. 511754**

Dear Sir,

With reference to the above please find enclosed herewith Annual Report for the year ended 31<sup>st</sup> March 2024 along with the Notice Covering 33<sup>rd</sup> Annual General Meeting scheduled to be held Monday, 30<sup>th</sup> September, 2024 at 1 p.m. (IST), through Video Conferencing / other Audio Visual Means (“VC”/“OAVM”).

Kindly acknowledge the receipt of the same.

Thanking You,

For **SHALIBHADRA FINANCE LIMITED**

**MINESH M DOSHI**  
**MANAGING DIRECTOR**  
**DIN: 01032705**



**SHALIBHADRA**

FINANCE LIMITED

*Fulfilling Dreams*



**Annual Report  
2023-24**

# Our Growth Story

Asset under Management

134 crores

Total Income

33 crores

Net Profit after Tax

12 crores

Branches

47

Live customers

1,03,964

Return on Average Net Worth

13.68%

Capital Adequacy Ratio

70.22%

Gross Interest Spread (%)

13.62%

Total assets

158 crores

Net Worth

97 crores

EPS

17.88

Dividend %

12%

Total Income/Average  
Portfolio

25.57%

Expense to Avg. Portfolio  
Ratio

7.94%

PAT / Total Income

36.52%

# Inside the Report

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# Corporate Information

## Board of Directors

Mr Minesh Doshi	Managing Director
Mr Kamalkant Keswani	Independent Director
Dr. Falguni Doshi	Independent Director (Term ends on 30.9.24)
Mr. Govind Keswani	Independent Director (Appointed on 30.9.24)
Mr. Vatsal Doshi	Whole time director cum CFO
Mr. Ayushi Doshi	Director
Ms. Dhruvil Doshi	Director

## Registered Office

3, Kamat Industrial Estate,  
Opp. Siddhi Vinayak Temple,  
396, Veer Savarkar Marg,  
Prabhadevi,  
Mumbai 400 025.

Email: [shalibhadra\\_mum@yahoo.co.in](mailto:shalibhadra_mum@yahoo.co.in)  
Website: [www.shalibhadrafinance.com](http://www.shalibhadrafinance.com)

## Bankers

Bank of Maharashtra  
Bank of Baroda  
State Bank of India

## Auditors

M/s. Vora & Associates

Chartered Accountants  
(Firm Registration Number:  
111612W)

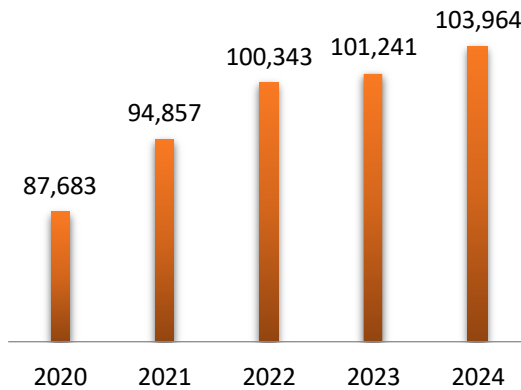
## Share Transfer Service

Link Intime India Pvt. Ltd  
C 101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai,  
Maharashtra, 400083

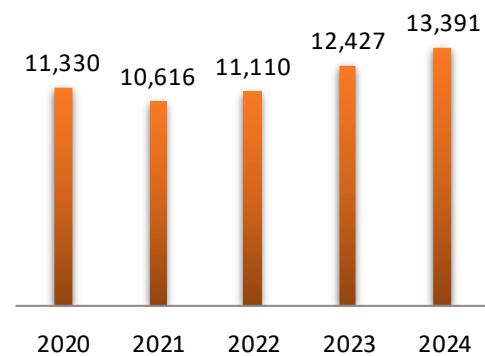
# Key Performance Indicators

During FY 23-24, Total Income was 32.78 crores and Net profit after Tax was 11.97 crores. Company continued to maintain a high capital adequacy of about 70.22% as against the mandatory regulatory requirement of 15%.

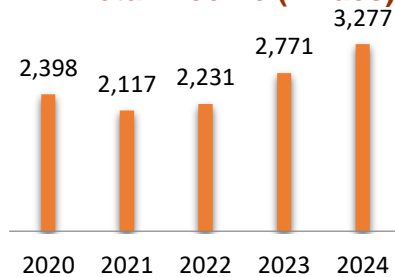
### Number of Live Customers



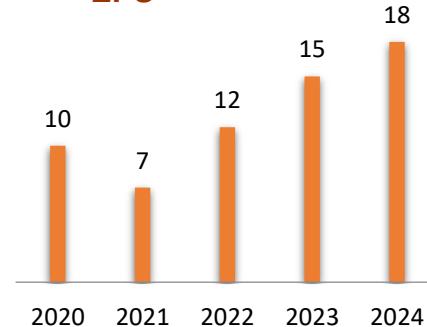
### AUM (in lacs)



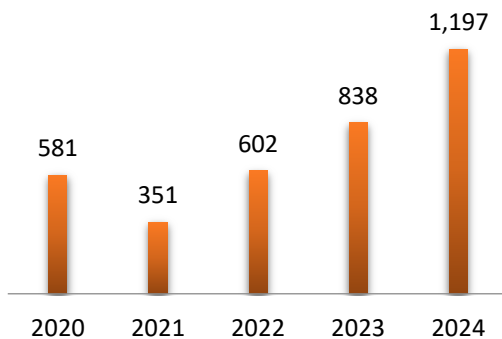
### Total Income (in lacs)



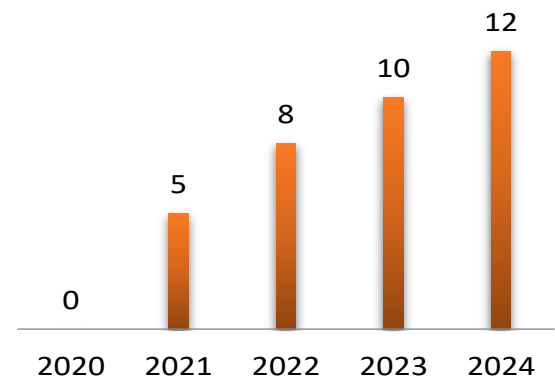
### EPS



### Net Profit After Tax (in lacs)

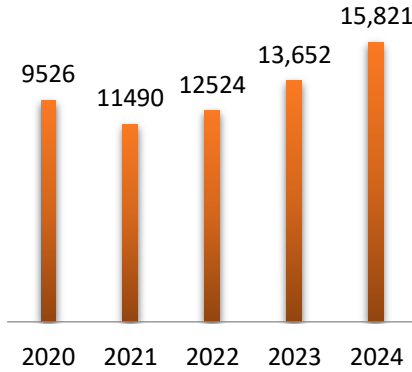


### Dividend %

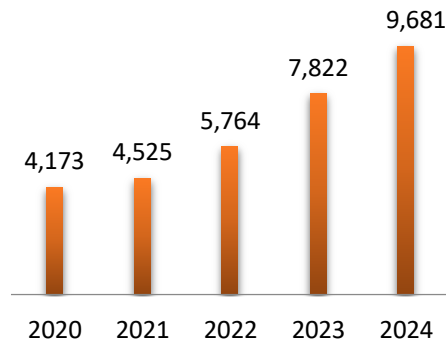


During FY 23-24, the portfolio reached 133 crores mark. Gross Interest spread was maintained at 13.62% and Return on Average Net worth at 13.68%

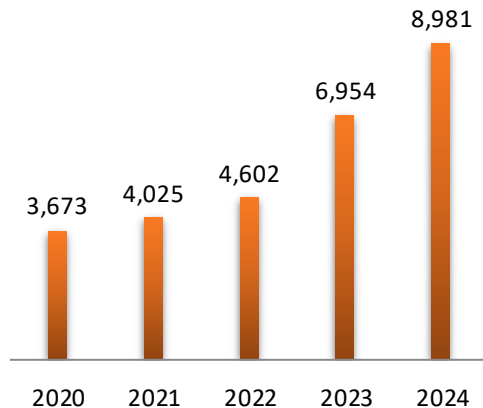
**Total Assets (in lacs)**



**Net Worth (in lacs)**



**Reserves & Surplus (in lacs)**



# The Shalibhadra Advantage

<p><b>Unique business model</b></p> 	<p><b>Quick disbursement</b></p> 	<p><b>Robust Credit assessment</b></p> 
<p><b>Focus on “Difficult to reach areas”</b></p> 	<p><b>Sufficient capital adequacy</b></p> 	<p><b>Leveraging technology</b></p> 
<p><b>Flexible repayment options</b></p> 	<p><b>100% cashless disbursements</b></p> 	<p><b>Strong workforce</b></p> 



## Discovering new geographies

With a network of 47 branches, we currently serve a total of 37 districts in the states of Gujarat, Maharashtra, Madhya Pradesh & Rajasthan. Such wide rural presence has enabled us to cater the diverse financial needs of our customers.

In FY 24-25, company is considering expansion into the state of Goa & Karnataka.

### Gujarat

- Ahmedabad
- Anand
- Bardoli
- Bharuch
- Bhavnagar
- Botad
- Dabhoi
- Dahod
- Halol
- Himmatnagar
- Junagadh
- Lunavada
- Mehsana
- Nadiad
- Navsari
- Rajkot
- Rajpipla
- Surat
- Vadodara
- Valsad
- Vapi
- Vyara

### Maharashtra

- Ahmednagar
- Alibaug
- Boisar
- Buldhana
- Dhule
- Jalgaon
- Kolhapur
- Mahad
- Malegaon
- Nandurbar
- Nashik
- Ratnagiri
- Sangamner
- Sangli
- Satara
- Shahapur
- Surgana

### Madhya Pradesh

- Burhanpur
- Dewas
- Harda
- Khandva
- Khargone
- Ratlam
- Ujjain

### Rajasthan

- Durgarpur



Easy and fast appraisal and disbursements makes Shalibhadra the preferred choice of its customers



Live customers

1,03,964

Growth in customer base

2.69%

## OUR VISION

To cater to the diverse financial needs of rural India

## OUR MISSION

To become leading NBFC serving rural & semi urban areas of western India by creating a sustainable & innovative business model meeting the needs of all our stakeholders

## 5 years at a glance

Particulars	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Estimated Assets Financed	1,33,91,47,870	12,47,19,068	1,11,10,77,738	1,06,15,63,742	1,13,30,72,579
Number of live contracts	1,03,964	1,01,241	1,00,343	94,857	87,683
Total Assets	1,58,21,88,997	1,36,52,32,183	1,19,45,04,502	1,11,95,51,253	1,25,24,83,744
Total Income	32,77,56,252	27,71,95,285	22,31,14,234	21,17,24,995	23,98,59,127
Profit before depreciation & tax	16,03,15,287	11,35,71,265	8,20,33,968	5,04,46,532	8,10,43,555
Depreciation	6,86,842	5,50,642	5,44,232	5,41,951	6,32,756
Profit Before Tax (PBT)	16,10,02,129	11,30,20,623	8,14,89,736	4,99,04,581	8,04,10,799
Profit After Tax (PAT)	11,97,02,129	8,38,10,623	6,02,35,844	3,51,47,599	5,80,61,384
Dividend %	12	10	8	5	0
Equity Share Capital	7,00,00,000	8,68,65,415	11,61,98,282	5,00,31,000	5,00,31,000
Reserves & Surplus	89,81,29,977	69,53,67,188	46,01,90,579	40,24,56,285	36,73,08,686
Net Worth	96,81,29,977	78,22,32,603	57,63,88,861	45,24,87,285	41,73,39,686
Branches	47	42	40	40	40
Earnings Per Share (EPS)	17.88	15.33	11.54	7.03	10.16

# Director's Report

Dear Members,

Your directors are delighted to present the 33<sup>rd</sup> Annual Report and the Audited financial statements of the company for the year ended March 31, 2024.

## Financial Results:

Particulars	Rs. in Lakhs		
	2023 - 24	2022 - 23	% Change
Business Income	3278	2772	18.25
<b>Profit before Interest, Depreciation &amp; Tax</b>	2267	1852	22.41
Less: Interest	650	716	-9.22
Depreciation	7	6	16.67
<b>Profit before tax</b>	1610	1130	42.48
Less: Provision for Income Tax	413	292	41.44
Less: Provision for Deferred Tax	0	0	-
<b>Profit after tax</b>	1197	838	42.84
Add: Balance brought forward from Previous Year	3151	2628	19.90
	4348	3466	25.45
<b>Less: Appropriations</b>			
Proposed Dividend			
Distribution Tax			
Transfer to / (from) General Reserve	120	100	20.00
Transfer to Special Reserve	240	175	37.14
<b>Balance carried to Balance Sheet</b>	4708	3151	49.41

\* Proposed dividend is not included in Annual accounts in compliance with Accounting Standards.

## Operations

During FY 23-24, Total Income was 32.78 crores and Net profit after Tax was 11.97 crores. During FY 23-24, the portfolio reached 133 crores mark.

## Outlook and Prospects:

Outlook & Prospect look very encouraging due to increase sale of new two wheelers.

