

TOKYO FINANCE LIMITED

ANNUAL REPORT 2020 - 2021

ANNUAL REPORT 2020 - 2021

CIN : L65923DD1994PLC009783

BOARD OF DIRECTORS

Shri Velji L. Shah
Chairman & Managing Director

Shri Haresh V. Shah

Shri Viraj Devang Vora (from 29 September, 2020)

Shri Chimanlal A. Kachhi

Smt. Jagruti Mayurbhai Sanghvi

Shri Tassadduq Ali Khan (Upto 3rd July, 2020 - Due to his demise)

AUDITORS

Vinodchandra R. Shah & Co.
Chartered Accountants

COMPANY SECRETARY

Rekha Bagda

BANKERS

The Federal Bank Ltd.

REGISTERED OFFICE

Plot No.363/1 (1,2,3), Shree Ganesh Industrial Estate
Kachigaum Road, Daman - 396210 (U.T.)

REGISTRAR AND TRANSFER AGENT

Link Intime India Pvt. Ltd.

(Sharex Dynamic (India) Pvt. Ltd. merged into Link Intime India Pvt. Ltd. w.e.f. 01.09.2020)

C- 101, 247 Park, L B S Marg

Vikhroli West

Mumbai-400083

TWENTYSEVENTH ANNUAL GENERAL MEETING

CONTENTS

Date : 1st September, 2021

Time : 12.00 P.M.

Venue : Through Video Conferencing and
other audio/visual means.

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NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of Tokyo Finance Limited (CIN-L65923DD1994PLC009783) will be held on Wednesday, 01st September, 2021 at 12.00 P.M. through Video Conferencing (VC) or Other Audio Visual Means (OVAM) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the year ended 31st March, 2021 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Haresh V. Shah Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**3. Reclassification of Promoters of the Company as Public Shareholders.**

To consider and approve reclassification of Promoters of the Company and this regard to consider and fit to pass, with or without modification(s), the following resolution is **Special Resolution**.

“RESOLVED THAT, pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for rereclassification of the following persons from ‘Promoter and Promoter Group Category’ and remove their names from the ‘Promoter and Promoter Group’ Category.

“RESOLVED FURTHER THAT, the following persons are neither involved in the management of the Company nor exercise any control over the affairs of the Company and also do not have any right either to nominate any Director of the Company or an ability to control the management or policy decisions of the Company in any manner. None of the promoters act would influence the decision taken by the Company.

| Name of Promoter along with person acting in concert | No. of Shares held | Percentage |
|---|---------------------------|-------------------|
| Pushpa Pravin Shah | 308150 | 4.42 |
| Heena Bharat Shah | 48796 | 0.70 |
| Pravin Malshi Shah | 0 | 0 |
| Bharat Malshibhai Shah | 0 | 0 |
| Malshi Lakhadir Shah | 0 | 0 |
| Total | 356946 | 5.12 |

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“RESOLVED FURTHER THAT, pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid person(s) seeking reclassification:

- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Have never act as a key managerial person in the Company;
- vi. Are not a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines
- vii. Are not a fugitive economic offender.

“RESOLVED FURTHER THAT, on approval of the stock exchange upon application for reclassification of the aforesaid person, the Company shall effect such reclassification in the statement of Shareholding pattern from immediate succeeding quarter under regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other applicable provisions.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

IMPORTANT NOTES:

1. This AGM is being held pursuant to the MCA Circulars through VC / OAVM, 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 to this Notice.
2. The Register of members and the share transfer books of the company will remain closed from 25th August, 2021 to 01st September, 2021 (both days inclusive).
3. Members are requested to notify the change in address or bank details or to update their e-mail Id. The said information should be submitted to the Company’s Registrar and Share Transfer Agent, Link Intime India Pvt Ltd.(Sharex Dynamic (India) Pvt. Ltd.merged into Link Intime India Pvt Ltd w.e.f. 31-08-2020) , C- 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083. Phone No. 49186270. Website: linkintime.co.in, email ID: www.rnt.helpdesk@linkintime.co.in if the shares are held in physical form and to the concerned Depository Participants (‘DP’), if the shares are held in electronic form.

4. In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 27th AGM has been uploaded on the website of the Company at www.tokyofinance.in
1. Members desirous of obtaining any information concerning the accounts of the Company are requested to send their queries to the Company at least seven days before the date of the Meeting. Replies will be provided only at the meeting.
2. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

1. Voting through electronic means:

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by The Companies (Management and Administration) Amendment Rules, 2015 & Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is offering remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('remote e-voting') provided by Central Depository Services Limited ('CDSL').

Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

CDSL e-Voting System – Fore-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

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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 to atleast 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 AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.tokyoplastint.in 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 and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM 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 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:

- i. The voting period begins on Sunday, 29th August, 2021 at 9.00 a.m. (IST) and ends on Tuesday, 31st August, 2021 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th August 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of allshareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDLis given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 1) Userswho 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful loginthe Easi / Easiest user will be able to see the e-Voting option for eligible companieswhere the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Additionally, there is also links provided to access the system ofall e-Voting Service Providersi.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly. |

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| Type of shareholders | Login Method |
|---|--|
| | <p>3) <u>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u></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 www.cdslindia.com home page or click on https://evoting.cdslindia.com / Evoting / EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>1) <u>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</u></p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) <u>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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</u></p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

| | |
|---|--|
| 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

ii. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | |
|--|---|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. · If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- vi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution Authority letter etc. together with attested specimen signature of the duly authorized signatories who are authorized to vote, to the Scrutinizer and to the Company at the email address info.tokyofinance@gmail.com, if they have voted from individual tab & not uploaded in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info.tokyofinance@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info.tokyofinance@gmail.com. These queries will be replied to by the company suitably by email.

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8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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

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

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

The Company had received the letter from the following person falling under the category of promoters/promoter Group of the Company requesting to be reclassified from the Category of “Promoters/Promoters Group” to “Public Category”.

| Name of Promoter along with person acting in concert | No. of Shares held | Percentage |
|---|---------------------------|-------------------|
| Pushpa Pravin Shah | 308150 | 4.42 |
| Heena Bharat Shah | 48796 | 0.70 |
| Pravin Malshi Shah | 0 | 0 |
| Bharat Malshibhai Shah | 0 | 0 |
| Malshi Lakhadir Shah | 0 | 0 |
| Total | 356946 | 5.12 |

The aforesaid Promoter/promoter group person is holding very insignificant shareholding which constitutes 5.12% of the total paid up capital of the Company. The aforesaid promoter/promoter group person do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid people neither have representation on the Board of Directors of the Company nor hold any key Management position in the Company. The Company also not entered into any Shareholders Agreement with them. They do not have any Special Information Rights.

Based on the letter received from above promoter persons, the matter was discussed by the Board of Director at their meeting held on 03 March, 2021 and Board decided to get the above promoter/promoter group person reclassified from the” Promoter Category” to “Public Category” with the approval of stock exchanges Regulation 31A (2) read with Regulation 31 A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations,2015 (Including any amendments made thereto) (hereinafter referred to as Listing Regulations”) is the main regulation which deals with reclassification of promoter shareholding in to public Shareholding.

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DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE - APPOINTMENT AT THE ANNUAL GENERAL MEETING

In Pursuance to SEBI (Listing Obligation and Disclosure Requirements) Rule, 2015

| Particulars | Mr Haresh Velji Shah |
|--|--|
| Date of Birth | 16.08.1974 |
| Date of Appointment | 01.07.1996 |
| Qualifications | Graduate in Plastic Industry |
| Expertise in specific functional areas | Plastic Industry |
| Directorship in other Public Limited Companies | i. Tokyo Plast International Limited ii. Tokyo Constructions Limited iii. Tokyo Exim Limited |
| Membership of Committees in another Public Limited Companies | CSR Committee of Tokyo Plast International Limited |
| Number of Shares held in the Company | NIL |

For And On Behalf of the Board of Directors

Place : Mumbai
Date : 30th June, 2021

VeljiL.Shah
DIN: 00007239
Chairman&ManagingDirector

Registered office :
Plot No. 363/1(1,2,3),
Shree Ganesh Industrial Estate,
Kachigaum Road,
Daman, Daman and Diu - 396210

BOARD REPORT

To,
The members,
Tokyo Finance Limited

Your Directors have pleasure to present their Twenty Seventh Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended on 31st March, 2021.

Financial Results

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

| | (Rs. In Lakhs) | |
|---------------------------------------|----------------|----------------|
| Particulars | 2020-21 | 2019-20 |
| Revenue from operations | 57.92 | 10.97 |
| Profit for the year before Tax | -309.97 | 6.40 |
| Tax expenses | 4.76 | 1.67 |
| Net Profit after Tax | -314.73 | 4.74 |
| Surplus carried over to Balance Sheet | -314.73 | 4.74 |

Review of Operations

The Company recorded a gross turnover of Rs. 57.92, increased from Rs 10.97 lakhs of the previous Financial Year. The Company has stood at net loss of Rs. 314.73 lakhs against of net profit Rs.4.74 lakhs of previous year.

Dividend

No Dividend was declared for the current financial year.

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

There are no material changes affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Auditors and Auditors' Report

A. Statutory Auditors

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Vinodchandra R Shah & Co, Chartered Accountant, (Firm Registration No. 115394W), were appointed as statutory auditors from the conclusion of the twenty-third Annual General Meeting (AGM) held on September 28, 2017 till the conclusion of the twenty-Eighth AGM of the Company in 2022, subject to the ratification of their appointment at every AGM, if required under law.

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

B. Secretarial Auditor

The Board has appointed Mr. Virendra Bhatt, Practicing Company Secretary, (M. No.: 1157) as Secretarial Auditor according to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report for the financial year 2020-21 is attached herewith as Annexure –1 signed by Ms. I. Javeri, Associate of Mr. Virendra Bhatt.

The Secretarial Audit Report for the financial year ended 31st March, 2021 contains certain Qualifications

Clarification provided by the board – It was inadvertently escaped the compliance. The Company will take a note of the same in the future and the management of the Company assure you to comply all the provisions of the applicable law in true spirit in future and is under process of making all the default good.

C. Internal Auditor

Pursuant to Section 138 of the Companies Act 2013, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors. In line with this requirement, the Board of Directors has **appointed M/s P. H. Chincholkar & Co., Chartered Accounts**, as Internal Auditor of the Company for the financial year 2020-21.

He has submitted Internal Audit Report for the financial year 2020-21 to the Board. No major audit observations were observed during the Internal Audit.

Extract of the annual return

The details forming part of the extract of the Annual Return in Form MGT-9 is enclosed herewith as Annexure-2

Conservation of energy, technology absorption and foreign exchange earnings and outgo

Company is not in any activities which entail the energy and technology consumption and there was no Foreign Exchange earnings and outgo in the company during the financial year.

Directors

A. Changes in Directors and Key Managerial Personnel

In accordance with the provisions of the Companies Act, 2013, Mr. HareshV. Shah, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

B. Declaration by an Independent Director(s) and re- appointment

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms & conditions for the appointment of Independent Directors are available on the website of the Company www.tokyofinance.in.

C. Formal Annual Evaluation

Schedule IV to the Companies Act, 2013, mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board has carried out an annual performance evaluation of its own performance, that of its Committees and the Directors individually. None of the independent directors are due for re-appointment.

D. Criteria for performance evaluation of Independent Directors and the Board

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are satisfactory for the position.
- c. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

E. Directors Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the same period;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls in the company that are adequate and were operating effectively.
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

F. COVID -19 - Second wave impact on business outlook

India was relatively successful in managing the first wave of the pandemic outbreak but unfortunately, the second wave of Covid-19 is spreading the virus much more rapidly across India, including the rural areas which were relatively less impacted in the first wave. We are cautious and hopeful that with an all-out effort, we will be able to overcome the challenging situation the country is facing.