## Dividend:

Your Directors have recommended a dividend of 12% (i.e. Rs 1.2 per equity share) for the financial year ended March 31, 2024 to those Members whose names appear in the register of members as on the book closure date (last year 10% i.e. Rs 1.00 per equity share). The dividend recommended is in accordance with the Company's Dividend Distribution Policy. The said Policy is available on the Company's website [www.shalibhadrafinance.com/compliance](http://www.shalibhadrafinance.com/compliance)

## Finance:

Company plans to raise fund Rs. 35 corers from banks/financial institutions during FY 2023-2024.

[www.shalibhadrafinance.com](http://www.shalibhadrafinance.com)

## Corporate Governance & Compliance Certificate:

A separate section on Corporate Governance is included in the Annual Report and the certificate from company secretary confirming the Compliance of the conditions on the Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this Report.

## Public Fixed Deposits:

The Company has no public deposit as of date and will not accept any deposit without prior approval of the statutory authorities concerned.

## RBI Guidelines:

The Company is consistently complying with all the guidelines issued by the Reserve Bank of India for NBFC's (AFC's) with respect to capital adequacy, asset

classification, provisioning and income recognition on non-performing assets.

The capital adequacy of the Company as on 31st March, 2024 is much higher than the minimum norms stipulated by the RBI for NBFC (AFC's).

### Management's discussion and analysis report:

Management's Discussion and Analysis Report for the year under review is presented in a separate section forming part of the Annual Report.

### Accounts & Accounting Standards:

The Company adheres to the prudential guidelines prescribed by the Reserve Bank of India and to the Accounting Standards issued by the Institute of Chartered Accountant of India in preparation of its financial statements.

The particulars on the related party exposures, non-performing assets and business levels in vehicle loans purchase and other activities, required to be disclosed in the format prescribed by the Reserve Bank of India are contained in the schedules forming part of the accounts.

### Changes in composition of Board of Directors

To comply with the provisions of Section 152 of the Companies Act, 2013, Mr. Dhruvil Minesh Doshi and Ms. Ayushi Minesh Doshi shall retire by rotation at the ensuing AGM, being eligible, offered for reappointment.

Mr. Govind Keswani and Mr. Kamalkant Keswani are appointment as Independent Directors for a period of 5 years.

Appointment of Mr. Vatsal Doshi as a Whole-time Director cum Chief Financial Officer for a period of 5 years is ratified.

With the end of 10 years' term of Dr. Falguni Doshi, she ceases to be Independent Director from 30.9.2024.

### Declaration by Independent directors:

Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

### Independent directors meeting:

During the year under review, the independent Directors of the Company met thrice inter-alia, to discuss:

- (a) Evaluation of performance of Non-Independent Directors and the Board of Directors of the company as a whole.
- (b) Evaluation of performance of the Chairman of the Company, taking into views of Executive and Non Executive Directors.
- (c) Evaluation of the quantity, content and timelines of flow of information between the Management and the board that is necessary for the Board to effectively and reasonably perform its duties.

### Induction and training of the board members:

Directors are issued a detailed appointment letter which inter alia sets out terms of appointment, duties, responsibilities etc. of such director. Each independent director of the Company on appointment is given such letter of appointment and also briefed by the Managing Director/ Executive Director about the nature of business of the Company, its finances, operations etc. The Compliance Officer of the company also assists the Independent Director in understanding their statutory duties, obligations and responsibilities as a Director/ Independent Director of the Company.

### Evaluation of performance of the board members:

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation, the evaluation of the performance of the Board as well as of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been carried out. The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

### Particulars of Loans, Guarantees or Investments in Securities:

Pursuant to section 186(11) of the Companies Act, 2013, the provisions of section 186 (4) of the Act requiring disclosure in the financial statements of the full particulars of the loans made and guarantees given or securities provided by a Non-Banking Financial Company in the ordinary course of its business and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security are exempted from disclosure in the Annual Report. Further, pursuant to the provisions of section 186 (4) of the Act, the details of investments made by the Company are given in the Notes to the Financial Statements.

### Risk management:

Pursuant to Companies Act, 2013 & listing regulation, the company is exempted from formation of risk management committee. At present the company has not identified any element of risk which may threaten the existence of the company.

#### Significant and material orders passed by regulators/courts if any:

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

#### Share Capital:

- The Company has not bought back any of its securities during the year under review.
- The Company has not issued any Sweat Equity Shares during the year under review.
- No Bonus Shares were issued during the year under review.
- During the year under review 7,29,000 warrants are converted into Equity shares.

#### Employee stock options:

The Company has not provided any Stock Option Scheme to the employees.

#### Disclosure under the Sexual harassment of women at workplace (Prevention, prohibition and redressal) Act, 2013:

The company has in place an Anti-Harassment policy in line with the requirements of the Sexual harassment of women at the workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, company has not received any Sexual Harassment Complaints.

#### Directors' Responsibility Statement:

Pursuant to the provisions of section 134(5) of the Companies Act, 2013, ('the Act') your Directors confirm that:

- In the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are

reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;

- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a 'going concern' basis;
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### Material Changes after the date of Balance Sheet:

There has been no material change and commitment affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the Report.

#### Contracts & arrangements with related parties:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Your Directors draw attention of the members to Notes to the financial statement which sets out related party disclosures.

#### Credit Rating:

The Company's financial discipline and prudence is reflected in the credit rating **BBB- (stable)** for bank loans ascribed by rating agency ICRA.

#### Particulars of Remuneration and related disclosures:

Mr. Vatsal M. Doshi, director of the company, was paid remuneration as set out by Nomination & Remuneration committee of the Board.

#### Meetings of the Board & its committees:

For further details on meetings of the Board & its committees refer report on Corporate Governance

#### Vigil mechanism:

The Company in order to maintain highest standards of ethical, moral and legal conduct, adopted Vigil Mechanism/Whistle Blower policy to provide an avenue to its employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentations of any financial statements and reports, etc. The Audit committee of the company oversees the said mechanism from time to time. None of the Company personnel has been denied access to the Audit Committee.

#### Internal Financial Controls:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

#### Corporate Social Responsibility (CSR):

The company has identified suitable projects that are eligible activities for Corporate Social Responsibility, in terms of provisions of Section 135 of the Companies Act, 2013, and rules framed thereunder. A separate section on Annual Report on CSR Activities is annexed to this Report.

#### Conservation of Energy, Technology Absorption:

Additional information required under the Companies Act, regarding conservation of Energy, Technology Absorption is not applicable as the company is not carrying out any manufacturing operation.

#### Foreign Exchange Earnings and Outgo:

During the year under review, the company has neither earned any foreign exchange income nor incurred any expenses.

#### Extract of Annual Return:

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is annexed herewith as Annexure to this Report.

Place: Mumbai  
Date: May 28th, 2024

#### Statutory Auditors:

M/s Vora & Associates, Chartered Accountants are appointed as Statutory Auditors of the Company for a period of 5 years, commencing from the conclusion of the 31st AGM till the conclusion of the 36th AGM.

#### Secretarial Auditor:

The Secretarial Audit Report for the financial year ended March 31, 2024 is annexed herewith.

#### Reporting of Frauds by Auditors:

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

#### Subsidiary companies:

The Company does not have any Subsidiary.

#### Mark of honour:

We would like to take this opportunity to thank Dr. Falguni Doshi for her hard work and commitment in building and growing the Company to what it is today. It is our great pleasure, on behalf of the Board Members and the Company as a whole, to express gratitude for what she has accomplished in last decade with her dedicated and selfless service. Her contributions to this Company will always be remembered. Please accept our letter of appreciation. Thanking you for your highest level of professionalism during the tenure of Directorship in the Board of the Company.

#### Acknowledgments:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, vendors, customers and members during the year. Your Directors wish to place on record their appreciation to all the employees for their hard work, dedication, commitment and rendering impeccable service to every constituent of the company's customer and shareholders.

For & on behalf of the Board

Minesh Doshi  
Managing Director.



## Annual Report on CSR Activities for the Financial Year 2023-24

1. Brief outline on CSR Policy of the Company: CSR spending will be done primarily in the fields of education and healthcare as per the policy laid down by CSR committee.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Minesh M.Doshi	Managing Director	3	3
2	Dr. Falguni S. Doshi (Chairperson)	Independent Director	3	3
3	Mr. Kamalkant A Keswani	Independent Director	3	3

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <http://www.shalibhadrafinance.com/compliance/>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2023-24	Rs.1.03 lakhs	Rs.1.03 lakhs

6. Average net profit of the company as per section 135(5): Rs 8.22 crores

7. (a) Two percent of average net profit of the company as per section 135(5): Rs.16.43 lakhs

(b) Surplus arising out of the CSR projects or programmers or activities of the previous financial years Rs.1.03 lakhs

(c) Amount required to be set off for the financial year, if any: Rs.1.03 lakhs

(d) Total CSR obligation for the financial year (7a+7b-7c): Rs.15.4 lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs.16.45 lakhs	NOT APPLICABLE				

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Project duration	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number.
NOT APPLICABLE												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District			Name.	CSR registration number.
1	Educational Support	(ii)	Yes	Gujarat	Ahemdabad	1645000	No	Ragini Bipinchandra Sevakarya Trust	CSR00012645
	<b>Total</b>					1645000			

(d) Amount spent in Administrative Overheads: Not applicable

(e) Amount spent on Impact Assessment, if applicable: Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 16.45 lakhs

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	16.43
(ii)	Total amount spent for the Financial Year	16.45
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.02
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	1.03
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1.05

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding	Amount transferred to	Amount spent in the reporting	Amount transferred to any fund specified under	Amount remaining to
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	Financial Year.	Unspent CSR Account under section 135 (6) (in Rs.)	Financial Year (in Rs.).	Schedule VII as per section 135(6), if any.			be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.).	Date of transfer.	
NOT APPLICABLE							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
NOT APPLICABLE								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

(a) Date of creation or acquisition of the capital asset(s): Not applicable

(b) Amount of CSR spent for creation or acquisition of capital asset: Not applicable

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not applicable

Sd/-  
Mr. Minesh M.Doshi  
(Managing Director).

Sd/-  
Dr. Falguni S. Doshi  
(Chairman CSR Committee).

# Secretarial Audit Report for the year ended 31<sup>st</sup> 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,  
Shalibhadra Finance Limited  
3, Kamat Ind. Estate, Opp.Sidhi Vinayak Temple  
Veer Savarkar Marg, Prabhadevi,  
Mumbai-400025.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shalibhadra Finance Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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 March 31, 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 the Company for the financial year ended on March 31, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Reserve bank of India Act, 1934 and rules and regulation made there under from time to time and any other modification enactment issue by RBI which is applicable on Non Banking Financial Companies (NBFC); and prudential norms issued by RBI under the Act and other applicable rules under the Act.
- (vi) 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, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 (Not applicable to the Company during the Audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
  - (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; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

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

We further report that:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;
- 2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;
- 3) The Company has obtained all necessary approvals under the various provisions of the Act.

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.

Place: Mumbai  
Date: 28<sup>th</sup> May, 2024

For P. D. Pandya & Associates  
Practising Company Secretary

Sd/-  
(Paresh D. Pandya)  
Proprietor

ACS No. 12123  
C P No.: 4869

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report

## Annexure A

TO,  
THE MEMBERS,  
Shalibhadra Finance Limited  
3, Kamat Ind. Estate, Opp.Sidhi Vinayak Temple  
Veer Savarkar Marg, Prabhadevi,  
Mumbai - 400025.

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 processes 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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 efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai  
Date: 28<sup>th</sup> May, 2024

For P. D. Pandya & Associates  
Practising Company Secretary

Sd/-  
(Paresh D. Pandya)  
Proprietor

ACS No. 12123  
C P No.: 4869

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2024**

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

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L65923MH1992PLC064886
2	Registration Date	16-01-1992
3	Name of the Company	SHALIBHADRA FINANCE LTD
4	Category/Sub-category of the Company	PUBLIC LTD/COMPANY LIMITED BY SHARES
5	Address of the Registered office & contact details	3, KAMAT INDUSTRIAL ESTATE, 396, SIDDHI VINAYAK TEMPLE, NEXT TO CHINTAMANI JEWELLERS, PRABHADEVI, MUMBAI - 400
6	Whether listed company	LISTED
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME SPECTRUM REGISTRY PVT LTD C-13, PANNALAL SILK MILLS, LBS MARG, NEAR SANGRILLA BISCUIT FACTORY, BHANDUP (WEST), MUMBAI - 400 078.