As per the World Bank, the global economic output is recovering from the downturn triggered by Covid-19 but it will remain below pre-pandemic trends for a prolonged period. A well-coordinated response to the pandemic will shape the future of the global economy for years to come. The Indian GDP, after a steep fall of 24.4% and 7.3% in Q1 and Q2 of FY 2020-21 respectively, has shown recovery with 0.4% growth in Q3. Based on this recovery trend, the GDP for 2021 is estimated to be contracting by 8% which is a clear outcome of the efforts undertaken in minimizing the impact of Covid-19 on the economy. But the second wave of the Covid-19 pandemic has struck India with unforeseen fury and it will compound the misery of repeated economic disruptions and slowdowns over the past few years. The extent of economic loss will primarily depend on how fast the chain of infections can be broken and how India manages to contain this with mass vaccination efforts. Your Company has been working in several ways to help in containment of the spread of the pandemic and in alleviating human distress and suffering caused by the pandemic.

Meetings

A. Board Meeting

During the year Board of Directors met 8 times to discuss various matters, presence of each director and there directorship and membership in other public company is provided below:

| Name of Directors | Category | Attendance at | | No. of Directorships in other Public Companies ⁽¹⁾ | No. of Committee positions held in other Public Comapanies ⁽²⁾ | |
|---|-------------------------------|----------------|--------------------------------|---|---|-----------|
| | | Board Meetings | Last AGM (30th December, 2020) | | As Chairman | As Member |
| Mr. Velji L.Shah <i>Chairman & Managing Director</i> <i>DIN: 00007239</i> | Executive, Non-Independent | 4 | No | 3 | -- | -- |
| Mr. Haresh V. Shah <i>DIN: 00008339</i> | Executive, Non-Independent | 7 | Yes | 3 | -- | 1 |
| Mr. Viraj Vora <i>DIN: 08448823</i> | Non-Executive, Independent | 5 | Yes | 1 | -- | 4 |
| Mr. Chimanlal Andarji Kachhi <i>DIN: 00058092</i> | Non-Executive, Independent | 6 | No | 1 | 4 | -- |
| Ms Jagruti Mayurbhai Sanghavi <i>DIN: 07144651</i> | Non-Executive, Independent | 4 | No | 1 | -- | 4 |

(1) *Excludes directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.*

(2) *This includes only Chairmanships/Memberships of the Audit Committee and Stakeholders Relationship Committee of all listed and unlisted public limited companies as per Regulation 26 of the SEBI Listing Regulations.*

The draft of the minutes prepared by the Company is circulated among the Directors for their comment/ suggestion and finally after incorporating their views, final minutes are recorded in the minute's books. Post meeting, important decisions taken are communicated to the concerned officials and departments for the effective implementation of the same.

B. Independent Directors' Meeting

As per the requirement of Schedule IV to the Companies Act, 2013, the Independent Directors of the Company met on 14th June, 2020, inter alia to:

- Review the performance of the non- Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company; taking into account the views of the Executive Directors.
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

TOKYO FINANCE LIMITED

Committees of Board

Board has three committees to attend various matters provided by the law i.e. Audit Committee Nomination & Remuneration Committee & Stakeholder Relationship Committee. Except Stakeholder Relationship Committee other committees consists entirely of independent directors.

| Name of the committee | Composition of The committee | Highlights of duties, responsibilities and Activities |
|---------------------------------------|--|--|
| Audit committee | <p>Mr. Viraj Devang Vora, Chairperson</p> <p>Mr. Chimanlal Andarji Kachhi</p> <p>Mrs. Jagruti Mayurbhai Sanghavi</p> | <ul style="list-style-type: none"> All recommendations made by the audit committee during the year were accepted by the Board. The Company has adopted the Whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. In accordance with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has formulated policies on related party transactions. The policies, including the Whistleblower Policy, are available on our website, www.tokyofinance.in |
| Nomination and Remuneration committee | <p>Mr. Viraj Devang Vora, Chairperson</p> <p>Mr. Chimanlal Andarji Kachhi</p> <p>Mrs. Jagruti Mayurbhai Sanghavi</p> | <ul style="list-style-type: none"> The committee oversees and administers executive compensation, operating under a written policy adopted by our Board of Directors. The committee has designed and continuously reviews the nomination and remuneration policy for our Directors and senior executives to align both short-term and long-term remuneration with business objectives and to link remuneration with the achievement of measurable performance goals. The nomination and remuneration policy is available on our website at www.tokyofinance.in. |
| Stakeholders Relationship committee | <p>Mr. Chimanlal Andarji Kachhi, Chairperson</p> <p>Mr. Viraj Devang Vora</p> <p>Mr. Haresh V. Shah</p> | <ul style="list-style-type: none"> The committee reviews and ensures redressal of investor grievances. |

access to the Chairman of Audit Committee in appropriate cases. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.tokyofinance.in

Sexual Harassment of Women at Workplace

The Company has adopted policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints. The Company has not received any complaint under this policy during the year 2020-21.

Corporate Social Responsibility(CSR)

Your company does not fall under the purview of Corporate Social Responsibility during the period under review, but your Company is keen to help the society whenever required.

Related Party Transactions (RPT's)

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business.

During the year, the Company has not entered into any transactions with Related Parties which are not in its ordinary course of business or not on an arm's length basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Act.

Particulars of Loans, Guarantees or Investments

Pursuant to Section 186(11) of the Companies Act, 2013, the provisions of Section 186(4) of the Companies Act, 2013 requiring disclosure in the financial statements of the full particulars of the loans given, investment made or guarantee given or security provided 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 is not applicable to a non-banking financial company registered under Chapter III of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities.

Listing with Stock Exchange

Company is listed with Bombay Stock Exchange Ltd. Stock Code of the company is 531644 and ISIN Number for NSDL/CDSL (Dematerialized shares) is INE546D01018.

Dematerialization of Shares

86.53% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2021. The Company's Registrar is Linkintime india Pvt. Ltd., situated at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083. Phone No. 28515644/ 28515606. Website: www.linkintime.co.in, email ID: rnt.helpdesk@linkintime.co.in

The company has applied for de-listing from Ahmadabad stock exchange, as approved by the shareholder at the Annual general meeting held on 29thSeptember, 2009 and awaiting for confirmation.

TOKYO FINANCE LIMITED

Particular of Employees

Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 Read With Rule 5(1) Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The information required pursuant to Section 197(12) of the Companies Act, 2013 read with rules made there under, as amended from time to time

The median remuneration of employees was Rs.240500/- in financial year 2020-21. There was change from 5.30% to 1.16% in MRE in financial year 2020-21.

Number of permanent employees on the rolls of Company was 10 employees as on 31.03.2021.

There was no change in aggregate remuneration of the non-managerial employees as well as remuneration to any of Whole Time Director or Managing Director during the year 2020-21.

B. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:

Velji L. Shah, Viraj Fichadia, Rekha Bagda, Nisha Chetan Shah, Satynarayan C Maurya, Amay Subhash Kochare, Kalpana Anant Ghate, Hiteshree Fichadia, Tejas Khade , Kunal Katkar.

No employees during the financial year were covered under the provisions of Rule 5(2) (i), (ii) & (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

Business Risk Management

The main identified risks at the Company are commercial risks, legal & regulatory risk. Your Company has established a comprehensive risk management policy to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk management strategy as approved by the board of directors is implemented by the company management.

Acknowledgement

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers. Your Directors are thankful to the shareholders for their continued support and confidence.

For and on Behalf of the Board of Directors

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Place : Mumbai
Date : 30th June, 2021

Form No.: MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

[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,
Tokyo Finance Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the **Tokyo Finance Limited** (hereinafter referred to as “the Company”). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s statutory registers, minute books, forms and returns filed with the Registrar of Companies (“ROC”), soft copy of the various records sent over mail by the Company and other relevant records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021, has prima facie complied with the statutory provisions listed hereunder:

I have examined the statutory registers, minute books, forms and returns filed with the ROC and other relevant records maintained by the Company for the financial year ended on 31st March, 2021 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;

Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - applicable only to the extent of Foreign Direct Investments and Overseas Direct Investment

TOKYO FINANCE LIMITED

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2021:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) 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;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(iv) I further report that, I rely on the Compliance Report of various laws placed before me by the Company.

(vii) I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has prima facie complied with applicable provisions: Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

- (a) The Listing Agreements entered into by the Company with the Stock Exchange read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the audit period, I am of opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except the followings:

- (i) *The Company has delayed in filing of the Financial Results (PDF and XBRL) for the quarter/year ended on 31st March, 2020 to the Stock Exchange under Regulation 33(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- (ii) *The Company has delayed in filing of Outcome of the Board Meetings held on 13th August, 2020, 10th September, 2020 and 30th October, 2020 for approval of Financial results within 30 minutes of the conclusion of the Board Meeting under Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- (iii) *The Company has delayed in submission of the Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Annual General Meeting held on 30th December, 2020.*
- (iv) *The Company has delayed in submission of intimation of filing of the Record Date or Date of closure of Transfer Books under Regulation 42(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- (v) *Pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall have to maintain a functional website containing the information as prescribed but the website of the Company was not in working conditions.*
- (vi) *The Company has delayed in filing of intimation of Closure of Trading Window for the quarter ended 30th June, 2020.*
- (vii) *The Company has delayed in publication of the Notice and Record Date or Date of closure of Transfer Books in Newspapers for the Annual General Meeting held on 30th December, 2020 under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- (viii) *The Company has delayed in publication of the Financial Results in the Newspapers under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter / year ended on 31st March, 2020.*
- (ix) *The Company has delayed in filing of the details of the Directors and Key Managerial Personnel under the SEBI Circular No.: SEBI/HO/ISD/ISD/CIR/P/2020/168 dated 09th September, 2020.*
- (x) *The Company has not intimated to the Stock exchange about the Board Meeting held on 10th September, 2020 for the approval of Financial Results for the quarter ended 30th June, 2020 as required under Regulation 29(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- (xi) *The Company has delayed in submission of the disclosures received from the Promoters under Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.*

TOKYO FINANCE LIMITED

- (xii) *The BSE Limited issued notice dated 12th February, 2019 to the Company in respect of non-compliance with requirement to appoint a qualified Company Secretary as the Compliance Officer and penalty was imposed but as on 31st March, 2021 the Company has not paid the same.*
- (xiii) *In respect of show cause Notice dated 17th January, 2019 under Section 203(5) of the Companies Act, 2013 issued by the Registrar of Companies, Goa, the Company had filed an application for adjudication of penalties with the Regional Director (“RD”). The RD has revised the penalty and the Company paid the same.*
- (xiv) *The Company has not taken any securities against the loans given, hence it’s unsecured loans.*

I further report that:

1. *Being a Non-Banking Financial Company it has invested and lent more than 25.00% of its owned funds to the group Companies.*
2. *The Company has prima facie complied with the Section 160 of the Companies Act, 2013.*
3. *I have not examined the Financial Statements, financial Books & related financial Act like Income Tax, Sales Tax, Value Added Tax, Goods and Service Tax Act, ESIC, Provident Fund & Professional Tax, Related Party Transactions etc. For these matters, I rely on the report of statutory auditor’s and their observations, if any, and notes on accounts in Financial Statement for the year ended 31st March, 2021.*
4. *The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were prima facie carried out in compliance with the provisions of the Act.*
5. *As per the information provided the Company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.*
6. *I was informed and I observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were prima facie carried out unanimously.*
7. *There are prima facie 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 subject to observations and qualifications, if any made by the Statutory Auditors in their report.*
8. *The management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.*
9. *During the period under review, as per the information provided by the Company, prima facie there were no instances of transaction by the designated persons in the securities of the Company during the closure of window.*

10. During the audit period, the Company has prima facie filed few Forms under the Companies Fresh Start Scheme, 2020 (“CFSS”).
11. As per the Audited Financial Statements provided to me, the Company has reversed the excess interest charged to the entity in which the related parties has significant influence (i.e. Tokyo Construction Limited amounting to Rs. 3,29,43,631/-).
12. During the audit period, there were no instances of:
 - a) Public Issue/Right Issue/ Preferential issue of shares/ sweat equity, etc.;
 - b) Issue of equity shares under Employee Stock Option Scheme;
 - c) Buy-back of securities;
 - d) Foreign Technical Collaborations.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations and Standards is the responsibility of the Management. My 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 the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. I have conducted online verification and examination of records, as facilitated by the Company due to Covid-19 and subsequent lockdown situation for the purpose of issuing this Report.

Date : 30th June, 2021

Place : Mumbai

Virendra G. Bhatt
Practicing Company Secretary
ACS No.: 1157 / COP No.: 124
Peer Review Cert. No.: 491/2016

UDIN: A001157C000547582

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2021

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

I. REGISTRATION AND OTHER DETAILS

| | | |
|---|--|---|
| 1 | CIN | L65923DD1994PLC009783 |
| 2 | Registration Date | 22/11/1994 |
| 3 | Name of the Company | Tokyo Finance Limited |
| 4 | Category/Sub-category of the Company | Public Company/Company having Share Capital |
| 5 | Address of the Registered office & contact details | 363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigam Road, Daman, Daman and Diu - 396210 |
| 6 | Whether listed company | Yes (Listed in BSE) |
| 7 | Name, Address and Contact details of Registrar and Transfer Agent, if any: | Link Intime India Private Limited (Sharex Dynamic C-101,Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 |

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 :

| Name and Description of main Products / Services | NIC Code of the Products / Services | % of total turnover of the Company |
|--|-------------------------------------|------------------------------------|
| Non Banking Financial Activity | 64990 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and address of the company | CIN/GLN | Holding/Subsidiary/ Associate | % of shares held |
|---------|---------------------------------|---------|-------------------------------|------------------|
| -- | -- | -- | -- | -- |

IV. SHAREHOLDING PATTERN

(i) (EQUITY SHARE CAPITAL BREAK UP AS % TO TOTAL EQUITY)

| Category of Shareholders | No. of Shares held at the beginning of the year 01/04/2020 | | | | No. of Shares held at the end of the year 31/03/2021 | | | | % Change during the year |
|--|--|----------|---------|------------------------------|--|----------|---------|------------------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares of Company | Demat | Physical | Total | % of Total Shares of Company | |
| A. PROMOTER'S | | | | | | | | | |
| (1). INDIAN | | | | | | | | | |
| (a). individual | 3582658 | - | 3582658 | 51.40 | 3915028 | - | 3915028 | 56.17 | 4.77 |
| (b). Central Govt. | - | - | - | - | - | - | - | - | - |
| (c). State Govt(s). | - | - | - | - | - | - | - | - | - |
| (d). Bodies Corpp. | | | | | | - | | - | 0.00 |
| (e). FIINS / BANKS. | - | - | - | - | - | - | - | - | - |
| (f). Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (1):- | 3582658 | - | 3582658 | 51.40 | 3621439 | | 3621439 | 56.17 | 4.77 |
| (2). FOREIGN | | | | | | | | | |
| (a). Individual NRI / For Ind | - | - | - | - | - | - | - | - | - |
| (b). Other Individual | - | - | - | - | - | - | - | - | - |
| (c). Bodies Corporates | - | - | - | - | - | - | - | - | - |
| (d). Banks / FII | - | - | - | - | - | - | - | - | - |
| (e). Qualified Foreign Investor | - | - | - | - | - | - | - | - | - |
| (f). Any Other Specify | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2):- | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 3582658 | - | 3582658 | 51.40 | 3915028 | - | 3915028 | 56.17 | 4.77 |

TOKYO FINANCE LIMITED

(B) (1). PUBLIC SHAREHOLDING

| | | | | | | | | | |
|---|---------|--------|---------|--------|---------|--------|---------|--------|-------|
| (a). Mutual Funds | - | - | - | - | - | - | - | - | - |
| (b). Banks / FI | - | - | - | - | - | - | - | - | - |
| (c). Central Govt. | - | - | - | - | - | - | - | - | - |
| (d). State Govt. | - | - | - | - | - | - | - | - | - |
| (e). Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (f). Insurance Companies | - | - | - | - | - | - | - | - | - |
| (g). FIIs | - | - | - | - | - | - | - | - | - |
| (h). Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| (i). Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| (a). BODIES CORP. | | | | | | | | | |
| (i). Indian | 77229 | 13700 | 90929 | 1.31 | 72229 | 13700 | 85929 | 1.23 | -0.07 |
| (ii). Overseas | - | - | - | - | - | - | - | - | - |
| (b). Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs.1 lakh | 611672 | 762900 | 1374572 | 19.72 | 834362 | 788900 | 1623262 | 23.29 | 3.57 |
| (ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh | 1749429 | 168800 | 1918229 | 27.52 | 1178700 | 134600 | 1313300 | 18.84 | -8.68 |
| (c). Other (specify) | | | | | | | | | |
| Hindu Undivided Family | 25156 | 300 | 25456 | 0.04 | 28569 | 300 | 28869 | 0.41 | 0.05 |
| Non Resident Indians | 912 | 1800 | 2712 | 0.03 | 912 | 1800 | 2712 | 0.03 | -0.03 |
| Overseas Corporate Bodies | - | - | - | - | - | - | - | - | - |
| Foreign Nationals | - | - | - | - | - | - | - | - | - |
| Clearing Members | 1000 | - | 1000 | 0.014 | 1000 | - | 1000 | 0.01 | - |
| Trusts | - | - | - | - | - | - | - | - | - |
| Foreign Boodies - DR | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2):- | 2440242 | 947200 | 3387442 | 48.60 | 2115772 | 939300 | 3055072 | 43.83 | -0.77 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 2440242 | 947200 | 3387442 | 100.00 | 2115772 | 939300 | 3055072 | 43.83 | -0.77 |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 6022900 | 947200 | 6970100 | 100.00 | 6030800 | 939300 | 6970100 | 100.00 | - |

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(ii) Share Holding of Promoters

| Name of the shareholder | No. of Shares held at the beginning of the year | | No. of Shares held at the end of the year | | % of change during the year |
|-------------------------|---|-------------------|---|-------------------|-----------------------------|
| | Total number of shares | % of Total Shares | Total number of shares | % of Total Shares | |
| Priyaj Haresh Shah | 1524570 | 21.87 | 1805014 | 25.90 | 4.03 |
| Dharmil Haresh Shah | 1317329 | 18.90 | 1337329 | 19.19 | 0.29 |
| Pushpa Pravin Shah | 308150.00 | 4.42 | 308150 | 4.42 | 4.42 |
| Priti Haresh Shah | 264168.00 | 3.79 | 396139 | 5.68 | 1.89 |
| Bharat Malsi Shah | 71045.00 | 1.02 | - | - | - |
| Heena Bharat Shah | 65296.00 | 0.94 | 48796 | 0.70 | 0.7 |
| Kamlesh Motilal Khirani | 19600.00 | 0.28 | 19600 | 0.28 | - |
| Pravin Malsi Shah | 12500.00 | 0.18 | - | - | - |
| | | | | | |
| Total | 3582658 | 51.40 | 3915028 | 56.17 | 11.04 |

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

| Sr.No | Shareholder's Name | Shareholding at the Beginning of the Year | | | Shareholding at the end of the Year | | | |
|-------|---------------------|---|--------------------------------|------------|--|--------|---------------|----------------------------------|
| | | No. of Shares at the beginning /end of the Year | % of the Shares of the company | Date | Increasing/ Decreasing in shareholding | Reason | No. Of shares | % of total Shares of the company |
| 1 | Priyaj Haresh Shah | 1524570 | 21.87 | 25/09/2020 | 2000 | Buy | 1526570 | 21.9 |
| | | | | 30/09/2020 | 35000 | Buy | 1561570 | 22.4 |
| | | | | 02/10/2020 | 62400 | Buy | 1623970 | 23.29 |
| | | | | 09/10/2020 | 44500 | Buy | 1668470 | 23.94 |
| | | | | 06/11/2020 | 53700 | Buy | 1722170 | 24.7 |
| | | | | 13.11.20 | 64345 | Buy | 1786515 | 25.63 |
| | | | | 20.11.20 | 12499 | Buy | 1799014 | 25.81 |
| | - Closing Balance | | | 27.11.20 | 6000 | Buy | 1805014 | 25.9 |
| 2 | Dharmil Haresh Shah | 1317329 | 18.89 | | | | | |
| | Closing Balance | | | 27/11/2020 | 20000 | Buy | 1337329 | 19.19 |
| 3 | Priti Haresh Shah | | | | | | | |
| | | 249168 | 3.57 | 09/10/2020 | 16000 | Buy | 265168 | 3.8 |
| | | | | 06/11/2020 | 49426 | Buy | 314594 | 4.51 |
| | | | | 13/11/2020 | 5000 | Buy | 319594 | 4.58 |
| | | | | 27/11/2020 | 45045 | Buy | 364639 | 5.23 |
| | | | | 04/12/2020 | 16500 | Buy | 381139 | 5.46 |
| | Closing Balance | | | 04/12/2020 | 1500 | Buy | 396139 | 5.68 |
| 4 | Pushpa Shah | - | - | | | | | |
| | Closing Balance | | | 30/09/2020 | 308150 | Buy | 308150 | 4.42 |
| 5 | Heena Bharat Shah | - | - | | | | | |
| | | | | 30/09/2020 | 65296 | Buy | 65296 | 0.93 |
| | | | | 27/11/2020 | -16500 | Sell | 48796 | 0.7 |
| | Closing Balance | | | 30/11/2020 | 48796 | | 48796 | 0.7 |
| 6 | Bharat Malshi Shah | 71045 | 1.01 | | | | | |
| | Closing Balance | | | 20/11/2020 | 71045 | Sell | - | - |
| 7 | Pravin Malshi Shah | 12500 | 0.18 | | | | | |
| | Closing Balance | | | 13/11/2020 | 12500 | Sell | - | - |
| 8 | Kamlesh Khirani | 19600 | 0.28 | | | | | |
| | Closing Balance | | | | - | - | 19600 | 0.28 |

TOKYO FINANCE LIMITED

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

| Name of the Share Holder | No. of Shares at the beginning | | Cumulative Shareholding during the year | | No. of Shares at the End of the year | |
|---|--------------------------------|----------------------------------|---|-----------|--------------------------------------|----------------------------------|
| | No. of shares | % of total shares of the Company | No. of shares | Reason | No. of shares | % of total shares of the Company |
| Manilal Bachu Gada | 327706.00 | 4.701 | No Change | No Change | 327706.00 | 4.7016 |
| Bhavana Keshavaji Gada | 341227 | 4.90 | No Change | No Change | 341227 | 4.90 |
| Keshavji Bhachu Gada | 272300 | 3.90 | 204033 | Sale | 68267 | 0.98 |
| Taraben Pravin Chhadva | 212676 | 3.0513 | 212676 | Sale | 212676 | - |
| Priyanka Pravin Shah | 107152 | 1.53 | 98734 | Sale | 8414 | 0.1207 |
| Shree Adeshwar Securities Private Limited | 66100 | 0.95 | No Change | No Change | 66100 | 0.94 |
| Ranjeet Samarthmal Shah | 64700 | 0.93 | No Change | No Change | 64700 | 0.93 |
| Sangeeta S. | 57400 | 0.84 | 2400 | Sale | 55000 | 0.79 |
| Champaklal C. Shah | 49600 | 0.72 | No Change | No Change | 49600 | 0.70 |
| Atul Jayantilal Shah | 36100 | 0.51 | No Change | No Change | 36100 | 0.51 |