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

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Finance & Investment activities	6492	100%

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

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	N.A	N.A	N.A	N.A	N.A

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2023]				No. of Shares held at the end of the year [As on 31-March-2024]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	29,03,681	-	29,03,681	46.30	36,32,681	-	36,32,681	51.90	5.59
b) Central Govt			-	0.00			-	0.00	0.00
c) State Govt(s)			-	0.00			-	0.00	0.00
d) Bodies Corp.	5,67,500	-	5,67,500	9.05	5,67,500	-	5,67,500	8.11	-0.94
e) Banks / FI			-	0.00			-	0.00	0.00
f) Any other			-	0.00			-	0.00	0.00
<b>Sub Total (A) (1)</b>	<b>3471181</b>	<b>0</b>	<b>3471181</b>	<b>55.35</b>	<b>4200181.00</b>	<b>-</b>	<b>4200181.00</b>	<b>60.00</b>	<b>4.65</b>

<b>(2) Foreign</b>										
a) NRI Individuals			-	0.00			-	0.00	0.00	
b) Other			-	0.00			-	0.00	0.00	
c) Bodies Corp.			-	0.00			-	0.00	0.00	
d) Any other			-	0.00			-	0.00	0.00	
<b>Sub Total (A) (2)</b>	-	-	-	0.00	-	-	-	0.00	0.00	
<b>TOTAL (A)</b>	3471181	0	3471181	55.35	4200181	0	4200181	60.00	4.65	
<b>B. Public</b>										
<b>I. Institutions</b>										
a) Mutual Funds			-	0.00			-	0.00	0.00	
b) Banks / FI			-	0.00			-	0.00	0.00	
c) Central Govt			-	0.00			-	0.00	0.00	
d) State Govt(s)			-	0.00			-	0.00	0.00	
e) Venture Capital Funds			-	0.00			-	0.00	0.00	
f) Insurance			-	0.00			-	0.00	0.00	
g) FIs			-	0.00			-	0.00	0.00	
h) Foreign Venture Capital			-	0.00			-	0.00	0.00	
i) Others (specify)			-	0.00			-	0.00	0.00	
<b>Sub-total (B)(1):-</b>	-	-	-	0.00	-	-	-	0.00	0.00	
<b>2. Non-Institutions</b>										
a) Bodies Corp.	3,50,310	1,02,300	4,52,610	7.22	3,52,525	1,02,300	4,54,825	6.50	-0.72	
i) Indian			-	0.00				0.00	0.00	
ii) Overseas			-	0.00				0.00	0.00	
b) Individuals	3,38,729	-	3,38,729	5.40	-	-	-	0.00	-5.40	
i) Individual shareholders holding nominal share capital upto	7,77,929	2,09,400	9,87,329	15.74	8,03,437	1,97,600	10,01,037	14.30	-1.44	
ii) Individual shareholders holding nominal share capital in	5,18,915	-	5,18,915	8.27	4,54,712	-	4,54,712	6.50	-1.78	
c) Others (specify)	-	-	-	0.00	-	-	-	0.00		
Non Resident	347701		3,47,701	5.54	348411	0	3,48,411	4.98	-0.57	
Overseas Corporate Bodies			-	0.00			-	0.00	0.00	
Foreign Nationals	0		-	0.00			-	0.00	0.00	
Clearing Members	35		35	0.00	2	0	2	0.00	-0.94	
Trusts	1,54,500		1,54,500	2.46	540832	0	5,40,832	7.73	2.50	
Foreign Bodies - D			-	0.00			-	0.00	0.00	
<b>Sub-total (B)(2):-</b>	2488119	311700	2799819	44.65	2499919	299900	2799819	40.00	-4.65	
<b>Total Public (B)</b>	2488119	311700	2799819	44.65	2499919	299900	2799819	40.00	-4.65	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>			-	0.00				0.00	0.00	
<b>Grand Total</b>	59,59,300	3,11,700	62,71,000	100.00	67,00,100	2,99,900	70,00,000	100.00	0.00	



**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sheetal M Doshi	10,92,172	15.60	-	13,92,172	19.89	-	4.29
2	Heena A Doshi	40,319	0.58	-	40,319	0.58	-	0.00
3	Amit M Doshi HUF	61,000	0.87	-	61,000	0.87	-	0.00
4	Amit M Doshi	1,70,580	2.44	-	1,70,580	2.44	-	0.00
5	Minesh M Doshi	9,72,710	13.90	-	12,72,710	18.18	-	4.29
6	Mukund H Doshi HUF	35,000	0.50	-	35,000	0.50	-	0.00
7	Minesh M Doshi HUF	31,900	0.46	-	31,900	0.46	-	0.00
8	Vatsal M Doshi	5,00,000	7.14	-	6,29,000	8.99	-	1.84
9	Ramkrishna Climatisers Pvt Ltd	2,45,300	3.50	-	2,45,300	3.50	-	0.00
10	Financial Analysts Investment Rating Ltd	1,87,200	2.67	-	1,87,200	2.67	-	0.00
11	Vatsal Financial Services Pvt Ltd	1,35,000	1.93	-	1,35,000	1.93	-	0.00

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	NIL	Nil	NIL	-	0.00	-	0.00
2	NIL	Nil	NIL	-	0.00	-	0.00
3	NIL	Nil	NIL	-	0.00	-	0.00

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

SN	Name of the shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Vijaya Pabhathi	01-04-2023	At the beginning of the year	75,000	1.20	75,000	1.07
		31-03-2024	At the end of the year			75,000	1.07
2	Anand Kishor Shah	01-04-2023	At the beginning of the year	71,465	1.14	71,465	1.02
			Transfer			71,465	1.02
3	Amidhara Agencies Pvt Ltd	01-04-2023	At the beginning of the year	2,49,200	3.97	2,49,200	3.56
		31-03-2024	At the end of the year			2,49,200	3.56
4	Amrut Credit Corporation Ltd	01-04-2023	At the beginning of the year	1,01,900	1.62	1,01,900	1.46
		31-03-2024	At the end of the year			1,01,900	1.46
5	Proxcel Management Agencies Private Limited	01-04-2023	At the beginning of the year	1,54,500	2.46	1,54,500	2.21
		31-03-2024	At the end of the year			1,54,500	2.21
6	Harsukh N Desai ( HUF)	01-04-2023	At the beginning of the year	1,57,900	2.52	1,57,900	2.26
			Transfer			1,077	0.02
		31-03-2024	At the end of the year			1,56,823	2.24

7	Rakesh Shantilal Sanghvi (HUF)	01-04-2023	At the beginning of the year	1,10,000	1.75	1,10,000	1.57
			Transfer			6,500	0.09
		31-03-2024	At the end of the year			1,03,500	1.48
8	Vijaykumar Patel	01-04-2023	At the beginning of the year	2,58,600	4.12	2,58,600	3.69
		31-03-2024	At the end of the year	-	-	2,58,600	3.69
9	Bhikhu Chhotabhai Patel	01-04-2023	At the beginning of the year	86,200	1.37	86,200	1.23
		31-03-2024	At the end of the year	-	-	86,200	1.23

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

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	<b>Directors</b>						
1	Minesh M Doshi			9,72,710	15.51	12,72,710	18.18
2	Vatsal M Doshi			5,00,000	7.97	6,29,000	8.99
3	Amit M Doshi			1,70,580	2.72	1,70,580	2.44
4	Palak Patani			15,000	0.24	15,000	0.21
	<b>Key Managerial Personnel</b>			14,72,710	26.44	19,01,710	29.82

**V. INDEBTEDNESS**

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	4,403	1,104	Nil	5,507
ii) Interest due but not paid	Nil	Nil	Nil	-
iii) Interest accrued but not due	Nil	Nil	Nil	-
<b>Total (i+ii+iii)</b>	<b>4,403</b>	<b>1,104</b>	<b>-</b>	<b>5,507</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	638	Nil	Nil	638
* Reduction	Nil	353	Nil	353
<b>Net Change</b>	<b>638</b>	<b>353</b>	<b>-</b>	<b>991</b>

Indebtedness at the end of the financial year					
i) Principal Amount	5,041	751	Nil	5,792	
ii) Interest due but not paid	Nil	Nil	Nil	-	
iii) Interest accrued but not due	-	Nil	Nil	-	
Total (i+ii+iii)	5,041	751	-	5,792	
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL					
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:					
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount	
		Name	Minesh M Doshi	Vatsal M Doshi	(Rs/Lac)
		Designation	Managing Director	Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		-	15,00,000.00	15,00,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission		-	-	-
	- as % of profit		-	-	-
	- others, specify		-	-	-
5	Others, please specify		-	-	-
	Total (A)		-	15,00,000.00	15,00,000.00
	Ceiling as per the Act				
B. Remuneration to other Directors					
SN.	Particulars of Remuneration	Name of Directors		Total Amount	
				(Rs/Lac)	
1	Independent Directors				
	Fee for attending board committee			-	
	Commission			-	
	Others, please specify			-	
	Total (1)	-	-	-	
2	Other Non-Executive Directors				
	Fee for attending board committee			-	
	Commission			-	
	Others, please specify			-	
	Total (2)	-	-	-	
	Total (B)=(1+2)	-	-	-	
	Total Managerial Remuneration			15,00,000.00	
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Name	Palak Patani	Miss. Darshana Chauhan	(Rs/Lac)
		Designation	CEO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		1,20,000	2,58,000	3,78,000
	(b) Value of perquisites u/s 17(2) Income-		-		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-		-
2	Stock Option		-		-
3	Sweat Equity		-		-
4	Commission				
	- as % of profit		-		-
	- others, specify		-		-
5	Others, please specify				-
	Total	-	1,20,000	2,58,000	3,78,000

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

# Management Discussion and Analysis

## Company Overview:

The Company is asset finance company focusing on rural, semi-urban & other under banked geographies of Gujarat, Maharashtra & Madhya Pradesh.

Company has conceptualized simple, speedy, small ticket asset financing products with high yields.

With a network of 47 branches, we offer wide range of customized retail products such as financing two wheelers, auto rickshaw, cars & consumer durables.

## Key Competitive Advantages:

- Robust and comprehensive Credit assessment and Risk management framework.
- Significant presence in Rural and Semi-urban markets with focus on low and middle income customers.
- Deep customer insight and strong business model.
- Strong Balance sheet.
- Easy and fast appraisal and disbursements makes Shalibhadra the preferred choice for many of its customers.
- Flexible repayment options aligned to the unique needs of customers.

## Risk Management:

- The Company is exposed to high credit risk given the unbanked rural customer base. The Company manages credit risk through customized credit norms established through adequate experience in this line of business. Deep insight about the nature of borrowers and a strong business model reduces the risk of default significantly. Moreover, the advances being retail loans are spread over a large customer and geographic base.
- There may be drastic economic slowdown in demand for the two wheelers. However, company is confident to growing business due to withdrawal of NBFC's /Bank from this sector coupled with company's diversified business portfolio and customer reach.
- There is always a greater difficulty of seizing NPA assets from rural area due to non-co-operation of customers and local community pressure. Company has mitigated this risk to a great degree by keeping average loan size small, financing a maximum of 75% of vehicle cost, adapting a robust hypothecation policy and collaborating with local business partners.

- Shortage of skilled manpower in the local areas of operation poses a considerable risk. To counter this, the company strives to attract and retain the best talent from local markets, adopts a robust performance management system, employee engagement and training practices to create an inspiring and rewarding work environment.
- However, a major slowdown in economy, fluctuation in interest rates, liquidity availability, extra-ordinary increase in fuel prices or vehicle taxes, floods or such calamities can drastically affect growth and asset portfolio in non-urban segments.

## Operations & Control Systems:

Shalibhadra Finance Limited has a very good presence in Gujarat and Maharashtra, being *"the dominant player"* in its segment of financing 2 wheelers in rural, semi-rural and under banked areas. Company operates in small towns, villages and city outskirts where the customer is not very literate and highly unorganized. With its grip on the right pulse of the market segment in question, the Company has mastered the art of keeping excellent relations with its clients without compromising on growth and bottom-line, resulting in return business and word of mouth publicity.

The Company has tie up's with various dealers, brokers and service station spread around 50 km range of each branch from where regular business is generated.

Company also believes that normal collection through post dated cheques / ECS / NACH will not work in rural areas due to poor banking habits & less banking penetration. Therefore the company has tied up with various Co-operative banks to collect on behalf of company which has received good response from customers.

Company does not operate on franchise or DSA model but put up its own branches in owned premises. The company thinks that this small loan business is highly service oriented & requires physical presence & cannot be done from a long distance. We have to be physically present & be face-to-face to give service to rural borrower. Company covers up to 50 km. of area from each branch to keep its high standard of service & be in touch with customers directly.

Company employs local rural people who know local market well, know local language properly & can easily establish good relationship with local customers. This also helps in keeping employee cost down and attrition rate low.

Shalibhadra Finance Limited have a reasonably decentralized decision making system with the first contact employee empowered to initiate sanction of loans under supervision of branch heads upto certain amounts. All disbursements of loan are done from head office. All branches are fully computerized and are linked on line.

Once loan is sanctioned there is strong MIS system which is centralized at head office. Monthly reporting system of all overdues and follow-ups with customers are in place. All documents pertaining to hypothecation are kept at branches. NOC are sent from Head office. The company has also got all its documents digitized by an outside agency.

People having extremely low income are served by Microfinance institutions. The company does not target them as they usually do not have means / income to buy any vehicles. The company wants to finance people who are in slightly higher income bracket.

Company has started financing white goods in rural areas. Due to heavy competition from large NBFCs, company will not be able to grow this business. Company has also started financing old 3/4 wheelers.