(v) Shareholding of Directors and Key Managerial Personnel

| Name of the Shareholder | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|------------------------------|---|-------------------|-------------------------------------|-------------------|
| | No. of shares | % of total shares | No. of shares | % of total shares |
| Velji Lakhadir Shah | Nil | Nil | Nil | Nil |
| Haresh V. Shah | Nil | Nil | Nil | Nil |
| Viraj Devang Vora | Nil | Nil | Nil | Nil |
| Chimanlal Andrijibhai Kachhi | Nil | Nil | Nil | Nil |
| Jagruti Mayurbhai Sanghavi | Nil | Nil | Nil | Nil |
| Rekha Bagda | Nil | Nil | Nil | Nil |

V. INDEBTEDNESS

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

(Rs. In Lacs)

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lacs)

| Particulars of Remuneration | Name of | Total Amount |
|--|---------------|--------------|
| | Velji L. Shah | |
| Gross salary | 6.00 | 6.00 |
| Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | |
| Stock Option | -- | -- |
| Sweat Equity | -- | -- |
| Commission -as % of profit - others, specify... | -- | -- |
| Others, please specify | -- | -- |
| Total (A) | 6.00 | 6.00 |

TOKYO FINANCE LIMITED

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B) Remuneration to other Directors : None

C). Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD :

(Rs. In Lacs)

| Particulars of Remuneration | Key Managerial Personnel Ms. Rekha Bagda | Total Amount |
|--|---|--------------|
| Gross salary | | |
| Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 Value of perquisites u/s 17(2) Income-tax Act, 1961 Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 3.00 | 3.00 |
| Stock Option | -- | -- |
| Sweat Equity | -- | -- |
| Commission -as % of profit - others, specify... | -- | -- |
| Others, please specify | -- | -- |
| Total (A) | 3.00 | 3.00 |

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any |
|--|------------------------------|---|--|----------------------------------|---|
| A. Company | | | | | |
| Penalty | Sec 203 | Under section 203(5) of the act for non appointment of Company Secretary for 117days | The amount of penalty impose on Company 667000/- (for 117 days) After hearing penalty impose on Company 125000/-Company paid penalty on 08th February,2021 to the Authority. | Adjudicating Officer | NIL |
| | Regulation 6(1) | Regulation 6(1) of SEBI (LODR) Regulations, 2015 Non -compliance with requirement to appoint a qualified company secretary as the compliance officer. | Rs. 1000 per day till the date of compliance Basic Fine 92000+ 16560 (GST @ 18%) = 108560 | Department of Listing Compliance | Company filed representation letter to Stock Exchange |
| Punishment | | | | | |
| Compounding | | | | | |
| B. Directors :- On Shri Velji L.Shah (Managing Director) | | | | | |
| Penalty | Sec 203 | Under section 203(5) of the act for non appointment of Company Secretary for 117days | The amount of penalty impose on Managing Director Rs.50000/- plus+117x Rs. 1000 = 1,17,000/-After hearing penalty impose on Director 41750/- Director paid penalty on 08th February,2021 to the Authority. | Adjudicating Officer | NIL |
| Punishment | | | | | |
| Compounding | | | | | |
| C. Other Officers In Default | | | | | |
| Penalty | | | | | |
| Punishment | | | | | |
| Compounding | | | | | |

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

STRUCTURE AND DEVELOPMENTS, OPPORTUNITIES AND THREATS, PERFORMANCE, OUTLOOK, RISKS AND CONCERNS:

The global economy suffered a significant shock in the early part of FY 2020-21 but has subsequently seen a recovery in demand. COVID-19 led to a nation-wide lockdown in Q1 FY 2020-21, resulting in contraction of GDP by 24% in the quarter, as most economic activity came to a halt. India then witnessed a gradual resumption of economic activity from Q2 of FY 2020-21 driven by government spending on infrastructure, exports and rural economy. In H2 FY 2020-21, consumption demand picked up pace. In FY 2021-22, India is projected to grow by 8% - 9.5% driven by a) ongoing vaccination supporting the current recovery momentum; b) restart of investment cycle with significant spending on infrastructure and c) continued recovery in consumption supported by urban demand, accentuated by work-from home and personal mobility preferences along with rising rural incomes and affordability. However, risks in the near term could stem from a renewed lockdown due to new wave(s) of COVID-19.

Industry Structure and Developments :

NBFCs were adversely impacted by COVID-related stress due to their underlying business models. On the supply side, the sources of funds dried up, more so for the small and mid-sized NBFCs, on account of reduced risk appetite of lenders for low rated and unrated exposures. The situation was worsened by the unprecedented redemption pressure on the mutual fund industry, resulting in a spike in spreads. On the demand side, it became difficult for NBFCs to find creditworthy projects and borrowers to lend to as a result of the pandemic induced stress. A key measure taken by the Reserve Bank and Government of India to ameliorate the liquidity constraints faced by NBFCs, was to set up a Special Purpose Vehicle (SPV) to purchase short-term papers from eligible NBFCs/ HFCs, which could then utilise the proceeds to extinguish their existing liabilities. The special securities issued by the SPV were guaranteed by the Government of India and would be purchased by the Reserve Bank. Additionally, the scope of the Government scheme on partial credit guarantee (PCG) was expanded to cover the borrowings of lower-rated NBFCs, HFCs and MFIs.

The challenges for the NBFCs have moved from the liability to the asset side in terms of liquidity and asset quality with the outbreak of Covid19. The liquidity covers of NBFCs is largely dependent on collections and the ability to raise resources. The collections of NBFCs witnessed decline during the six month moratorium on the payment of instalments in respect of all term loans to their borrowers for the period from March 1, 2020 to August 31, 2020, as ~45% of total outstanding loans were under moratorium as on August 31, 2020.

The Reserve Bank of India's Financial Stability Report (FSR) in January estimated that gross bad loans of banks in India would rise to 13.5 per cent by September from 7.5 per cent in the year-ago month under the baseline scenario.

Asset quality may still pose some challenges in the first half of fiscal 2022 with the uncertainty around the economic fallout of the second wave induced localised restrictions being placed in various parts of the Country. However, these challenges are expected to taper as we move towards the second half of fiscal 2022. The uneven recovery being currently observed is expected to be more broad-based later on in the fiscal as well.

Opportunities & Threats:

NBFCs have also taken various steps to navigate through the pandemic induced headwinds, stricter and strengthened underwriting norms, use of alternate data sources for underwriting, quickening the pace of digitalisation through use of UPI handles, Bots, IVR's, strengthening of collection teams and focus on safer asset classes amongst others. The aforementioned measures, coupled with greater focus on asset quality, digitalisation across customer lifecycle, co-lending partnerships, effective utilisation of structured financing and strengthening of capital base amongst others will hold NBFC's in good stead as they navigate towards a more benign economic environment that is expected in the latter part of fiscal 2022 and beyond. In FY 2021-22, NBFCs can expect growth in the vehicle-financing space after a lull in FY 20-21 due to pandemic and reluctance of buyers due to increase in vehicle prices due to introduction of BS-VI norms. Overall, loan defaults have also reduced and are expected to drop further as the economy shows positive recovery. Gold loans has shown higher traction due to increase in gold prices in the 1st half of fiscal 21. NBFCs have also mobilised their on-ground recovery staff to ramp up their collection efforts.

(Data Sources: Industry, RBI and Rating Agency reports)

Indian Economy: Indian economy was no exception to the pandemic scenario with business activities severely affected during FY21. There was some respite due to the unlocking and growth was seen in few sectors like steel, cement and electricity generation in the last quarter of the financial year. With the second Covid-19 wave there has been a severe setback and the local restrictions may slow down what was a promising recovery. The service sector has been affected the most. The recent data of the formal sector also exhibit slowdown in the short term. Domestic economic activity is expected to rebound in FY22. Government's intention to vaccinate every single resident has raised hopes of an eventual turnaround in the economy later this year. RBI expects inflation to remain around 5.1% and real GDP growth at 9.5% in FY22. An active monsoon and pick up in vaccination give cause for hope on this front. The rural and urban demand should also improve giving a positive impact on growth of the economy

Covid 19 Outbreak

The role of NBFCs in powering small businesses in the post-pandemic new world will be even more signi that were well prepared with their business continuity and contingency plans quickly bounced back in the post COVID19 era. With proper planning and strategic initiatives, NBFCs can limit and overcome the impact of this disruption

Indian Accounting Standards (Ind AS):

The Ministry of Corporate Affairs (MCA), based on its notification in the Official Gazette vide Notification G.S.R. 111(E) and G.S.R. 365(E) dated February 16, 2015 and March 30, 2016 respectively, notified the Indian Accounting Standards (Ind AS) applicable to certain class of companies. Ind AS has replaced the Indian GAAP prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. These notifications are applicable to our company effective April 1, 2019.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate Internal Control System commensurate with its size and nature of business. All transactions are properly authorized, recorded and reported to the management. The internal control systems are designed to ensure that the financial statements are prepared based on reliable information. The Internal Audit is continuously conducted by in house Internal Audit department of the Company and Internal Audit Reports are reviewed by the Audit Committee of the Board periodically.

SEGMENT WISE PERFORMANCE:

The Company is operating in a single segment. Hence, no separate segment wise information is given.

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company recognizes human resources as a key component for facilitating organizational growth and shareholder value creation. Various initiatives have been taken to strengthen human resources of the Company. Relation with the employees and workers were cordial. Your Company is dedicated to partnering with employees and strengthening its talent pool by providing them with growth and career enhancement opportunities.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

TOKYO FINANCE LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
TOKYO FINANCE LIMITED
363/1(1,2,3), Shree Ganesh Industrial Estate,
Kachigam Road, Daman, Daman and Diu - 396210

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tokyo Finance Limited having CIN L65023DD1994PLC009783 and having registered office at 363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigam Road, Daman, Daman and Diu - 396210 (Hereinafter referred to as “the Company”), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs.

| Sr. No. | Name of Directors | DIN | Date of Appointment at current Designation | Original Date of Appointment |
|---------|----------------------------|---------|--|------------------------------|
| 1. | VeljiLakhadir Shah | 7239 | 21/05/2015 | 18/11/1992 |
| 2. | Haresh Velji Shah | 8339 | 01/07/1996 | 01/07/1996 |
| 3. | Viraj Devang Vora | 8448823 | 29/09/2020 | 29/09/2020 |
| 4. | ChimanlalAndrjibhaiKutchhi | 58092 | 27/12/2005 | 27/12/2005 |
| 5. | JagrutiMayurbhaiSanghavi | 7144651 | 30/09/2015 | 28/03/2015 |

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

Place: Mumbai
Date: 30th July, 2021

Virendra G. Bhatt
ACS No.: 1157
C P No.: 124

REPORT ON CORPORATE GOVERNANCE

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations.

At Tokyo Finance it is imperative that our company affairs are managed in fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory for the time being for Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year.

Since our Company falls in the ambit of aforesaid exemption, compliance with the certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory for our Company. Consequently our Company is not required to provide separate section on Corporate Governance.

However, our Company has complied with all the disclosures and requirements which are applicable under all the rules, regulations for the time being in force.

Affirmation of Compliance with Code of Conduct

Pursuant to the requirements of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has received affirmations on compliance with Code of Conduct of the Company for the financial year ended 31st March, 2020 from all the Board Members and the Senior Management Personnel.

Velji L. Shah
Chairman & Managing Director
DIN: 00007239
Place: Mumbai
Date: 30th June, 2021

MD CERTIFICATION

I, Velji L. Shah, Chairman and Managing Director of Tokyo Finance Limited, certify that:

- A. I have reviewed the financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the company's code of Conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit Committee that there are:
- (i) No significant changes in internal control over financial reporting during the year;
 - (ii) No significant changes in accounting policies during the year and
 - (iii) No instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Place: Mumbai
Date: 30th June, 2021

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

INDEPENDENT AUDITOR’S REPORT

To the Members of

Tokyo Finance Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the Ind AS Financial Statements of Tokyo Finance Limited (“the Company”), which comprise the Balance Sheet as at 31 March 2021, and the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the Ind AS Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 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 March 2021, the loss and total comprehensive loss, 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 provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit Matters | Auditor’s Response |
|---|---|
| Whether interest income is correctly calculated. This is considered as Key Audit Matter as this is the most significant item in the statement of profit and loss. | <p>Principle Audit Procedures:</p> <p>We assessed the Company’s process on interest income computation.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to interest income computation. • Selected a sample of continuing and new loan and tested the operating effectiveness of the internal control, relating to interest income computation. • Performed analytical procedures for testing the accuracy of the revenue recorded. |

Information Other than the Ind AS Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the Ind AS Financial Statements and our auditor’s report thereon.

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

Responsibility of Management for 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 Responsibilities for the Audit of the Ind AS Financial Statements

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 judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure 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.

TOKYO FINANCE LIMITED

- 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 including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on year taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
- ‘3. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

For **Vinodchandra R Shah & Co**
Chartered Accountants
Firm’s Registration No. 115394W

Uday Shah
Partner
Membership No. 035626

Place : Mumbai
Date : 30th June 2021

UDIN: A001157C000136413

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the Ind AS Financial Statements for the year ended 31st March, 2021, we report that::

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of immovable properties are held in the name of the Company.
- (ii) The Company is a non-banking finance company, primarily giving loans and advances. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and providing guarantees & securities, as applicable.
- (v) According to the information and explanation provided to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services of the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Wealth Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to company have generally been regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Wealth Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to the company, were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.

TOKYO FINANCE LIMITED

- (c) According to the information and explanations given to us, there is no amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs duty and Excise duty which have not been deposited on account of any disputes
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule 5 to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act 1934 and has obtained the required registration.

For **Vinodchandra R Shah & Co**
Chartered Accountants
Firm's Registration No. 115394W

Uday Shah
Partner
Membership No. 035626

Place : Mumbai
Date : 30th June 2021

UDIN: A001157C000136413

“ANNEXURE B” TO INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of the Company on the accounts for the year ended 31st March, 2021)

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 **Tokyo Finance Limited** (“the Company”) as of March 31, 2021 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 the 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 Act.

Auditor’s Responsibility

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

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

COVID-19 pandemic has resulted in a different and unique working environment which required performance of audit procedures remotely.

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, 2021, 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 **Vinodchandra R Shah & Co**
Chartered Accountants
Firm's Registration No. 115394W

Uday Shah
Partner
Membership No. 035626

Place : Mumbai
Date : 30th June 2021

UDIN: A001157C000136413

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BALANCE SHEET AS AT 31 MARCH 2021

(Amount in Rs.)

| Particulars | | Note | As at 31-Mar-2021 | As at 31-Mar-2020 |
|-------------|---|------|--------------------|--------------------|
| A. | ASSETS | | | |
| 1) | Financial Assets | | | |
| | Cash and cash equivalents | 4 | 38,185,272 | 538,834 |
| | Bank Balance other than above | | - | - |
| | Loans | 5 | 68,176,796 | 137,894,468 |
| | Total Financial Assets (A1) | | 106,362,068 | 138,433,302 |
| 2) | Non-Financial Assets | | | |
| | Current tax assets (Net) | 10 | 1,113,659 | 2,369,478 |
| | Property, Plant and Equipment | 6 | 2,382,606 | 2,451,674 |
| | Other non-financial assets | 7 | 28,570 | 31,708 |
| | Total Non-Financial Assets (A2) | | 3,524,835 | 4,852,860 |
| | Total Assets (A1+A2) | | 109,886,903 | 143,286,162 |
| B. | LIABILITIES AND EQUITY | | | |
| | LIABILITIES | | | |
| 1) | Financial Liabilities | | | |
| | Payables | | | |
| | (I) Trade Payables | | | |
| | (i) total outstanding dues of micro enterprises & small | 8 | - | - |
| | (ii) total outstanding dues of creditors other than micro | 8 | 55,247 | 87,307 |
| | Other financial Liabilities | 9 | 549,014 | 740,228 |
| | Total Financial Liabilities (B1) | | 604,261 | 827,535 |
| 2) | Non Financial Liabilities | | | |
| | Current tax liabilities (Net) | 10 | - | 1,297,068 |
| | Provisions | 11 | 805,329 | 1,060,357 |
| | Other non-financial Liabilities | 12 | 7,676,749 | 7,709,550 |
| | Total Non-Financial Liabilities (B2) | | 8,482,078 | 10,066,975 |
| | Total Liabilities (B3=B1+B2) | | 9,086,339 | 10,894,510 |
| C. | EQUITY | | | |
| | Equity Share Capital | 13 | 69,425,500 | 69,425,500 |
| | Other Equity | 14 | 31,375,064 | 62,966,152 |
| | Total Equity (C1) | | 100,800,564 | 132,391,652 |
| | Total Equity and Liabilities (B3+C1) | | 109,886,903 | 143,286,162 |

The accompanying notes (1-32) form an integral part of the financial statements

As per our report of even date

For Vinodchandra R Shah & Co.
Chartered Accountants
Firm Registration No.115394W

Uday Shah
Partner
Membership No. 035626

Place: Mumbai
Date : 30th June, 2021

For and Behalf of Board

Velji L. Shah (Chairman and M.D., DIN: 7239)

Haresh V. Shah (Director, DIN: 8339)

Kalpna Ghate (C.F.O.)

Rekha Bagda (C.S. and Compliance Officer)

TOKYO FINANCE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2021

(Amount in Rs.)

| Particulars | | Note | 2020-21 | 2019-20 |
|--------------|---|------|---------------------|-------------------|
| I. | REVENUE FROM OPERATIONS | | | |
| | Interest Income | 15 | 2,535,900 | 4,923,132 |
| | Total Revenue from Operations (I) | | 2,535,900 | 4,923,132 |
| II. | OTHER INCOME (II) | 16 | 3,256,461 | 6,050,000 |
| III. | TOTAL INCOME (III = I+II) | | 5,792,361 | 10,973,132 |
| IV. | EXPENSES | | | |
| | Finance Costs | 17 | 28,258 | 3,005 |
| | Employees Benefits Expenses | 18 | 2,557,709 | 2,697,564 |
| | Depreciation and Amortisation Expenses | 19 | 69,068 | 69,068 |
| | Other Expenditure | 20 | 34,134,011 | 1,799,909 |
| | Total Expenses (IV) | | 36,789,046 | 4,569,546 |
| V. | NET PROFIT/ (LOSS) BEFORE TAX (V = III -IV) | | (30,996,685) | 6,403,586 |
| VI. | TAX EXPENSES | | | |
| | Current tax | 21 | - | 1,664,960 |
| | Deferred tax charge / (credit) | 21 | - | - |
| | Prior Period taxes | 21 | 475,770 | - |
| | Total Tax Expense (VI) | | 475,770 | 1,664,960 |
| VII. | PROFIT/(LOSS) FOR THE YEAR (VII = V-VI) | | (31,472,455) | 4,738,626 |
| VIII. | OTHER COMPREHENSIVE INCOME | | | |
| | A (i) Items that will not be reclassified to profit or loss | | | |
| | - Remeasurements of post-employment benefit obligations | | (118,633) | (13,795) |
| | (ii) Income Tax relating to items that will not be reclassified to profit or loss | | - | 4,635 |
| | Total (VIII-A) | | (118,633) | (9,160) |
| | B (i) Items that will be reclassified to profit or loss | | - | - |
| | (ii) Income Tax relating to items that will be reclassified to profit or loss | | - | - |
| | Total (VIII-B) | | - | - |
| | Other Comprehensive Income for the Year (VIII = VIII-A + VIII-B) | | (118,633) | (9,160) |
| IX. | TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX = VII+VIII) | | (31,591,088) | 4,729,466 |
| | Earnings per equity share | | | |
| | Basic | 24 | (4.53) | 0.68 |
| | Diluted | | (4.53) | 0.68 |

The accompanying notes (1-32) form an integral part of the financial statements

As per our report of even date

For Vinodchandra R Shah & Co.
Chartered Accountants
Firm Registration No.115394W

Uday Shah
Partner
Membership No. 035626

Place: Mumbai
Date : 30th June, 2021

For and Behalf of Board

Velji L. Shah (Chairman and M.D., DIN: 7239)

Haresh V. Shah (Director, DIN: 8339)

Kalpana Ghate (C.F.O.)

Rekha Bagda (C.S. and Compliance Officer)

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2021

(Amount in Rs.)

| | Particulars | 2020-21 | 2019-20 |
|-----------|--|--------------------|--------------|
| A. | CASH FLOW FROM OPERATING ACTIVITIES : | | |
| | Net Profit before tax | (30,996,685) | 6,403,586 |
| | Adjustments for : | | |
| | Depreciation and Amortisation expenses | 69,068 | 69,068 |
| | Provision no longer required | (3,080,000) | (6,050,000) |
| | Impairment loss allowances | 53,112 | - |
| | Reversal of excess interest charged | 32,713,322 | - |
| | Finance Cost | 28,258 | 3,005 |
| | Operating Profit before Working Capital changes | (1,212,925) | 425,659 |
| | Adjustments for : | | |
| | (Increase)/decrease in Loans | 39,514,218 | 38,647,575 |
| | (Increase)/decrease in Other non Financial Assets | 3,138 | 12,842 |
| | Increase/(decrease) in Payables | (32,060) | 66,466 |
| | Increase/(decrease) in Other Financial Liability | (191,214) | 397,628 |
| | Increase/(decrease) in Other non - Financial liabilities | (32,801) | 15,733 |
| | Increase/(decrease) in Provisions | (373,661) | 36,252 |
| | Cash from/(used in) Operating Activities | 37,674,696 | 39,602,155 |
| | Direct Taxes paid | - | (106,240) |
| | NET CASH FROM OPERATING ACTIVITIES (A) | 37,674,696 | 39,495,915 |
| | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Purchase of Property, Plant and Equipment | - | - |
| | NET CASH USED IN INVESTING ACTIVITIES (B) | - | - |
| | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Proceeds from/ (Payments towards) Borrowings (Net) | - | - |
| | Finance Cost Paid | (28,258) | (39,151,860) |
| | NET CASH USED IN FINANCING ACTIVITIES (C) | (28,258) | (39,151,860) |
| | Net Increase/ (Decrease) in Cash And Cash Equivalents (A) + (B) + (C) | 37,646,438 | 344,054 |
| | Cash and Cash Equivalents (Opening) | 538,834 | 194,780 |
| | Cash and Cash Equivalents (Closing) | 38,185,272 | 538,834 |

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows. The above statement of Cash Flows should be read in conjunction with the accompanying

The accompanying notes (1-32) form an integral part of the financial statements

As per our report of even date attached

For Vinodchandra R Shah & Co.
Chartered Accountants
Firm Registration No. 115394W

For and Behalf of Board

Velji L. Shah (Chairman and M.D., DIN: 7239)

Uday Shah
Partner
Membership No. 035626

Haresh V. Shah (Director, DIN: 8339)

Kalpna Ghate (C.F.O.)

Place: Mumbai
Date: 30th June, 2021

Rekha Bagda (C.S. and Compliance Officer)

TOKYO FINANCE LIMITED**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2021****EQUITY SHARE CAPITAL***(Amount in Rs.)*

| | As at 31-Mar-2021 | As at 31-Mar-2020 |
|---------------------------------|--------------------------|-------------------|
| Balance at the beginning | 69,425,500 | 69,425,500 |
| Changes in equity share capital | - | - |
| Balance at the end | 69,425,500 | 69,425,500 |

OTHER EQUITY*(Amount in Rs.)*

| Particulars | Reserves and Surplus | | Total |
|---|----------------------|---------------------|--------------|
| | Statutory Reserve | Retained Earnings * | |
| Balance as at 31 March 2019 | - | 58,236,686 | 58,236,686 |
| Transfer to/from retained earnings | 15,606,860 | (15,606,860) | - |
| Profit for the year | - | 4,738,626 | 4,738,626 |
| Other Comprehensive Income for the year | - | (9,160) | (9,160) |
| Balance as at 31 March 2020 | 15,606,860 | 47,359,292 | 62,966,152 |
| Transfer to/from retained earnings | - | - | - |
| Profit for the year | - | (31,472,455) | (31,472,455) |
| Other Comprehensive Income for the year | - | (118,633) | (118,633) |
| Balance as at 31 March 2021 | 15,606,860 | 15,768,204 | 31,375,064 |

* including remeasurement of net defined benefit plans

The accompanying notes (1-32) form an integral part of the financial statements

As per our report of even date

For Vinodchandra R Shah & Co.