The company has got rating renewal of BBB- (Stable) from ICRA. This will help in raising funds at cheaper rate.

Company successfully expanded in the state of Madhya Pradesh this year. Company is trying to increase geographical presence. It is planning to open new branches in Maharashtra & further expand in Madhya Pradesh this year.

Company has also recently implemented new software which has improved efficiency.

## Future Outlook:

Due to withdrawal by Banks /NBFC from Two wheelers financing business we have great opportunity to tap this market

The Indian rural landscape is rapidly changing, presenting various growth opportunities. The rural customer (>75% of the population) is becoming more market savvy, and aspires for a higher life quality. Objective of the company is to grow its customer base to over 1,05,000 customers, 60 branches and a vehicle finance portfolio of Rs 175 crores by March 2025.

Shalibhadra Finance Limited plans to concentrate further on smaller but upcoming towns to avoid margin competition. Customers of the company are generally

salaried class, agriculturist and self-employed. This industry is growing in double figure rates and competition from other NBFC's and banks is practically non-existent due to relatively small & wide market and high service oriented business.

## Human Resource

Company believes in taking care of its employees and ensuring that their career aspirations are met through professional growth, personal development and fair economic rewards.

With a very low attrition rates, company is focused in creating a happy & engaged workforce

## Information Technology

Investments have been made in state-of-the-art IT infrastructure to enable collection campaigns, asset recovery, better communication & service to customers. Outsourced services are deployed to leverage specialized skills and better service levels.

## Internal Control

The Company has put in place an adequate internal control system to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance.

Reputed audit firms also ensure that all transactions are correctly authorised and reported. The reports are reviewed by the Audit Committee of the Board. Wherever necessary, internal control systems are strengthened and corrective actions initiated

## Cautionary Statement:

Certain statements in the Management Discussion and Analysis describing the Company's objectives, predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties.

## Financial Performance

During the year the operations have been satisfactory and profitable insofar as the Company has generated revenue of Rs.32.78 crores (Previous year Rs. 27.72 crores) and a profit after tax of Rs.11.97 crores (Previous Year Rs 8.4 crores).

# Corporate Governance Report

The Company is in compliance with the requirements mandated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“the Listing Regulations”]. A Report on compliance with the Code of Corporate Governance as stipulated in the Listing Regulations is set out below:

## 1. Company’s Philosophy on Code of Governance:

The company is committed to good corporate governance and has started implementing corporate governance norms as prescribed by SEBI. The company respects the rights of not only its shareholders but also of general public to the information on the performance of the company and considers itself a trustee of its shareholders.

## 2. Board of Directors:

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board with a good combination of Executive and Non – Executive Directors. The board has complete access to any information within the Company and to any employee of the Company.

### Composition and Category

The Board comprised six directors. The Chairman of the Company is an Independent Director. Composition of the Board of Directors is given below:

- 1 Managing Director
- 4 Promoter Directors
- 2 Independent Directors

### Attendance of Each Director at the Board Meetings and the Last Annual General Meeting

The Board met at least once in a calendar quarter and the maximum time gap between any two Meetings was not more than one hundred and twenty days. These Meetings were well attended.

During the financial year ended March 31, 2024 Sixteen Board Meetings were held on 13<sup>th</sup> April 2023, 30<sup>th</sup> May 2023, 29<sup>th</sup> June 2023, 12<sup>th</sup> August 2023, 26<sup>th</sup> August 2023, 29<sup>th</sup> August 2023, 5<sup>th</sup> September 2023, 11<sup>th</sup> September 2023, 25<sup>th</sup> September, 2023, 29<sup>th</sup> September 2023, 3<sup>rd</sup> October 2023, 6<sup>th</sup> November 2023, 10<sup>th</sup> November 2023, 24<sup>th</sup> November 2023, 1<sup>st</sup> February 2024, 13<sup>th</sup> February 2024. The requisite quorum was present for all the Meetings.

Name of Director	No. of Board Meetings attended	Attendance at last AGM held on 29 <sup>th</sup> September 2023
Mr. Minesh M.Doshi	16	Present
Dr. Falguni S. Doshi (Chairperson)	16	Present
Mr. Vatsal M. Doshi	6	Present
Mr. Kamalkant A. Keswani	16	Present
Mr. Dhruvil Doshi	5	Present
Ms. Ayushi M Doshi	5	Present

### Meetings of Independent Directors

As stipulated by the Code of Independent Directors under the Act and the Listing Regulations, three Meetings of Independent Directors were held during the year. These Meetings were conducted without the presence of Non-Independent Directors and members of the Management.

## 3. Audit Committee:

Company has formed Audit Committee comprising 3 Directors of the Company. Five Meetings were held during the year on 13<sup>th</sup> April, 2023, 30<sup>th</sup> May 2023, 12<sup>th</sup> August 2023, 10<sup>th</sup> November 2023 and 13<sup>th</sup> February 2024 to consider the periodical financial statements and discussion on internal control system of the Company.

Name of the Director	Meetings attended
Dr. Falguni S. Doshi (Chairperson)	5
Mr. Minesh M.Doshi	5
Mr. Kamalkant A Keswani	5

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the act and the Listing Regulations. Terms of reference broadly are as under:

- To hold periodic discussions with the Statutory Auditors of the Company concerning the financial reports of the Company, internal control systems, scope of audit and observations of the Auditors/ Internal Auditors;
- To review compliance with internal control systems;
- To review the quarterly, half yearly and annual financial results of the Company before submission to the Board;
- To make recommendations to the Board on any matter relating to the financial management of the Company, including the Audit Report;
- Recommending the appointment/reappointment of statutory auditors and fixation of their remuneration.

#### 4. Remuneration Committee:

Company has formed Remuneration committee comprising 3 Directors of the Company. The Committee has met on 30<sup>th</sup> May, 2023, 10<sup>th</sup> November 2023 and 13<sup>th</sup> February 2024.

Name of the Director	Meetings attended
Dr. Falguni Doshi	3
Mr. Dhruvil Doshi	3
Mr Kamalkant A Keswani (Chairperson)	3

The terms of reference of the Committee broadly are as under:

- Formulate the criteria for evaluation of Independent Directors and the Board
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal
- Administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme
- Review human resources policies and overall human resources of the Company & perform such other functions as may be necessary or appropriate for the performance of its duties

#### 5. Remuneration to Directors:

As approved by the members and Nomination & Remuneration committee, a remuneration of Rs 15 Lakhs was paid to Mr. Vatsal M Doshi for FY 2023-24.

#### 6. Shareholders Committee/ Investors Grievances Committee:

Six Meetings were held during the year on 30<sup>th</sup> May 2023, 21<sup>st</sup> June 2023, 26<sup>th</sup> July 2023, 5<sup>th</sup> August 2023, 10<sup>th</sup> November 2023, and 13<sup>th</sup> February 2024.

Name of the Director	Meetings attended
Dr. Falguni S. Doshi (Chairperson)	6
Mr. Minesh M.Doshi	6
Mr. Kamalkant A Keswani	6

The committee reviews all matters connected with the securities transfer. The committee also looks into redressal of shareholders complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends and issue of share certificates on account of bonus, split or any other matter related to securities of the Company. The committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The committee meets as and when required, depending upon grievances and /or request for physical transfer of securities received by the Company. Details of shares transfers /



transmission approved by the Committee and Shareholders/Investors grievances are placed at the Board Meetings from time to time.

Company has attended the Investors Grievances / Correspondence promptly. There is no pending complaint as on 31<sup>st</sup> March 2024. There is no outstanding request for Share Transfer and dematerialization as on 31<sup>st</sup> March 2024.

## 7. Corporate Social Responsibility and Governance Committee:

Company has formed the Committee comprising 3 Directors. Three Meetings were held during the year on 30<sup>th</sup> May 2023, 10<sup>th</sup> November 2023, 13<sup>th</sup> February 2024.

Name of Director	Meetings attended
Mr. Minesh M.Doshi	3
Dr. Falguni S. Doshi (Chairperson)	3
Mr. Kamalkant A Keswani	3

## 8. General Body Meetings:

The last five General Meetings of the Company were held as under:

Financial Year	Date	Time	Venue	Resolutions passed
2020- 21	28 <sup>th</sup> September 2021	1 p.m.	3, Kamat Industrial Estate, 396, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025	To appoint Mr. Minesh M. Doshi & Mr. Amit M. Doshi as Director liable to retire by rotation. To approve Borrowing limits & creation of charge on the assets of the Company.
Extra-ordinary General Meeting	7 <sup>th</sup> March, 2022	1 p.m.	3, Kamat Industrial Estate, 396, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025	Alteration of Authorized Share Capital. Alteration of Articles of Association & Memorandum of Association. Preferential Issue of Convertible Warrants
2021- 22	29 <sup>th</sup> September 2022	1 p.m.	3, Kamat Industrial Estate, 396, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025	To appoint Mr. Vatsal M. Doshi & Ms. Ayushi M. Doshi as Director liable to retire by rotation. To appoint auditors & fix remuneration. To approve Borrowing limits & creation of charge on the assets of the Company.
2022-2023	29 <sup>th</sup> September 2023	1 p.m	3, Kamat Industrial Estate, 396, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025	To appoint Ms. Ayushi M. Doshi as Director liable to retire by rotation. To appoint Mr. Vatsal M. Doshi, as a Whole-time Director cum CFO To re-appoint Mr. Minesh Doshi as Managing Director To appoint Mr. Dhruvil Doshi as a Non-Executive Director To approve Borrowing limits & creation of charge on the assets of the Company.
Extra-ordinary General Meeting	28 <sup>th</sup> August 2024	1 p.m	3, Kamat Industrial Estate, 396, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025	Alteration of Authorized Share Capital and Memorandum of Association. Issue of Equity Shares on Preferential basis.

During the period under report, no resolutions have been passed through postal ballot.

## 9. Means of Communication:

The quarterly and half-yearly results are forthwith communicated to BSE after they are approved and taken on record by Board of the Directors of the Company. Company's Management Discussion and Analysis for the year ended March 31<sup>st</sup>, 2024 forms a part of and this Annual Report and is given under the section so captioned.

#### 10. General Shareholder Information:

- a. **Annual General Meeting:** 30<sup>th</sup> September, 2024 at 1 p.m. through Video Conferencing
- b. **Date of Book Closure:** 24<sup>th</sup> September 2024 to 30<sup>th</sup> September 2024
- c. **Listing on Stock Exchange:** Shares of the Company are listed on BSE.  
Annual listing fees as prescribed has been paid for the FY 2023–24
- d. **Stock Code:** BSE, Mumbai (Physical) – 511754  
BSE, Mumbai (Demat Segment) – 511754
- e. **ISIN:** INE861D01011
- f. **Stock Market Data:**

#### Monthly High and Low of Company's shares for the Financial Year 2023 - 24 at BSE

Month	Open Price	High Price	Low Price	Close Price	No.of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli.	Spread High-Low	Spread Close-Open
									Qty to Traded Qty		
Apr-23	142.55	159	130	138.15	70872	803	10441014	52531	74.12	29	-4.4
May-23	145	161.9	133	147.7	61698	744	8962801	54522	88.37	28.9	2.7
Jun-23	151.4	165.7	124.5	139.7	96555	914	13634538	87405	90.52	41.2	-11.7
Jul-23	146.6	240	129.85	237.15	570569	3175	103533853	509531	89.3	110.15	90.55
Aug-23	242.2	346.8	233.95	339.75	478364	3289	132403833	461501	96.47	112.85	97.55
Sep-23	338	345.5	313.6	343	148765	545	48715721	148765	100	31.9	5
Oct-23	343	371.95	332	345.95	105913	306	37085009	105913	100	39.95	2.95
Nov-23	347	402.4	328	402.4	129032	838	48194898	129032	100	74.4	55.4
Dec-23	422.4	460	390.5	442	83496	535	36385125	83496	100	69.5	19.6
Jan-24	433.2	520	433.2	497	86289	395	42037474	86289	100	86.8	63.8
Feb-24	504	647.9	459.45	585	107202	813	58808006	105908	98.79	188.45	81
Mar-24	560	595.8	407	507.35	224849	1978	102868105	167202	74.36	188.8	-52.65
<b>Total</b>					<b>2163604</b>	<b>14335</b>	<b>643070377</b>	<b>1992095</b>			

#### g. Share Transfer System:

Share transfer application received in physical form and Demat requests found in order are normally confirmed within reasonable time and posted /informed to the agencies within the requisite time.

#### h. Share Holding Pattern as on 31<sup>st</sup> March, 2024

Sr No.	Category	No. of Shares held	% age of Shareholding
1.	Indian Promoters	42,00,181	60.00
2.	Resident Individual	14,55,749	20.80
3.	NRI	3,48,411	4.98
4.	Body Corporate	4,54,825	6.50
5.	Any Other	5,40,834	7.72
	<b>Grand Total</b>	<b>70,00,000</b>	<b>100</b>

**i. Dematerialization of shares:**

95.72% of the Company's paid up equity share capital has been Dematerialized up to March 31, 2024. Trading in the equity shares of the Company at BSE is permitted only in dematerialized form. The details of Demat shares:

Depository	No. of Shares	% of Capital
NSDL	18,45,193	26.36
CDSL	48,54,907	69.36
<b>Total</b>	<b>67,00,100</b>	<b>95.72</b>

Request for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days. Shares of the Company are regularly traded on BSE.