Chartered Accountants

Firm Registration No.115394W

Uday Shah

Partner

Membership No. 035626

Place: Mumbai

Date: 30th June, 2021

For and Behalf of Board

Velji L. Shah (Chairman and M.D., DIN: 7239)

Haresh V. Shah (Director and C.F.O., DIN: 8339)

Kalpana Ghate (C.F.O.)

Rekha Bagda (C.S. and Compliance Officer)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1 CORPORATE INFORMATION:

The Tokyo Finance Limited ('The Company') was incorporated on 22nd November , 1994 under the provisions of the Companies Act 1956. The Company is having registered office at 363/1(1,2,3), Shree Gmesh Industrial Estate, Kachigam Road, Daman- 396 210 (U.T.) and engaged in the business of Non-Banking Finance.

2 SIGNIFICANT ACCOUNTING POLICIES:

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements were approved for issue by Board of Directors on June 30, 2021.

2.1) Basis of Preparation:

i. Compliance with IND AS :

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the act.

ii. Historical cost convention :

The financial statements have been prepared under the historical cost convention using the accrual method of accounting basis, except for certain financial instruments and defined benefit plan asset/liabilities that are measured at fair values at the end of each reporting period as explained in the significant accounting policies below.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

2.2) Segment Reporting :

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Finance Director of the Company. The Company has identified activity of providing finance as its only primary reportable segment.

2.3) Foreign currency transactions :

i. Functional and presentation currencies :

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian currency (INR), which is the Company's functional and presentation currency.

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ii. Transactions and balances :

Foreign currency transactions are translated into the functional currency at the exchange rates on the date of transaction. Foreign exchange gains and losses resulting from settlement of such transactions and from translation of monetary assets and liabilities at the year-end exchange rates are generally recognized in the profit and loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign subsidiaries are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made or fair values determined.

2.4) 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 and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and other similar allowances.

i. Interest Income :

Interest income is recognised in the Statement of Profit and Loss and for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL) is measured using the effective interest method (EIR) and when it is probable that the company will collect the consideration.

ii. Dividend :

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.

iii. Net gain or fair value change :

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Net gains or fair value changes" under revenue from operations and if there is a net loss the same is disclosed "Expenses", in the statement of profit and loss.

iv. Income from financial instruments at FVTPL:

Income from financial instruments at FVTPL includes all gains and losses from changes in the fair value of financial assets and financial liabilities at FVTPL except those that are held for trading.

v. Other operational revenue:

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

2.5) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the Balance Sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income tax Act, 1961) over normal income-tax is recognized as an item in deferred tax asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

2.6) Property, Plant and Equipment :

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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 and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet ready for their intended use at the year end.

Transition to Ind AS :

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 01 April 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value :

Depreciation is calculated on a pro-rata basis on the straight line method so as to write-down the cost of property, plant and equipment to its residual value systematically over its estimated useful life based on useful life of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate

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2.7) Intangible Assets :

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment loss, if any.

Amortization :

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use.

The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate being accounted for on a prospective basis.

Expenditure on research is recognized as an expense when it is incurred. Development costs of products are also charged to the Statement of Profit and Loss unless all the criteria for capitalization as set out on Paragraph 21 and 22 of Ind AS 38 have been met by the Company.

2.8) Lease :

As a Lessee

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of IndAS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

During the year there are no asset of taken by company on lease.

As a Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

During the year there are no asset of company given on lease.

2.9) Financial Instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

(i) Financial Assets :

i Classification :

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

Classification of debt assets will be driven by the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

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ii Measurement :

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset.

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cashflows and for selling the financial assets, where the assets cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company has accounted for its investment in Equity Instruments at cost. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive the dividend is established.

iii Derecognition of financial assets :

A financial asset is derecognised only when

- The company has transferred the rights to receive cash flows from the financial asset or
- The Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients .

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(ii) Financial Liabilities :

Financial liabilities, including derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher.

All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.

A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

2.10) Write Off :

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains. Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

2.11) Impairment :

The Company recognises loss allowances for ECLs on the financial instruments that are not measured at FVTPL viz. Loans

Credit-impaired financial assets

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of credit impairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses

It may not be possible to identify a single discrete event—instead, the combined effect of several events may have caused financial assets to become credit-impaired. The Company assesses whether debt instruments that are financial assets measured at amortised cost or FVTOCI are credit-impaired at each reporting date. To assess if corporate debt instruments are credit impaired, the Company considers factors such as bond yields, credit ratings and the ability of the borrower to raise funding.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment. For financial assets where concessions are contemplated but not granted the asset is deemed credit impaired when there is observable evidence of credit-impairment including meeting the definition of default. The definition of default (see below) includes unlikelihood to pay indicators and a back-stop if amounts are overdue for 90 days or more.

Significant increase in credit risk

The Company monitors all financial assets that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than 12-month ECL.

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In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Company's historical experience and expert credit assessment.

Given that a significant increase in credit risk since initial recognition is a relative measure, a given change, in absolute terms, in the Probability of Default will be more significant for a financial instrument with a lower initial PD than compared to a financial instrument with a higher PD.

As a back-stop when loan asset becomes 90 days past due, the Company considers that a significant increase in credit risk has occurred and the asset is in stage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL in respect of such loan, which is reviewed annually.

Definition of default

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

The Company considers the following as constituting an event of default:

- the borrower is past due more than 90 days on any material credit obligation to the Company; or
- the borrower is unlikely to pay its credit obligations to the Company in full.

The definition of default is appropriately tailored to reflect different characteristics of different types of assets.

When assessing if the borrower is unlikely to pay its credit obligation, the Company takes into account both qualitative and quantitative indicators. The information assessed depends on the type of the asset, for example in corporate lending a qualitative indicator used is the admittance of bankruptcy petition by National Company Law Tribunal, which is not relevant for retail lending. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counterparty are key inputs in this analysis. The Company uses a variety of sources of information to assess default which are either developed internally or obtained from external sources. The definition of default is applied consistently to all financial instruments unless information becomes available that demonstrates that another default definition is more appropriate for a particular financial instrument.

ECLs are required to be measured through a loss allowance as follows:

- 12-month ECL, i.e. lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition (and consequently to credit impaired financial assets). For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics.

2.12) Presentation of allowance for ECL in the Balance Sheet :

Loss allowances for ECL are presented in the statement of financial position as follows:

- for financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- for debt instruments measured at FVTOCI: no loss allowance is recognised in Balance Sheet as the carrying amount is at fair value.

2.13) Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

2.14) Borrowings :

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

2.15) Borrowing Cost :

General and specific borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale.

Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.16) Employee Benefits:

i. Short term obligations:

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services upto the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Provident fund:

The Company makes contribution to the Governments Provident Fund Scheme, a defined contribution scheme, administered by Government Provident Fund Authorities. The Company has no obligation to the scheme beyond its monthly contributions.

iii. Gratuity:

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method and contributed to Employees Gratuity Fund. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in other comprehensive income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

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2.17) Provisions and Contingent Liabilities:

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognise a contingent asset unless the recovery is virtually certain.

2.18) Cash and Cash Equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.19) Impairment of assets:

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.20) Earnings Per Share:

- i. Basic earnings per share: Basic earnings per share is calculated by dividing :
 - the profit attributable to owners of the Company
 - by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.
- ii. Diluted earnings per share: Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
 - the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
 - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.21) New accounting pronouncements:

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from next financial year.

3 CRITICAL ESTIMATES AND JUDGEMENTS:

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. These estimates and associated assumptions are based on historical experience and management's best knowledge of current events and actions the Company may take in future.

Information about critical estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities are included in the following notes:

- 1) Impairment loss allowance on loans (Note 5)
- 2) Estimation of defined benefit obligations (Note 25)
- 3) Estimation of current tax expenses and payable (Note 10, 13)
- 4) Estimation of provisions and contingencies (Note 14 and 25)

3.1) Impairment loss allowance on loans

While creating impairment loss allowance on loans require judgement in deciding whether loan asset qualifies to be impair based on various observable events as mentioned in notes above and the quantum of allowance to be create or reversed.

3.2) Estimation of defined benefit obligations

The liabilities of the company arising from employee benefit obligations and the related current service cost, are determined on an actuarial basis using various assumptions. Refer note 38 for significant assumptions used.

3.3) Estimation of current and deferred tax expenses and payable

The Company's tax charge is the sum of total current and deferred tax charges. Taxes recognized in the financial statements reflect management's best estimate of the outcome based on the facts known at the balance sheet date. These facts include but are not limited to interpretation of tax laws of various jurisdictions where the company operates. Any difference between the estimates and final tax assessments will impact the income tax as well as the resulting assets and liabilities.

3.4) Estimation of provisions and contingencies:

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the company. The Company exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

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| | | (Amount in Rs.) | |
|----------|--|-------------------|--------------------|
| | | As at 31-Mar-2021 | As at 31-Mar-2020 |
| 4 | CASH AND CASH EQUIVALENTS | | |
| | (i) Cash Balance on Hand | 35,101 | 43,109 |
| | (ii) Balances with Banks | 38,150,171 | 495,725 |
| | Total | 38,185,272 | 538,834 |
| 5 | LOANS | | |
| | (A) | | |
| | At Amortised Cost | | |
| | Loans to related parties (Refer note 39) | - | 92,123,631 |
| | Loans to Others | 77,877,630 | 58,728,867 |
| | | <u>77,877,630</u> | <u>150,852,498</u> |
| | Less: Impairment loss allowance | (9,700,833) | (12,958,030) |
| | Total (A) | 68,176,796 | 137,894,468 |
| | (B) | | |
| | At Amortised Cost | | |
| | Secured | - | - |
| | Unsecured | 77,877,630 | 150,852,498 |
| | | <u>77,877,630</u> | <u>150,852,498</u> |
| | Less: Impairment loss allowance | (9,700,833) | (12,958,030) |
| | Total (B) | 68,176,796 | 137,894,468 |
| | (C) | | |
| | (I) Loans in India | | |
| | At Amortised Cost | | |
| | Public Sectors | - | - |
| | Others | 77,877,630 | 150,852,498 |
| | | <u>77,877,630</u> | <u>150,852,498</u> |
| | Less: Impairment loss allowance | (9,700,833) | (12,958,030) |
| | Total (I) | 68,176,796 | 137,894,468 |
| | (II) Loans in Outside India | | |
| | At Amortised Cost | | |
| | Public Sectors | - | - |
| | Others | - | - |
| | | <u>-</u> | <u>-</u> |
| | Less: Impairment loss allowance | - | - |
| | Total (II) | - | - |
| | Total (C) = (I)+(II) | 68,176,796 | 137,894,468 |

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6 PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK IN PROGRESS

(Amount in Rs.)

| Particulars | Owned Assets | | | | Total Property Plant and Equipment |
|---------------------------------|-----------------|-------------------|-----------|---------------------|------------------------------------|
| | Office Premises | Office Equipments | Computers | Furniture & Fixture | |
| GROSS CARRYING VALUE | | | | | |
| Deemed Cost as on 1 April, 2019 | 4,265,000 | 151,500 | 188,170 | 4,144 | 4,608,814 |
| Additions/ Adjustments | - | - | - | - | - |
| Disposals | - | - | - | - | - |
| Balance as at March 31, 2020 | 4,265,000 | 151,500 | 188,170 | 4,144 | 4,608,814 |
| Additions/ Adjustments | - | - | - | - | - |
| Disposals | - | - | - | - | - |
| Balance as at March 31, 2021 | 4,265,000 | 151,500 | 188,170 | 4,144 | 4,608,814 |
| ACCUMULATED DEPRECIATION | | | | | |
| Balance at 1 April, 2019 | 1,744,258 | 151,500 | 188,170 | 4,144 | 2,088,072 |
| Depreciation for the year | 69,068 | - | - | - | 69,068 |
| Disposals | - | - | - | - | - |
| Balance as at March 31, 2020 | 1,813,326 | 151,500 | 188,170 | 4,144 | 2,157,140 |
| Depreciation for the year | 69,068 | - | - | - | 69,068 |
| Disposals | - | - | - | - | - |
| Balance as at March 31, 2021 | 1,882,394 | 151,500 | 188,170 | 4,144 | 2,226,208 |
| NET CARRYING VALUE | | | | | |
| At 31 March, 2019 | 2,520,742 | - | - | - | 2,520,742 |
| At 31 March, 2020 | 2,451,674 | - | - | - | 2,451,674 |
| At 31 March, 2021 | 2,382,606 | - | - | - | 2,382,606 |

| | | As at 31-Mar-2021 | As at 31-Mar-2020 |
|----------|--|-------------------|-------------------|
| 7 | <u>OTHER NON-FINANCIAL ASSETS</u> | | |
| | (i) Advance to Creditors | 28,570 | 31,708 |
| | Total | 28,570 | 31,708 |
| 8 | <u>TRADE PAYABLES</u> | | |
| | (i) MSME | - | - |
| | (ii) Others | 55,247 | 87,307 |
| | Total | 55,247 | 87,307 |
| 9 | <u>OTHER FINANCIAL LIABILITIES</u> | | |
| | (i) Interest Accrued but not due on borrowings | - | - |
| | (ii) Others | 549,014 | 740,228 |
| | Total | 549,014 | 740,228 |

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10 TAXES ASSETS AND LIABILITIES

(i) Current Tax Assets (Net)

| | | |
|--|-----------|-----------|
| Advance tax and tax deducted at source (net of provisions) | 1,113,659 | 2,369,478 |
|--|-----------|-----------|

(ii) Current Tax Liability (Net)

| | | |
|---|---|-----------|
| Tax Provision (net of Advance tax and tax deducted at source) | - | 1,297,068 |
|---|---|-----------|

11 PROVISIONS

(i) Provisions for employee benefits

| | |
|---------|-----------|
| 805,329 | 1,060,357 |
|---------|-----------|

Total

| | |
|---------|-----------|
| 805,329 | 1,060,357 |
|---------|-----------|

12 OTHER NON-FINANCIAL LIABILITIES

(i) Statutory dues

| | |
|---------|---------|
| 176,749 | 209,550 |
|---------|---------|

(ii) Other payables

| | |
|-----------|-----------|
| 7,500,000 | 7,500,000 |
|-----------|-----------|

Total

| | |
|-----------|-----------|
| 7,676,749 | 7,709,550 |
|-----------|-----------|

| | |
|-------------------|-------------------|
| As at 31-Mar-2021 | As at 31-Mar-2020 |
|-------------------|-------------------|

13 EQUITY SHARE CAPITAL

(i) Authorised Capital

| | | |
|---|------------|------------|
| 72,50,000 Equity Shares of Rs. 10/- each (31 March 2020: 72,50,000 Shares) | 72,500,000 | 72,500,000 |
|---|------------|------------|

Total

| | |
|------------|------------|
| 72,500,000 | 72,500,000 |
|------------|------------|

(ii) Issued, Subscribed and Paid up

| | | |
|---|------------|------------|
| 68,18,500 Equity Shares of Rs. 10/- each fully paid up (31 March 2020: 68,18,500 Shares) | 68,185,000 | 68,185,000 |
|---|------------|------------|

| | | |
|---|-----------|-----------|
| 1,51,600 Equity Shares of Rs. 10/- each not fully paid up (31 March 2020: 1,51,600 Shares) | 1,240,500 | 1,240,500 |
|---|-----------|-----------|

Total

| | |
|------------|------------|
| 69,425,500 | 69,425,500 |
|------------|------------|

i) Rights, preferences and restrictions attaching to each class of shares:

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend has not been proposed by the Board of Directors. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount, in proportion to their shareholding.

ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

| Particulars | As at 31-Mar-2021 | | As at 31-Mar-2020 | |
|---|-------------------|---------------|-------------------|---------------|
| | No of Eq. Shares | Amount in Rs. | No of Eq. Shares | Amount in Rs. |
| Shares outstanding at the beginning of the year | 6,970,100 | 69,425,500 | 6,970,100 | 69,425,500 |
| Shares issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 6,970,100 | 69,425,500 | 6,970,100 | 69,425,500 |

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iii) The details of shareholders holding more than 5% shares :

| Name of Shareholder | As at 31-Mar-2021 | | As at 31-Mar-2020 | |
|---------------------|--------------------|--------------|--------------------|--------------|
| | No of Eq. Sh. Held | % of Holding | No of Eq. Sh. Held | % of Holding |
| Priyaj H. Shah | 1,240,390 | 17.80 | 1,240,390 | 17.80 |
| Dharmil H. Shah | 1,269,489 | 18.21 | 1,269,489 | 18.21 |
| Priti Shah | 396,139 | 5.68 | 249,168 | 3.58 |

iv) Details of Calls unpaid

| Particulars | As at 31-Mar-2021 | | As at 31-Mar-2020 | |
|----------------------|-------------------|---------------|-------------------|---------------|
| | No of Eq. Sh. | Amount in Rs. | No of Eq. Sh. | Amount in Rs. |
| Directors / officers | - | - | - | - |
| Others | 151,600 | 275,500 | 151,600 | 275,500 |

14 OTHER EQUITY

(i) Reserves & Surplus

Statutory Reserve

Retained Earnings

Total

| | As at 31-Mar-2021 | As at 31-Mar-2020 |
|-------------------|-------------------|-------------------|
| Statutory Reserve | 15,606,860 | 15,606,860 |
| Retained Earnings | 15,768,204 | 47,359,292 |
| Total | 31,375,064 | 62,966,152 |

(i) RESERVES & SURPLUS

Statutory reserve pursuant to Section 45-IC of the RBI Act, 1934

Balance As Per Last Balance Sheet

Add: Transfer from Retained Earnings

Balance at the end of the year

| | | |
|---------------------------------------|-------------------|-------------------|
| Balance As Per Last Balance Sheet | 15,606,860 | - |
| Add: Transfer from Retained Earnings | - | 15,606,860 |
| Balance at the end of the year | 15,606,860 | 15,606,860 |

Retained Earnings

Balance As Per Last Balance Sheet

Add: Profit for the year

Less: transfer to statutory reserve

Balance at the end of the year

| | | |
|---------------------------------------|-------------------|-------------------|
| Balance As Per Last Balance Sheet | 47,359,292 | 58,236,686 |
| Add: Profit for the year | (31,591,088) | 4,729,466 |
| Less: transfer to statutory reserve | - | (15,606,860) |
| Balance at the end of the year | 15,768,204 | 47,359,292 |

Nature & Purpose of Reserves:

a) Statutory reserve pursuant to Section 45-IC of the RBI Act, 1934: The Company created a reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend is declared.

b) Retained Earnings : Retained Earnings comprises of the Company's prior years' undistributed earnings and is permitted to be distributed to shareholders as part of dividend.

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| | | (Amount in Rs.) | |
|-----------|--|-------------------|------------------|
| | | 2020-21 | 2019-20 |
| 15 | <u>REVENUE FROM OPERATIONS</u> | | |
| | On financial assets measured at amortised cost: | | |
| | (i) Interest on Loans | 2,535,900 | 4,923,132 |
| | Total | <u>2,535,900</u> | <u>4,923,132</u> |
| 16 | <u>OTHER INCOME</u> | | |
| | (i) Provisions no longer required written back | 3,080,000 | 6,050,000 |
| | (ii) Interest on Income tax refund | 176,461 | - |
| | Total | <u>3,256,461</u> | <u>6,050,000</u> |
| 17 | <u>FINANCE COSTS</u> | | |
| | On financial liabilities measured at amortised cost: | | |
| | (i) Interest on borrowings | - | - |
| | (ii) Other interest expenses | 28,258 | 3,005 |
| | Total | <u>28,258</u> | <u>3,005</u> |
| 18 | <u>EMPLOYEE BENEFITS EXPENSE</u> | | |
| | (i) Salary and Wages | 2,515,760 | 2,539,215 |
| | (ii) Company Contribution to PF, ESI and Other Funds | - | - |
| | (iii) Gratuity Expenses | 41,949 | 158,349 |
| | (iv) Staff Welfare Expenses | - | - |
| | Total | <u>2,557,709</u> | <u>2,697,564</u> |
| 19 | <u>DEPRECIATION AND AMORTISATION</u> | | |
| | (i) Depreciation during the year | 69,068 | 69,068 |
| | Total | <u>69,068</u> | <u>69,068</u> |
| 20 | <u>OTHER EXPENSES</u> | | |
| | Rent, taxes and energy costs | 60,000 | 60,000 |
| | Repairs and maintenance - Others | - | - |
| | Communication Costs | 60,000 | 96,518 |
| | Printing and stationery | 10,650 | 78,062 |
| | Advertisement and publicity | 91,998 | 110,390 |
| | Auditor's fees and expenses ^{#1} | 210,000 | 210,000 |
| | Legal and professional | 123,500 | 178,806 |
| | Conveyance | 187,558 | 37,424 |
| | Amount Written Off | 32,713,322 | 339,920 |
| | Listing & Custodian Fees | 322,500 | 322,500 |
| | Membership and Subscription fees | 70,980 | 139,740 |
| | Registrar & Shares transfer fees | 75,560 | 100,357 |
| | Provision for Standard Loans | 53,112 | - |
| | Provision for Sub-Standard Loans | - | - |
| | Other Expenses | 154,831 | 126,192 |
| | Total | <u>34,134,011</u> | <u>1,799,909</u> |
| | #1 Auditor's fees and expenses | | |
| | Audit fees | 210,000 | 210,000 |
| | Tax Audit fees | - | - |
| | Others | - | - |

21 INCOME TAX

(a) Income tax expense in the Statement of Profit and loss comprises:

| | | |
|--------------------|---------|-----------|
| Current taxes | - | 1,664,960 |
| Deferred taxes | - | - |
| Prior Period taxes | 475,770 | - |
| Income tax expense | 475,770 | 1,664,960 |

(Amount in Rs.)

| 2020-21 | 2019-20 |
|---------|---------|
|---------|---------|

22 CONTINGENT LIABILITY

(To the extent not provided for)

-

23 COMMITMENTS

-

24 EARNINGS PER SHARE

Computed in accordance with Ind AS 33 "Earnings per Share":-

(i) Basic and Diluted Earnings Per Share (Rs.)

| | | |
|---|--------------|-----------|
| Profit for the year (Rs.) | (31,472,455) | 4,738,626 |
| Weighted Average No of Equity Shares (Nos.) | 6,942,550 | 6,942,550 |
| Nominal Value of shares outstanding (Rs.) | 10 | 10 |
| Basic and Diluted Earning per share (Rs.) | (4.53) | 0.68 |

(ii) Weighted average number of shares used as the denominator (Nos.)

| | | |
|---------------------|-----------|-----------|
| Opening Balance | 6,942,550 | 9,501,400 |
| Shares Issued | - | - |
| Shares Brought Back | - | - |
| Closing Balance | 6,942,550 | 9,501,400 |

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(Amount in Rs.)