**j. Shares under Lock-In:**

16,29,000 shares of the company were under lock-in as on 31/03/2024.

**k. Address for Correspondence for Shareholders / Registered Office:**

Shalibhadra Finance Limited,  
3, Kamat Industrial Estate,  
396, Veer Savarkar Marg,  
Opp. Siddivinayak Temple,  
Prabhadevi, Mumbai – 400 025.  
Email: shalibhadra\_mum@yahoo.co.in

**11. Other Disclosures:**

SEBI has initiated penalty proceedings against the company for late filing of certain documents. Matter is still under consideration by SEBI.

Other than above Stock Exchange or SEBI has not imposed any fine, penalty or restriction for non-compliance of any matters relating to capital market during last three years.

## **Declaration by the Managing Director under Regulation 34(3) read with Schedule V of the Listing Regulations**

To,  
The Members  
Shalibhadra Finance Limited

I, Minesh Doshi, Managing Director of Shalibhadra Finance Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2024.

Place: Mumbai  
Date: May 28, 2024

For Shalibhadra Finance Limited

Minesh Doshi  
Managing Director

## CEO/CFO Certification

To,  
The Board of Directors  
Shalibhadra Finance Limited

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of the Company, to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2024 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
  - (ii) 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:
  - (i) there have been no significant changes in internal control over financial reporting during this year;
  - (ii) there have been no significant changes in accounting policies during this year; and
  - (iii) there have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Minesh Doshi  
Managing Director

Vatsal Doshi  
Chief Financial Officer

Place: Mumbai  
Date: May 28, 2024.

## Certificate on compliance with conditions of Corporate Governance

To,  
The Members,  
Shalibhadra Finance Limited

We have examined the compliance of conditions of Corporate Governance by Shalibhadra Finance Limited, for the year ended 31st March 2024 as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

The compliance with conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulation.

Based on the representation received from the Company and certified by the Share Transfer Agent of the Company, no investor grievance is pending for a period exceeding one month as on 31st March, 2024 against the Company and the Share Transfer Agent have reported to the Shareholders / Investors Grievances Committee on the status of the grievances.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulation.

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

For P. D. Pandya & Associates,  
Company Secretaries

Paresh D. Pandya  
Proprietor  
C.P. No.4869

Place: Mumbai  
Date: 28th May, 2024

# Independent Auditors' Report

To,  
The Members of,  
**SHALIBHADRA FINANCE LIMITED**

## Report on the Audit of the Ind AS Financial Statements

### Opinion

We have audited the accompanying Ind AS Financial statements of **SHALIBHADRA FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS 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 prescribed u/s 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2024, the Profits and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### 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 and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matter	How the matter was addressed in our report
<u>Revenue Recognition:</u> Income/ Interest from vehicle loan are accounted for on an accrual basis and are recognized so as to produce a constant periodic return on the amount financed.	We have verified the income / interest on the loans sanctioned on a quarterly basis and it is accounted regularly on mercantile basis
<u>Sanctioning of Loans:</u> The Company is mainly in the business of Auto finance to Customers for personal use, wherein grant of loan is based on personal evaluation of the borrower by the management and security given by hypothecation of the vehicle with RTO registration authority.	We have checked the control system of authorization, sanction of loans, the security offered to the Company and down payment made by the Customer.

Bank Finance is availed on the stock in trade of receivables from the Customers in regular course of business	There is no excess amount availed from the banks against eligible stock in trade.
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**Information Other than the Financial Statements and Auditors Report thereon** The Company's Board of Directors is responsible for the other information. The Other information comprises the information included in the Directors Report Management discussion & Analysis and Business responsibility report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover 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 financial statements or our knowledge obtained during the course of 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.

#### **Management's Responsibility for the Ind AS Financial Statements**

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

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

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

#### **Auditor's Responsibility**

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for



one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

#### **Report on other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("The Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit

- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the relevant rule issued thereunder
- e) On the basis of written representations received from the directors 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" and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanation given to us, the company has paid remuneration to its directors during the year within the provision of section 197(16) of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to the explanation given to us:
  - i. The Company does not have any pending litigations which shall impact its financial positions.
  - ii. The Company does not have any long terms contracts for which provisions are required to be made.
  - iii. The Company is not liable to transfer any amount to the Investor Education and Protection Fund.
  - 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;  
  
(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 final dividend paid by the company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in Notes to financial statements, the Board of Directors of Company have proposed final dividend for the year which is subject to the approval of the members at ensuring Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- 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 VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)

BHAKTI M. VORA  
PARTNER  
(Membership No. 148837)

UDIN: 24148837BKJSDM9840  
PLACE: MUMBAI  
DATED: 28<sup>th</sup> May 2024

**Annexure A to the Auditors' Report**

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2024, we report that:

- (i) In respect of Company's Property, Plant and Equipment and Intangible Assets:
- a. (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of Right-of-Use Assets.  
(B) The Company has does not own any intangible assets
  - b. As explained to us and according to the practice generally followed by the Company, all Property, Plant and Equipment and Right-of-Use Assets have been verified in a periodical manner by the management during the year and no material discrepancies were noticed on such physical verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.
  - c. According to the information and explanation given to us, the title deeds of immovable properties are in the process of transfer in the name of the Company.
  - d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) during the year.
  - e. No proceedings have been initiated during the year or are pending against the Company as on March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder
- (ii) In respect of inventories
- a. In our opinion and according to the information and explanation given to us, the company's inventory is the vehicle loan stock.
- (iii) The Company has neither made any investments in, companies, firms, Limited Liability Partnerships, nor granted unsecured loans to other parties, during the year hence reporting under clause 3(iii) of the Order is not applicable.
- (iv) In respect of loans, investments, guarantees and securities, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied, as applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 to Section 76 of the Companies Act 2013.
- (vi) According to the information and explanations given to us and based on our examination of the records of the Company, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) In respect to statutory dues
- (a) According to the records of the Company, the undisputed statutory dues under Income tax, Goods & Service Tax and other Statutory Dues as applicable to it have been generally regularly deposited with the appropriate authorities.  
According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> 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, the following dues in respect of Income Tax are outstanding on account appeal filed with CIT (A):

Assessment Year	Amount under Dispute	Authority with whom Appeal is filed
2017-2018	Rs. 7.39 Crores	CIT (A)

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) a. The Company has not defaulted in repayment of loans or any other borrowings or in payment of interest thereon.
- b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c. The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3 (ix)(c) of the Order is not applicable.
- d. The Company has not taken any short-term loan during the year and hence, reporting under clause 3 (ix)(d) of the Order is not applicable.
- e. The Company does not have any subsidiary/associates/joint venture and hence, reporting under clause 3 (ix)(e) of the Order is not applicable.
- f. The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) a. In our opinion and according to the information and explanations given to us, the Company has not raised any funds by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x)(a) of the Order is not applicable.
- b. During the year, the Company has allotted 7,30,000 Equity Shares in lieu for some of the convertible warrants on preferential basis as per the applicable provisions of the Act.
- (xi) a. In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. According to the information and explanations given to us there are no whistle blower complaints received by the Company during the year (and upto the date of this report) Accordingly, paragraph 3 (xi)(c) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with related parties are in compliance with section 177 and section 188 of the Act, as

applicable, and details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standard.

- (xiv) a. In our opinion and according to the information and explanation given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us, there are no non cash transactions with Directors or any persons connected with them during the year under review.
- (xvi) a. According to the information and explanations given to us, the company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b. In our opinion and according to the information and explanation given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- (xvii) According to the information and explanations given to us, the Company has not incurred cash losses during the financial year covered by our audit nor in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanation given to us and based on our examination of the records of the Company, 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) a. There are no unspent amounts towards Corporate Social Responsibility (CSR) on requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company for the year.
- b. In respect of ongoing projects, there are no ongoing projects of the Company for CSR. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable to the Company.

For VORA & ASSOCIATES

CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)

BHAKTI M. VORA  
PARTNER  
(Membership No.: 148837)

PLACE: MUMBAI  
DATED: 28<sup>th</sup> May 2024

[www.shalibhadrafinance.com](http://www.shalibhadrafinance.com)

**Annexure B to the Auditors' Report****Independent Auditors Report on Internal Financial Control over Financial Reporting****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **SHALIBHADRA FINANCE LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

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

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

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

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the 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 VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)

BHAKTI M. VORA  
PARTNER  
(Membership No.: 148837)

PLACE: MUMBAI  
DATED: 28<sup>th</sup> May 2024



**SHALIBHADRA FINANCE LIMITED**

CIN : L65923MH1992PLC064886

**Balance Sheet at at 31st March 2024**

(Amounts in lakhs)

	<b>Particulars</b>	<b>Note Number</b>	<b>As at 31st March 2024</b>	<b>As at 31st March 2023</b>
	<b><u>ASSETS</u></b>			
<b>1</b>	<b>Financial Assets</b>			
a	Cash and cash equivalents	2	1.04	8.43
b	Bank Balance other than above	3	1,694.05	709.40
c	Receivables	4	22.14	17.50
d	Loans	5	13,391.48	12,427.19
e	Other Financial assets	6	45.56	30.77
f	Other Advances	7	407.17	197.67
<b>2</b>	<b>Non - Financial Assets</b>			
a	Property, Equipments etc.	8	260.46	252.93
	<b>Total Assets</b>		<b>15,821.89</b>	<b>13,643.90</b>
	<b><u>LIABILITIES &amp; EQUITY</u></b>			
<b>1</b>	<b>Liabilities</b>			
<b>1.1</b>	<b>Financial Liabilities</b>			
a	Borrowings (Other than Debt Securities)	9	5,792.46	5,507.66
b	Other Financial Liabilities	10	49.96	49.23
<b>1.2</b>	<b>Non Financial Liabilities</b>			
a	Provision - Short term	11	269.05	235.55
b	<b>Other Non - Financial Liabilities</b>			
	Deferred tax liabilities	12	29.13	29.13
<b>2</b>	<b>Equity</b>			
a	Equity Share capital	13	700.00	627.10
b	Share Warrants	14	-	241.55
c	Other Equity	15	8,981.30	6,953.67
	<b>Total Equity And Liabilities</b>		<b>15,821.89</b>	<b>13,643.90</b>

Significant accounting policies and notes on accounts 1

*As per our report of even date***For VORA AND ASSOCIATES**

CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. Number: 111612W)

Bhakti M Vora  
Partner

(Membership Number: 148837)

Place: Mumbai

Date: 28th May, 2024

**For and on behalf of Board of  
Directors of  
Shalibhadra Finance Limited**

Minesh Doshi Vatsal Doshi  
Managing Director & CFO  
Director

Darshana Chauhan  
CS

**Profit & Loss** for the year ended 31st March,2024

(Amounts in lakhs)

Particulars	Note No	Year ending 31st Mar 2024	Year ending 31st Mar 2023
Revenue from operations	16	3,231.44	2,739.66
Other income	17	46.12	32.29
<b>Total Revenue</b>		<b>3,277.56</b>	<b>2,771.95</b>
<b>Expenses</b>			
Employee benefits expense	18	384.35	316.60
Finance costs	19	649.56	716.21
Depreciation and amortization expenses	8	6.87	5.51
Provisions & Write Off	20	275.13	266.39
Other expenses	21	351.64	337.40
<b>Total expenses</b>		<b>1,667.54</b>	<b>1,641.75</b>
<b>Profit before exceptional items, extraordinary items and tax</b>		<b>1,610.02</b>	<b>1,130.21</b>
<b>Tax expenses:</b>			
1. Current tax		413.00	292.00
2. Deferred tax expense / (credit)		-	0.10
<b>Profit for the year from continuing operations</b>		<b>1,197.02</b>	<b>838.11</b>
Profit for the year from discontinuing operations		-	-
<b>Profit for the year</b>		<b>1,197.02</b>	<b>838.11</b>
<b>Earnings per share:</b>			
1. Basic		17.88	15.33
2. Diluted		17.88	15.33
Significant accounting policies and notes on accounts	1		

As per our report of even date

**For Vora & Associates**

Chartered Accountants

Firm Registration Number: 111612W

**Bhakti M Vora**

Partner

Membership Number: 148837

Place: Mumbai

Date: 28th May, 2024

**For and on behalf of Board of Directors****Shalibhadra Finance Limited****Minesh.M.Doshi**

Managing Director

**Vatsal.M.Doshi**

Director &amp; CFO

**Darshana Chauhan**

CS

<b>Cash Flow Statement for the year ended 31st March, 2024</b>		
	<i>(Amounts in lakhs)</i>	
	2023-24	2022-23
<b>(A) Cash Flow from Operating Activities</b>		
Net Profit before tax and extraordinary items	1,610.02	1,130.21
<b>Adjustment for:</b>		
Depreciation	6.87	5.51
	6.87	5.51
Operating Profit before Working Capital Change	1,616.89	1,135.71
<b>Adjustment for:</b>		
Trade and other receivables	-19.42	-1.99
Inventories	-964.29	-1,316.41
Trade Payables	34.23	18.41
<b>Cash Generated From Operation</b>		
Direct Tax paid	-413.00	-292.10
Cash flow before extraordinary items	-1,362.48	-1,592.10
<b>Net Cash From Operating Activities</b>	<b>254.41</b>	<b>-456.38</b>
<b>Cash Flow From Investing Activities</b>		
<b>(B)</b>		
Purchase of fixed assets	-14.39	-24.85
Purchase of Investments	-	-
Movement in advances	-209.50	-177.54
<b>Net Cash Used In Investing Activities</b>	<b>-223.89</b>	<b>-202.39</b>
<b>Cash Flow From Financing Activities</b>		
Proceeds from long term borrowings	-750.24	268.48
Proceeds from short term borrowings	1,035.03	-429.73
<b>(C) Dividend paid</b>	-62.71	-40.02
Issue of Warrants & Shares With Premium	724.66	1,260.36
<b>Net Cash Used In Financing Activities</b>	<b>946.74</b>	<b>1,059.08</b>
<b>Net Increase/(Decrease)In Cash &amp; Cash Equivalents</b>	<b>977.26</b>	<b>400.31</b>
<b>Cash And Cash Equivalents :</b>		
Opening Balance at the beginning of the year	717.83	317.52
Closing Balance at the end of the year	1,695.09	717.83
<b>Net Increase/(Decrease)In Cash &amp; Cash Equivalents</b>	<b>977.26</b>	<b>400.31</b>

Notes:

**For Vora & Associates**

Chartered Accountants

Firm Registration Number: 111612W

**Bhakti M Vora**

Partner

Membership Number: 148837

Place: Mumbai

Date: 28th May, 2024

**For and on behalf of Board of Directors  
of Shalibhadra Finance Limited**

**Minesh.M.Doshi**

Managing Director

**Vatsal.M.Doshi**

Director

**Darshana Chauhan**

CS

# Notes on Ind AS Financial Statements

for the year ended 31st March, 2024

## NOTE 1 - Significant Accounting Policies

### A) Background

SHALIBHADRA FINANCE LIMITED (“the Company”) is a public Company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Company is incorporated with an object to carry on the business of Financing. The Company’s shares are listed on Bombay Stock Exchange (BSE) in India. The Company is registered as NBFC, Registraion no – 13.00568 with The Reserve Bank of India (Asset Finance Company)

### B) Basis of Preparation

#### **I. Statement of compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The Company has consistently applied the accounting policies used in the preparation of its Ind AS Balance Sheet throughout all periods presented, except if mentioned otherwise.

#### **II. Going concern**

These financials are prepared on going concern as the Company has earned profits during the year and in the preceding previous years;

#### **III. Fair value measurement**

Fair value is the price that would be received on selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Fair values, as applicable, have been determined for measurement and / or disclosure purpose using methods as prescribed in “Ind AS 113 Fair Value Measurement”.

#### **IV. Use of significant accounting estimates, judgement and assumptions**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of financial statements and reported amounts of income and expenses for the periods presented. The Company based its assumptions and estimates on parameters available when the financial statements were prepared.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

#### **Estimates and Assumptions**

In preparing these financial statements, the management has made judgments, estimates and assumptions which are prudent and reasonable.

Key assumptions concerning the future and key sources of estimation at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below.

Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

## V. Presentation and disclosure of financial statement

All assets and liabilities have been classified as current and non-current as per Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013 for a company whose financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015.

Based on the nature of products / services and time between acquisition of assets for processing / rendering of services and their realization in cash and cash equivalents, operating cycle is less than 12 months, however for the purpose of current/ non- current classification of assets and liabilities, period of 12 months have been considered as its normal operating cycle.

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

### **An asset is treated as current when it is:**

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

### **A liability is current when:**

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

## VI. Property, Plant and Equipment and Depreciation

### **Recognition and measurement**

Properties plant and equipment are stated at their cost of acquisition. Cost of an item of property, plant and equipment includes purchase price including non-refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/decommissioning of the asset.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the Balance Sheet Date.

### **Depreciation and useful lives**

Depreciation on the property, plant and equipment (other than freehold land and capital work in progress) is provided on a straight-line method (SLM) over their useful lives which are in consonance of useful life mentioned in Schedule II to the Companies Act, 2013. Depreciation in respect of fixed assets put to use during the year is provided on a pro-rata basis with reference to the date of installation of assets

## VII. Inventories

Inventory for the Company is the total Loan Outstanding on Vehicle Loan.

In the opinion of the management, 2/3<sup>rd</sup> of the loan stock is classified as current & 1/3<sup>rd</sup> is classified as non-current.

#### **VIII. Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government and discounts given to the customers. The Company has applied the guidelines mentioned in Ind AS 18 for Revenue Recognition.

##### **Interest on Vehicle Loans**

Income / Interest from vehicle loan is accounted for on an accrual basis and is recognized so as to produce a constant periodic return on the amount financed. Interest on fixed deposits with Bank on cash basis

##### **Other Income**

In respect of other heads of income the Company follows the practice of accounting for such income on accrual basis except for interest income on delayed payment charges which are accounted on the basis of the certainty of collection and /or receipt basis.

#### **IX. Taxes on income**

Tax expense comprises current and deferred tax. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

The deferred tax resulting from timing difference between taxable and accounting income is accounted using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred Tax asset is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future.

#### **X. Investments in equity instruments at FVTOCI**

The quoted and unquoted Equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

There are no equity investments which are held for trading.

#### **XI. Cash and cash equivalent**

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

For the purpose of cash flow statement, cash and cash equivalent as calculated above also includes outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

#### **XII. Cash flow statement**

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

#### **XIII. Provisions, contingent liabilities, contingent assets**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable

estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognize a contingent asset but discloses its existence in the financial statements if the inflow of economic benefits is probable. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

#### XIV. Earnings per share

Basic earnings per share are computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

#### Prudential Norms

In terms of guidelines issued by Reserve Bank of India to Non Banking Financial Companies on prudential norms for income recognition, assets classification, provisioning for Bad Debts etc., the following additional information is given. No new provisions for non-performing assets are required in current year.

Contingent Provision is made against standard Assets at the rate of 0.25% of standard assets made as per RBI Circular No. DNBS. PD. CC. No. 207/03.02.002/2010-11 dated 17 January, 2011.

#### Other additional information forming part of Financial statements

- 1) Contingent Liability :  
Income Tax authorities have raised demand of Rs. 7.79 crores for AY 2017-18 by making addition to our income of Rs. 7.78 crores being total amount of EMI deposited by our 26,376 customers (Average deposit per customer Rs. 2,954) directly in our various bank accounts in normal course of business at various bank branches during demonetization period assuming that they are all unexplained deposit of SBNs (500/1000 notes).  
Company has preferred an appeal against the order which is pending with CIT (Appeals). Company has also got order from income tax department for abeyance of demand till final outcome of appeal. Company has paid Rs 40 lacs on account. Company is advised by our consultant that it has very strong case and is confident of getting favorable order. As per advice of our consultant we will not make any provision in the books till final outcome of appeal.
- 2) The Company is having many bank accounts of various branch offices of the Company wherein customers deposit their EMI directly in the closest bank branch. There is a delay in receiving the customer-wise details from the banks. Thus, bank reconciliation of bank accounts is under progress since it is carried out by the account staff manually and there is high volume of transaction.
- 3) Deferred Tax Asset, other than unabsorbed depreciation and brought forward losses, is recognized only if there is reasonable certainty that will be realized in future and are reviewed for their appropriateness
- 4) In the opinion of the Board of Directors the current assets, loans and advances have a value of realization in the ordinary course of business at least equal to the amount of which these are stated in the Balance Sheet.



- 5) Other information required by relating to exports, imports and earning in foreign currency, remittances in foreign currency transaction are not applicable.
- 6) The company considers its financing business as single segment hence IND-AS 108 on segment reporting is not applicable to the company.

7) **Related parties disclosures under Ind-AS 24:***(Rupees in lakhs)***a) Particulars of Party where control exists/Relative of parties where control exists:**

<b>Name of the Related Party</b>	<b>Nature of Relationship</b>
(i) M/s Shalibhadra Capital Market Ltd.	Party where control exists
(ii) M/s Financial Analysts And Investment Rating Limited	Party where control exists
(iii) Mr. Amit M.Doshi	Relative Party where control exist
(iv) Mr. Amit M.Doshi HUF	Relative Party where control exist
(v) Mrs.Heena A.Doshi	Relative Party where control exist
(vi) Mr. Minesh M.Doshi HUF	Relative Party where control exist
(vii) Mr. Minesh M. Doshi	Relative Party where control exist
(viii) Mr. Mukund H .Doshi HUF	Relative Party where control exist
(ix) Mrs. Sheetal M Doshi	Relative Party where control exist
(x) Mr. Vatsal M Doshi	Relative Party where control exist
(xi) Ms. Nishita A Doshi	Relative Party where control exist
(xii) Mr. Ayushi M Doshi	Relative Party where control exist
(xiii) Mr. Dhruvil M Doshi	Relative Party where control exist

**b) Key Management Personnel:**

<b>Name of the Related Party</b>	<b>Nature of Relationship</b>
(i) Mr. Minesh M.Doshi	Managing Director
(ii) Mr. Dhruvil M Doshi	Director (w.e.f. 29.09.2023)
(iii) Mr. Vatsal M Doshi	Director & Chief Financial Officer (w.e.f. 29.09.2023)
(iv) Mr. Palak V Patani	Chief Financial Officer (Resigned w.e.f. 29.09.2023)
(v) Mrs. Darshana Chauhan	Company Secretary
(vi) Dr. Falguni Doshi	Director
(vii) Ms. Ayushi M Doshi	Director
(viii) Mr.Kamalkant Keswani	Director

**c) Transactions with Party where control exists/Relative of parties where control exists:**

<b>Particulars</b>	<b>31.03.2024</b>	<b>31.03.2023</b>
	<b>Relative of Party where control Exists</b>	<b>Relative of Party where control Exists</b>
(i) Loans taken during the year	293	392
Balance at year end		
(ii) Interest	23	52
(iii) Net Transactions during the year	(99)	(260)
	<b>Party where control Exists</b>	<b>Party where control Exists</b>
(i) Due to Related parties	457	713
Balance at year end		
(ii) Interest	68	140
(iii) Net Transactions during the year	(256)	(712)

**d) Details of Transaction relating to persons referred to in item (b) above:**

Particulars	31.03.2024 Value of Transaction	31.03.2023 Value of Transaction
<b>(A) Remuneration to Directors &amp; Employees</b>		
(a) Vatsal M Doshi	15	13
(b) Palak V Patani	0.6	1
(c) Darshana Chauhan	2	2
<b>(B) Rent to Directors</b>		
(a) Vatsal M Doshi	0.5	NIL
(b) Dhruvil M Doshi	0.5	NIL

**e) Earnings Per Share:**

Particulars	31 Mar 2024	31 Mar 2023
Profit after tax	1197	838
Weighted average number of equity shares outstanding	70	62
<b>Earnings Per Share</b>	<b>17.88</b>	<b>15.33</b>
Face Value Per Share	10	10

8) Previous year's figures have been regrouped, re-casted and rearranged wherever necessary.

**FOR VORA AND ASSOCIATES.  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No. 111612W)**

BHAKTI M. VORA  
PARTNER  
Membership No.: 148837

**FOR AND ON BEHALF OF THE BOARD**

MINESH DOSHI  
DIRECTOR  
DIN: 01032705

VATSAL DOSHI  
DIRECTOR & CFO  
DIN: 07950770

Darshana Chauhan  
Company Secretary

Place: Mumbai  
Date: 28<sup>th</sup> May, 2024

Place: Mumbai  
Date: 28<sup>th</sup> May, 2024

## Statement of Changes in Equity for the year ended 31st March 2024

(Amounts in Lakhs)

	Equity Share Capital	Share Premium	Other Equity			Total
			Retained Earnings	General Reserve	Special Reserve	
Balance as at 01/04/2022	500	-	2,628	845	1,128	4,602
Add: Additions during the year	127	1,544	838	-	-	2,392
Less: Dividend Paid			-40			-40
Less : Transfer to General			-100	100	-	-
Less: Transfer to Special Reserve	-		-175		175	-
<b>Balance as at 31/03/2023</b>	<b>627</b>	<b>1,544</b>	<b>3,152</b>	<b>945</b>	<b>1,303</b>	<b>6,954</b>
	Equity Share Capital	Share Premium	Other Equity			Total
			Retained Earnings	General Reserve	Special Reserve	
Balance as at 01/04/2023	627	1,554	3,152	945	1,303	6,954
Add: Additions during the year	73	893	1,197	-	-	2,090
Less: Dividend Paid			-63			-63
Less : Transfer to General			-120	120		-
Less: Transfer to Special Reserve			-240	-	240	-
<b>Balance as at 31/03/2024</b>	<b>700</b>	<b>2,447</b>	<b>3,926</b>	<b>1,065</b>	<b>1,303</b>	<b>8,981</b>

**FOR VORA AND ASSOCIATES.  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No. 111612W)**

**FOR AND ON BEHALF OF THE BOARD**

BHAKTI M. VORA  
PARTNER  
Membership No.: 148837

MINESH DOSHI  
DIRECTOR  
DIN: 01032705

VATSAL DOSHI  
DIRECTOR & CFO  
DIN: 07950770

Darshana Chauhan  
Company Secretary

Place: Mumbai  
Date: 28<sup>th</sup> May, 2024

**Notes on Financial Statements**  
for the year ended 31<sup>st</sup> March, 2024

(Amounts in lakhs)

<b>Note 2 - Cash and cash equivalents</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
Cash on hand	1.04	8.43
<b>Total cash and cash equivalents</b>	<b>1.04</b>	<b>8.43</b>

<b>Note 3 - Bank balance other than above</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
Current Accounts	1,221.39	325.82
Fixed deposits maturing within 12 months	472.65	383.59
<b>Total cash and cash equivalents</b>	<b>1,694.05</b>	<b>709.40</b>

**Point 1:**

The fixed deposits are placed with the bank as a margin money for availing the working capital facilities from the bank.

<b>Note 4 - Sundry Debtors (Less than 6 months)</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
Sundry Debtors	22.14	17.50
<b>Total Sundry Debtors</b>	<b>22.14</b>	<b>17.50</b>

<b>Note 5 - Loans</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
<b>i) Other non-current assets</b>		
Loan Stock (NON Current)(Net)	4,558.30	4,208.54
Less NPA Provisions	283.43	198.43
<b>Total other non-current assets</b>	<b>4,274.87</b>	<b>4,010.11</b>

<b>ii) Inventories</b>		
Loan Stock (Current)(Net)	9,116.61	8,417.08
<b>Total inventories</b>	<b>9,116.61</b>	<b>8,417.08</b>

<b>Total Loans</b>	<b>13,391.48</b>	<b>12,427.19</b>
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(Amounts in lakhs)

<b>Note 6 - Loans to employees</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
Loans to employees	45.56	30.77
<b>Total other current assets</b>	<b>45.56</b>	<b>30.77</b>

<b>Note 7 - Long term loans and advances</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
<b>Unsecured, considered good:</b>		
Loans to employees	45.56	30.77
Advances recoverable in cash or kind or for value to be received	361.62	166.90
Advance Payment of taxes	-	-
<b>Total long term loans and advances</b>	<b>407.17</b>	<b>197.67</b>

<b>Note 9 - Borrowings (Other than Debt Securities)</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
<b>i) Long term borrowings</b>		
<b>Secured</b>		
Term loan from banks	916.48	1,055.33
Cash Credit from Bank (Refer Point No.1)	137.46	663.74
Term loan from others (Refer Point No.2)	1,926.95	1,658.01
<b>Unsecured</b>		
Loans from Bodies Corporates	293.45	391.88
Loans from Directors & Relatives	457.13	712.74
<b>Total long term borrowings</b>	<b>3,731.47</b>	<b>4,481.71</b>

**Points:**

1. Secured by first charge on loan stock & equitable mortgage of immoveable properties & personal guarantee of two directors  
(Total limit Rs.9,87,50,000 Crore (P.Y.11,38,50,000 Crore))

2 1.Term loan Repayable within on Year  
Rs.100,000,008 P.Y Rs.66,666,672.

2. Term loan from others Repayable within one year  
Rs. 106,098,735 P.Y.Rs.35,928,842

<b>ii) Short term borrowings</b>		
<b>Secured</b>		
Term loan from banks (Refer Point No.2)	1,000.00	666.67
Term loan from Other (Refer Point No.3)	1,060.99	359.29
<b>Total Short term borrowings</b>	<b>2,060.99</b>	<b>1,025.96</b>
<b>Total Borrowings</b>	<b>5,792.46</b>	<b>5,507.66</b>

(Amounts in lakhs)

<b>Note 10 - Other Financial Liabilities</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
<b>i) Trade payables</b>		
Trade payables	5.44	3.26
<b>Total trade payables</b>	<b>5.44</b>	<b>3.26</b>
<b>ii) Other current liabilities</b>		
Other liabilities	44.52	45.97
<b>Total other current liabilities</b>	<b>44.52</b>	<b>45.97</b>
<b>Total Liabilities</b>	<b>49.96</b>	<b>49.23</b>

<b>Note 11 - Short term provisions</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
Contingent Provision against Standard Assets (As per RBI Circular No.DBNS.PD.CC.No.207/03.02.002/2010-11 17 January 2011)	269.05	235.55
Provision for taxes	-	-
<b>Total short term provisions</b>	<b>269.05</b>	<b>235.55</b>

<b>Note 12 - Deferred tax liability (net)</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
<i>Deferred tax liability on depreciation</i>	29.13	29.13
<b>Total deferred tax liability</b>	<b>29.13</b>	<b>29.13</b>

<b>Note 13 - Share capital</b>	<b>As at 31-Mar-24</b>	<b>As at 31-Mar-23</b>
<b>Authorized:</b>		
70,00,000 Equity shares of Rs 10 each	700.00	700.00
<b>Issued, subscribed and paid up:</b>		
7000000 Equity shares (Previous year 5003100 Equity Shares) of Rs 10 each, fully paid.	700.00	627.10
<b>Total share capital</b>	<b>700.00</b>	<b>627.10</b>

(Amounts in lakhs)

**Issued, subscribed and paid up share capital includes:**

1. The Company has allotted on 28th March, 2022 of 1996900 Convertible Warrants at a price of Rs.132.54 per warrant (Face Value Rs.10/- each, Premium : Rs.12254/- each) to Promoter / Promoter Group and NON Promoters on Preferential basis. Each warrant shall be convertible into one Equity Share of Face value of Rs.10/- each of the Company.

**a. Equity shareholders holding more than 5% of the equity shares alongwith the number of equity shares**

As at	31 Mar 2024	31 Mar 2023
Sheetal Doshi (1392172 Equity Shares as at 31.03.2024 and P.Y. 1092172)	19.89%	17.42%
Minesh Doshi (1272710 Equity Shares as at 31.03.2024 and P.Y. 972710)	18.18%	15.51%
Vatsal Doshi (629000 Equity Shares as at 31.03.2024 and P.Y. 500000 )	8.99%	7.97%

**b. Reconciliation of the number of shares at the beginning of the year and at the end of the year**

	31 Mar 2024	31 Mar 2023
Opening balance	627.10	500.31
Add: Share issued during the year	72.90	126.79
Less: Bonus issues / redemption / buyback of shares during the year	-	-
<b>Closing balance</b>	<b>700.00</b>	<b>627.10</b>

**Note 14 & 15 - Reserves and surplus**

	As at 31 Mar 2024	As at 31 Mar 2023
<b>Share Premium Account</b>		
Opening Balance	1,553.68	787.81
Add: During the year	893.32	765.88
<b>General Reserve</b>		
Opening Balance	945.46	845.46
Add: Transefered from Profit & Loss Account	120.00	100.00
	1,065.46	945.46
<b>Special Reserve</b> (As per RBI [Ammendment] Act, 1997)		
Opening Balance	1,303.05	1,128.05
Add: Transefered from Profit & Loss Account	240.00	175.00
<b>Profit and Loss Account</b>		
Balance at the beginning	3,151.48	2,628.40
Add: Net profit / (loss) for the period	1,197.02	838.11
Less: Dividend Paid	62.71	40.02
Add : Fair Value	-	-
Less: Appropriations / adjustments		
Transfer to General Reserve	120.00	100.00
Transfer to Special Reserve	240.00	175.00
Balance at the end	3,925.79	3,151.48
<b>Total Reserves and Suplus</b>	<b>8,981.30</b>	<b>6,953.67</b>

*(Amounts in lakhs)*

<b>Note 16 - Revenue from operations</b>	<b>Year ending 31-Mar-24</b>	<b>Year ending 31-Mar-23</b>
Income from assets financing	3,231.44	2,739.66
<b>Total revenue from operations</b>	<b>3,231.44</b>	<b>2,739.66</b>

<b>Note 17 - Other income</b>	<b>Year ending 31-Mar-24</b>	<b>Year ending 31-Mar-23</b>
Interest on Fixed Deposit with bank	25.57	11.13
Service Charges	20.26	20.49
Capital Gain	0.29	0.67
Dividend	-	0.00
<b>Total other income</b>	<b>46.12</b>	<b>32.29</b>

<b>Note 18- Employees benefit expenses</b>	<b>Year ending 31-Mar-24</b>	<b>Year ending 31-Mar-23</b>
Salary, Provident fund etc.	362.95	299.64
Directors Remuneration	15.00	12.00
Staff welfare expenses	6.40	4.96
<b>Total employees benefits expenses</b>	<b>384.35</b>	<b>316.60</b>

<b>Note 19 - Finance costs</b>	<b>Year ending 31-Mar-24</b>	<b>Year ending 31-Mar-23</b>
Interest paid to Bank	264.10	222.92
Other Interest	385.46	493.29
<b>Total finance costs</b>	<b>649.56</b>	<b>716.21</b>

<b>Note 20 - Provisions &amp; Write Off</b>	<b>Year ending 31-Mar-24</b>	<b>Year ending 31-Mar-23</b>
Bad debts written off	156.63	174.94
Provision for NPA	85.00	60.19
Contigent Provision for Standard Assets	33.50	31.26
<b>Total Provisions &amp; Write Off</b>	<b>275.13</b>	<b>266.39</b>



*(Amounts in lakhs)*

<b>Note 21 - Other expenses</b>	<b>Year ending 31-Mar-24</b>	<b>Year ending 31-Mar-23</b>
Advertisement & Brokerage Expenses	11.49	9.77
CSR Expenditure	16.45	14.15
Fair Value of Investment		
Audit fees	1.20	1.20
Books & Periodicals	3.41	2.96
Bank Charges	16.31	28.11
Conveyance	11.67	8.09
Filing Fees	0.28	0.63
Listing fees	3.50	3.00
Membership & subscriptions	2.58	1.52
Miscellaneous expenses	4.68	7.67
Office Expenses	62.49	63.31
Postage & Telegraph	17.13	11.86
Printing & Stationary	14.46	11.13
Professional & other legal charges	61.22	71.71
Rent	6.55	5.25
Rates & Taxes	1.11	1.44
Repairs & Maintainance	5.22	5.62
Service Tax, Service charges & other fees	1.68	1.68
GST tax paid	3.03	3.81
CGST Tax Paid	14.93	11.45
SGST Tax paid	14.07	11.25
Travelling expenses	16.26	7.71
Telephone Charges,Fax & Internet	11.44	9.51
Vehicle Expenses	41.38	32.73
Xerox & Copy Charges	5.32	4.05
Stamping Charges	3.79	7.42
<b>Total other expenses</b>	<b>351.64</b>	<b>337.04</b>

## Note 8 - Property, Equipments etc,

(Amounts in lakhs)

Sr No	Nature of asset	Gross Block				Depreciation				
		Opening balance	Additions	Deletions	Closing balance	Opening balance	Additions		Deletions	Closing balance
1	Premises	2,831.01	9.95	-	293.06	37.13	4.38		-	41.51
2	Computers	46.78	4.45	-	51.23	42.17	2.38	-	-	44.56
3	Office Equipmen	3.02	-	-	3.02	0.69	0.10		-	0.79
4	Vehicles	8.68	-	-	8.68	8.68	-	-	-	8.68
	<b>Current Year</b>	<b>341.59</b>	<b>14.39</b>	<b>-</b>	<b>355.99</b>	<b>88.66</b>	<b>6.87</b>	<b>-</b>	<b>-</b>	<b>95.53</b>
	<b>Previous Year</b>	<b>316.75</b>	<b>24.84</b>	<b>-</b>	<b>341.59</b>	<b>83.16</b>	<b>5.51</b>		<b>-</b>	<b>88.66</b>

**Note:**

a) The addition to fixed assets have been classified in accordance with the classification normally adopted by the Management.

**FOR AND ON BEHALF OF THE BOARD**

Minesh M Doshi      Managing Director  
Darshana Chauhan      CS

Vatsal M Doshi      Director & CFO

Place: Mumbai  
Date: 28th May, 2024

**Schedule to Balance Sheet** (as required in terms of Paragraph 13 of "Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015")

(Rs. in „000)

	March 2024		March 2023	
	Amount Outstanding	Amount Overdue (unclaimed)	Amount Outstanding	Amount Overdue (unclaimed)
<b><u>LIABILITIES SIDE</u></b>				
(1) Loans and advance availed by the NBFC's inclusive of interest accrued thereon but not paid:				
(a) Debenture : Secured	0	0	0	0
Unsecured	0	0	0	0
<i>(other than falling within the meaning of public deposits)</i>				
(b) Deferred Credits	0	0	0	0
(c) Term Loan	0	0	0	0
(d) Inter-corporate loans and borrowing	0	0	0	0
(e) Commercial Paper/other loans	0	0	0	0
(f) Public Deposits ****	75,058	0	1,10,461	0
(g) FCNR Loan	0	0	0	0
(h) Subordinated debt	0	0	0	0
(2) Break-up of (l)(F) above (Outstanding public deposits inclusive of interest accrued thereon but not paid)				
(a) In the form of Unsecured debentures	0	0	0	0
(b) In the form of party secured debentures i.e. debentures where there is a shortfall in the value of security.	0	0	0	0
(c) Other public deposits***	0	0	0	0
<b><u>ASSET SIDE</u></b>				
	<b>Amount Outstanding</b>		<b>Amount Outstanding</b>	
(3) Break-up of Loans and Advance including bills receivables [other than those included in (4) below]				
(a) Secured		0		0
(b) Unsecured		0		0

<p>(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities.</p> <p>(i) Lease assets including lease rentals under sundry debtors:</p> <p>    (a) Financial lease 0 0</p> <p>    (b) Operating lease 0 0</p> <p>(ii) Stock on hire including hire changes Under sundry debtors:</p> <p>    (a) Assets on hire 0 0</p> <p>    (b) Repossessed Assets 0 0</p> <p>(iii) Hypothecation loans counting towards EL/HP activities</p> <p>    (a) Loans where assets have been repossessed 0 0</p> <p>    (b) Loans other than (a) above 13,39,147 12,42,719</p>						
<p><b>(5) Break-up of Investments:</b></p> <p><u>Current Investments:</u></p> <p>1. Quoted:</p> <p>    a. Shares: (i) Equity 0 0</p> <p>                 (ii) Preference 0 0</p> <p>    b. Debentures and Bonds 0 0</p> <p>    c. Units of mutual funds 0 0</p> <p>    d. Government Securities 0 0</p> <p>2. Unquoted:</p> <p>    a. Shares: (i) Equity 0 0</p> <p>                 (ii) Preference 0 0</p> <p>    b. Debentures and Bonds 0 0</p> <p>    c. Units of mutual funds 0 0</p> <p>    d. Government Securities 0 0</p> <p><u>Long Term Investments:</u></p> <p>1. Quoted:</p> <p>    a. Shares: (i) Equity 0 0</p> <p>                 (ii) Preference 0 0</p> <p>    b. Debentures and Bonds 0 0</p> <p>    c. Units of mutual funds 0 0</p> <p>    d. Government Securities 0 0</p> <p>2. Unquoted:</p> <p>    a. Shares: (i) Equity 0 0</p> <p>                 (ii) Preference 0 0</p> <p>    b. Debentures and Bonds 0 0</p> <p>    c. Units of mutual funds 0 0</p> <p>    d. Government Securities 0 0</p>						
6) Borrower group-wise classification of all leased assets, stock-on-hire and loans & advances						
<p><b>Category</b></p> <p>1. Related Parties</p> <p>    a) Subsidiaries 0 0 0 0 0 0</p> <p>    b) Companies in the same group 0 0 0 0 0 0</p> <p>    c) Other related parties 0 0 0 0 0 0</p> <p>2. Other than related parties 13,39,147 0 13,39,147 12,42,719 0 12,42,719</p> <p style="text-align: right;">TOTAL 13,39,147 0 13,39,147 12,42,719 0 12,42,719</p>	<p style="text-align: center;"><b>March 2024</b></p> <p style="text-align: center;"><b>Amount net of provisions</b></p>			<p style="text-align: center;"><b>March 2023</b></p> <p style="text-align: center;"><b>Amount net of provisions</b></p>		
	<b>Secured</b>	<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>	<b>Unsecured</b>	<b>Total</b>

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):				
Category	March 2024		March 2023	
	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
(a) Subsidiaries	0	0	0	0
(b) Companies in the same group	0	0	0	0
(c) Other related parties	0	0	0	0
2. Other than related parties	0	0	0	0
TOTAL	0	0	0	0
(8) Other Information				
Particulars	March 2024		March 2023	
	Amount		Amount	
1. Gross Non-Performing Assets				
(a) Related parties		0		0
(b) Other than related parties		43,012		41,643
2. Net Non-Performing Assets				
a. Related parties		0		0
b. Other than related parties		14,751		21,824
3. Assets acquired in satisfaction of debt.		0		0

\*\*\*\* Represent unclaimed deposit & interest thereof in respect of which the company is yet to receive instruction for repayment/ renewal from the depositors.

# Notice

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Shalibhadra Finance Limited will be held on Monday, 30<sup>th</sup> September, 2024 at 1 p.m (IST), through Video Conferencing / other Audio Visual Means ("VC" / "OAVM") to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and the Statement of Profit or Loss for the year ended on that date and the Report of Directors and Auditors thereon.
2. To consider & declare dividend on equity shares for the year ending 31<sup>st</sup> March, 2024.
3. To appoint Mr. Dhruvil M. Doshi (DIN 10303924), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Dhruvil M. Doshi, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint Ms. Ayushi M. Doshi (DIN 08831990), who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Ayushi M. Doshi, who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

## Special Business:

5. To appoint Mr Govind Keswani (DIN 01841775) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Govind Keswani, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., up to 30<sup>th</sup> September 2029;

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

6. To re-appoint Mr. Kamalkant Keswani (DIN 08676088) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kamalkant Keswani, who was appointed as an Independent Director and who holds office as an Independent Director up to 30<sup>th</sup> September 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., up to 30<sup>th</sup> September 2029;

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

7. To ratify appointment of Mr. Vatsal M. Doshi, with effect from 29<sup>th</sup> September, 2023 for a period of Five years and in this regard, pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, consent of the Company be and is hereby accorded for appointment of Mr. Vatsal M. Doshi (DIN: 07950770) as Whole-Time Director cum Chief Financial Officer (CFO) of the Company for a period of Five (5) years w.e.f 29<sup>th</sup> September, 2023 and whose office shall be liable to retire by rotation, on the terms and conditions contained in the Agreement executed by and between Mr Vatsal M. Doshi and the Company salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Vatsal M. Doshi will be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule V of the Act by making such compliances as provided in the Schedule.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient, desirable including power to sub delegate, in order to give effect to the foregoing resolution”

8. To approve Borrowing limits of the Company and creation of charge on the assets of the Company and in this regard to consider and, if thought fit, to pass the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 190 crore ( One hundred ninety Crore only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

#### Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The Share Transfer Book and the Register of Members of the Company will be closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (Both Days inclusive) for determining the names of members eligible for attending the meeting.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held

through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

4. Shareholders desirous of obtaining any information are requested to address their questions to the Company's Head Office, so as to reach at least 10 days before the date of the meeting so that the information may be made available at the meeting to the best extent possible.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Sundays and Holidays, between 11.00 a.m. and 1.00 p.m. upto date of the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. In all correspondence with the Company, the members are requested to quote their members folio numbers and in case their shares are held in dematerialized form, quote their client ID Number and their DPID Number.

### Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

#### ITEM NO. 5

##### Details of Director seeking appointment at the forthcoming Annual General Meeting:

In terms of Section 149 and other applicable provisions, if any, of the Companies Act 2013, Mr Govind Keswani, being eligible, is proposed to be appointed as an Independent Director for Five Consecutive years for a term up to 30<sup>th</sup> September 2029. A notice has been received from a member proposing Mr Govind Keswani as a candidate for the office of Director of the Company at such remuneration as may be decided by Nomination and Remuneration committee from time to time.

Mr Govind Keswani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The company has also received a declaration to the effect that he meets the criteria of independent as provided in section 149(6) of Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Brief details are presented as follows:

Name	: Mr Govind Keswani
Date of Birth	: 06.04.1965
Qualification	: B.Com., C.A., Cost Accountant
	: He has more than 30 years of experience in the field of Finance & Accounting
Directorships of other boards	: Nil

#### ITEM NO. 6

##### Details of Director seeking re-appointment at the forthcoming Annual General Meeting:

At the Annual General Meeting held on 30<sup>th</sup> September 2019, the members of the Company had appointed Mr. Kamalkant Keswani as an Independent Director of the Company, to hold office up to 30<sup>th</sup> September 2024 ("first term"). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Kamalkant Keswani as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him, the continued association Mr. Kamalkant Keswani would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Kamalkant Keswani as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company at such remuneration as may be decided by Nomination and Remuneration committee from time to time.

Mr. Kamalkant Keswani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The company has also received a declaration to the effect that he meets the criteria of independent as provided in section 149(6) of Companies Act, 2013 and under the Securities and Exchange



Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Brief details are presented as follows:

Name	: Shri Kamalkant Keswani
Date of Birth	: 22.02.1953
Qualification	: B.Com., LL.B. C.A.I.I.B, Pg.DBIM
	: Former Banker with 25 years' experience. Turned Coach cum Consultant since last 20 years. Aggregate experience of 45 years engaged in providing Debt Syndication / Financial Re-engineering / NPA Resolution / Strategic Consultancy / Training Services.
Directorships of other boards	: Nil

## ITEM NO. 7

### Details of Director seeking re-appointment at the forthcoming Annual General Meeting:

Mr. Vatsal M. Doshi (DIN: 07950770) was appointed Whole-Time Director cum Chief Financial Officer (CFO) of the Company for a period of Five (5) years w.e.f 29<sup>th</sup> September, 2023. The said approval is ratified in this AGM.

Mr. Vatsal M. Doshi, aged 29 years, is a Commerce Graduate and has a rich experience in the field of Finance and Accounts and has redesignated as Whole-Time Director cum CFO of the Company in its Board Meeting held on 26<sup>th</sup> August, 2023 as recommended by Audit & Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of Mr. Vatsal M. Doshi as a Whole Time Director cum CFO and remuneration payable to him, in terms of the applicable provisions of the Act. The terms & conditions of his appointment are as follows:

Remuneration: Rs. 1,50,000/- Per Month

Perquisites: Nil

In addition, Mr. Vatsal Doshi shall be eligible for Gratuity, Provident Fund, Leave encashment etc. as per the remuneration structure approved by the Remuneration Committee.

Period – for a period of 5 (five) years.

He shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Regulations with the Stock Exchange.

In case of adequate profits remuneration shall not exceed 5% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013 and payable by way of Salary/ Allowances/ other Perquisites / benefits and/or Commission, as determined by the Nomination and Remuneration Committee from time to time.

In case of inadequate profits remuneration shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013, based on the effective capital of the Company and in accordance with the approval of the Nomination and Remuneration Committee at the relevant point of time

## ITEM NO. 8

The following Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 (“the Act”), sets out all material facts relating to the business of the accompanying Notice.

In terms of the provisions of section 180(1)(c) of the Act, the Board of Directors of a company cannot borrow moneys in excess of the amount of the paid-up capital of the company and its free reserves without the approval of the Members by way of a Special Resolution.

In order to further expand its business and to meet increased financial needs for the budgeted disbursements, it is proposed to enhance the borrowing limits of the Company to Rs. 190 crores.

The Company may be required to secure some of the borrowings by creating mortgage/charge on all or any of the movable or immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of section 180(1)(a) of the Act any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole, of any such undertaking requires the approval of the Members by way of a Special Resolution.

Accordingly, the consent of the Members is being sought for the enhancement of the borrowing limits and to secure such borrowings by mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company as set out in Special Resolution appended to this Notice. The Board recommends the passing of the Resolution as a Special Resolution. Your approval is sought for passing the Special Resolution as set out in this Notice. None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding interest, if any, in the Company.

**The instructions for members for remote e-voting and joining general meeting are as under:-**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
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 EGM/AGM. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM 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 EGM/AGM through VC/OAVM 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM 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 issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.shalibhadrafinance.com](http://www.shalibhadrafinance.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **27/09/2024, at 9.00A.M** and ends on **29/09/2024; 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. 23/09/2024, 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 23/09/2024.

**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**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser</li> </ol>

by typing the following URL: <https://www.evoting.nsdl.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.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there

	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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	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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

**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.
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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?

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

## **Step 2: Cast your vote electronically 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 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

[paresh\\_cs19@yahoo.co.in](mailto:paresh_cs19@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Sanjeev Yadav at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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 [shalibhadra\\_mum@yahoo.co.in](mailto:shalibhadra_mum@yahoo.co.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shalibhadra\\_mum@yahoo.co.in](mailto:shalibhadra_mum@yahoo.co.in). 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.com](mailto:evoting@nsdl.com) 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 EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.



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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM 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/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM 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 shalibhadra\_mum@yahoo.co.in The same will be replied by the company suitably.

For and on behalf of Board of Directors

Minesh Doshi  
Managing Director

**Registered Office:**

3, Kamat Industrial Estate,  
396, V.S. Marg,  
Opp. Siddhi Vinayak Temple,  
Prabhadevi,  
Mumbai – 400 025.  
Tel: 24 322 993/ 24 322 994.

Place: Mumbai

Date: 5<sup>th</sup> September, 2024.



**SHALIBHADRA**

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FINANCE LIMITED

**3, Kamat Industrial Estate,  
396, Veer Savarkar Marg,  
Opp. Siddivinayak Mandir,  
Prabhadevi, Mumbai – 400 025.**

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Website: [www.shalibhadrafinance.com](http://www.shalibhadrafinance.com)**