| | 2020-21 | 2019-20 |
|--|-----------|---------|
| 25 EMPLOYEE BENEFITS : DISCLOSURE PURSUANT TO IND AS-19 | | |
| A. Defined Contribution Plans : | | |
| The Company has contributed under defined contribution plan recognised as expenses during the year. The contributions payable by the Company to these plans at the rate specified in the rules of the scheme. | | |
| i) Employer's Contribution to Provident Fund | - | - |
| | - | - |
| B. Defined Benefit Plan : | | |
| The Company provides the Group Gratuity Scheme under defined benefit plans for qualifying employees. The gratuity is payable to all eligible employee on retirement, subject to completion of five years of the continuous employee, death or termination of employee that is based on last drawn salary and tenure of employment. Liabilities in gratuity plan are determined by actuarial valuation on the balance sheet date. | | |
| a) The principal assumptions used in actuarial valuation are as below: | | |
| Discount Rate | 6.80% | 7.70% |
| Rate of return on Plan Assets | - | - |
| Expected rate of increase in compensation level | 7.00% | 7.00% |
| b) Changes in the present value of obligations | | |
| Opening Present Value of obligations | 683,417 | 525,068 |
| Interest Cost | 46,472 | 35,705 |
| Current Service Cost | 114,110 | 108,849 |
| Benefits Paid | - | - |
| Past Service Cost | | |
| Actuarial loss/(gain) on obligations | (118,633) | 13,795 |
| Change in financial assumptions | | |
| Closing Present Value of Obligations | 725,366 | 683,417 |
| c) Changes in Fair Value of Plan Assets | | |
| Opening Fair Value of Plan Assets | - | - |
| Investment Income | - | - |
| Employer Contribution | - | - |
| Employee Contribution | - | - |
| Benefits Paid | - | - |
| Actuarial loss/(gain) on plan assets | - | - |
| Closing Fair Value of Plan Assets | - | - |
| d) Liability recognised in the Balance Sheet | | |
| Present value of obligations as at the end of the year | 725,366 | 683,417 |
| Fair value of Plan Assets as the end of the year | - | - |
| Funded Status | - | - |
| Net (Assets)/Liability Recognised in the Balance Sheet | 725,366 | 683,417 |
| e) Expenses Recognised in Profit & Loss | | |
| Interest Cost | 46,472 | 35,705 |
| Current Service Cost | 114,110 | 108,849 |
| Expenses to be recognised in the Statement of Profit and Loss | 160,582 | 144,554 |
| f) Expenses recognised in Other Comprehensive Income | | |
| Actuarial (gain)/bss - obligation | (118,633) | 13,795 |
| Actuarial (gain)/bss - plan assets | - | - |
| Total Actuarial (gain)/bss | (118,633) | 13,795 |

26 SEGMENT INFORMATION**Operating Segments:**

An operating segment is a component of an entity:

- (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity),
- (b) whose operating results are regularly reviewed by the entity's chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and
- (c) for which discrete financial information is available.

The Company is undertaking activity of providing finance and is predominantly affected to some extent of the customers profile. The director of the Company has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the segments based on their revenue growth, earnings before interest, tax and depreciation and return on capital employed.

The differences in its finance do not qualify as its reportable segment. The company reviews its financials only based on its lendings, recovery and interest earned. Thus, based on such the Company's assessment, the Company reports segment information under one segment, namely, finance activity which is its business segment and accordingly segment revenue is reported by the customer location as below:

Information about geographical areas :

All the customers (borrowers) of the company are located in India. Also all the non current assets of the company are located in India.

Information about major customers :

Segmentwise Aggregate information of Revenue from transactions with a single external customer amount to 10 per cent or more of an entity's revenues

2,281,138 4,894,853

27 RELATED PARTY TRANSACTIONS**(i) Name of related parties and nature of relationship:****a. Key management personnel (KMP):**

Veji L. Shah
Kapana Ghate
Rekha

b. Others - Entities in which above (a) has significant influence :

Tokyo Plast International Limited
Tokyo Constructions Limited

TOKYO FINANCE LIMITED

(ii) Transactions with related parties:

a. Management Compensation :

(Amount in Rs.)

| Particulars | 2020-21 | 2019-20 |
|--------------------------------|-----------|---------|
| Short Term employee benefits | 1,290,283 | 813,505 |
| Post-employment Benefits | - | - |
| Other long term benefits | - | - |
| Termination benefits | - | - |
| Shares based payments benefits | - | - |
| | 1,290,283 | 813,505 |

The above remuneration to Key management personnel compensation does not include contribution to gratuity fund, as this contribution is a lump sum amount for all relevant employees based on actuarial valuation.

b. Other Transactions:

(Amount in Rs.)

| Particulars | Others | |
|--|---------------------|---------------------|
| | 2020-21 | 2019-20 |
| Loans and advances Given/(Received) net | (59,180,000) | (20,900,000) |
| <i>Tokyo Construction Limited</i> | <i>(59,180,000)</i> | <i>(20,900,000)</i> |
| Reversal of excess Interest Charged | 32,943,631 | - |
| <i>Tokyo Construction Limited</i> | <i>32,943,631</i> | - |
| Reimbursement of Expenses | 120,000 | 120,000 |
| <i>Tokyo Plast International Limited</i> | <i>120,000</i> | <i>120,000</i> |

Note : Other transactions with KMP for year 2020-21 is NIL (2019-20 : NIL)

(iii) Balances outstanding at the year end of Related Parties :

(Amount in Rs.)

| Particulars | Others | |
|--|-------------------|-------------------|
| | As at 31-Mar-2021 | As at 31-Mar-2020 |
| Loans | | |
| <i>Tokyo Construction Limited</i> | - | 92,123,631 |
| Other Financial Liabilities | | |
| <i>Tokyo Plast International Limited</i> | - | 141,581 |

Note : Balance Outstanding for transaction with KMP as at 31-Mar-21 is NIL (31-Mar-20 : NIL)

28 FAIR VALUE MEASUREMENTS

(i) Financial Instruments by Category

(Amount in Rs.)

| Particulars | As at 31-Mar-2021 | | |
|------------------------------------|-------------------|-------|----------------|
| | FVPL | FVOCI | Amortised Cost |
| Financial Assets: | | | |
| Cash and cash equivalents | - | - | 38,185,272 |
| Bank Balance other than above | - | - | - |
| Loans | - | - | 68,176,796 |
| Total Financial Assets | - | - | 106,362,068 |
| Financial Liabilities: | | | |
| Payables | - | - | 55,247 |
| Other financial Liabilities | - | - | 549,014 |
| Total Financial Liabilities | - | - | 604,261 |

| Particulars | As at 31-Mar-2020 | | |
|------------------------------------|-------------------|-------|----------------|
| | FVPL | FVOCI | Amortised Cost |
| Financial Assets: | | | |
| Cash and cash equivalents | - | - | 538,834 |
| Bank Balance other than above | - | - | - |
| Loans | - | - | 137,894,468 |
| Total Financial Assets | - | - | 138,433,302 |
| Financial Liabilities: | | | |
| Payables | - | - | 87,307 |
| Other financial Liabilities | - | - | 740,228 |
| Total Financial Liabilities | - | - | 827,535 |

(ii) Assets and Liabilities that are disclosed at FVTPL or Amortised Cost for which Fair values are disclosed are classified as Level 3.

If one or more of the significant inputs is not based on observable market data, the respective assets and liabilities are considered under Level 3.

(iii) Fair value of financial assets and liabilities measured at amortised cost

(Amount in Rs.)

| Particulars | As at 31-Mar-2021 | | As at 31-Mar-2020 | |
|------------------------------------|-------------------|-------------|-------------------|-------------|
| | Carrying value | Fair Value | Carrying value | Fair Value |
| Financial Assets: | | | | |
| Cash and cash equivalents | 38,185,272 | 38,185,272 | 538,834 | 538,834 |
| Bank Balance other than above | - | - | - | - |
| Loans | 68,176,796 | 68,176,796 | 137,894,468 | 137,894,468 |
| Total Financial Assets | 106,362,068 | 106,362,068 | 138,433,302 | 138,433,302 |
| Financial Liabilities: | | | | |
| Payables | 55,247 | 55,247 | 87,307 | 87,307 |
| Other financial Liabilities | 549,014 | 549,014 | 740,228 | 740,228 |
| Total Financial Liabilities | 604,261 | 604,261 | 827,535 | 827,535 |

TOKYO FINANCE LIMITED

29 DISCLOSURE PURSUANT TO IND AS 107 "FINANCIAL INSTRUMENTS: DISCLOSURES:"

(a) Expected credit loss - Loans:

| | As at 31-Mar-2021 | | | As at 31-Mar-2020 | | |
|---------|-----------------------|----------------------|---|-----------------------|----------------------|---|
| | Gross Carrying Amount | Expected Credit Loss | Carrying amount net of impairment provision | Gross Carrying Amount | Expected Credit Loss | Carrying amount net of impairment provision |
| Stage-1 | 68,176,796 | 289,356 | 67,887,440 | 137,894,468 | 344,410 | 137,550,058 |
| Stage-2 | - | - | - | - | - | - |
| Stage-3 | 9,613,620 | 9,613,620 | - | 12,613,620 | 12,613,620 | - |

Notes:

Stage - 1 : Financial assets for which credit risk has not increased significantly since initial recognition
(Loss allowance measured at 12 month expected credit losses)

Stage - 2 : Financial assets for which credit risk has increased significantly and not credit-impaired
(Loss allowance measured at lifetime expected credit losses)

Stage - 3 : Financial assets for which credit risk has increased significantly and credit-impaired
(Loss allowance measured at lifetime expected credit losses)

(b) Reconciliation of loss allowance provision - Loans:

| | Stage - 1 | Stage - 2 | Stage - 3 | Total |
|---|-----------|-----------|-------------|-------------|
| Loss allowance as on March 31, 2019 | 536,973 | - | 24,927,598 | 25,464,571 |
| New Assets Originated | - | - | - | - |
| Amount Written Off | - | - | (6,263,978) | (6,263,978) |
| Transfer to Stage - 1 | - | - | - | - |
| Transfer to Stage - 2 | - | - | - | - |
| Transfer to Stage - 3 | - | - | - | - |
| Impact on year end ECL of Exposure transferred between stages during the year | - | - | - | - |
| Increase / (Decrease) in provision on existing financial assets (Net of recovery) | (192,563) | - | (6,050,000) | (6,242,563) |
| Loss allowance as on March 31, 2020 | 344,410 | - | 12,613,620 | 12,958,030 |
| New Assets Originated | - | - | - | - |
| Amount Written Off | - | - | - | - |
| Transfer to Stage - 1 | - | - | - | - |
| Transfer to Stage - 2 | - | - | - | - |
| Transfer to Stage - 3 | - | - | - | - |
| Impact on year end ECL of Exposure transferred between stages during the year | - | - | - | - |
| Increase / (Decrease) in provision on existing financial assets (Net of recovery) | (55,054) | - | (3,000,000) | (3,055,054) |
| Loss allowance as on March 31, 2021 | 289,356 | - | 9,613,620 | 9,902,976 |

30 FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company activities exposes it to a variety of financial risk namely credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effect on its financial performance.

(a) **Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk primarily arises from Trade receivables and Loans, Cash and cash equivalents and Deposit with banks.

The Company exposure to the credit risk is limited as follows:

Loans

i) The Company's customers base consists of a large corporate customers and business enterprenures. Hence credit risk is not high.

ii) Customer's credit risk is managed by the company's established policies, procedures and control relating to customer's credit risk management. Before accepting any new customer, the Company has appropriate level of control procedures to assess the potential customer's credit quality. The credit-worthiness of its customers are reviewed based on their financial position, past experience and other factors. Outstanding loan receivables are regularly monitored. The credit risk related to the loan is mitigated by setting appropriate payment terms and credit period, and by setting and monitoring internal limits on exposure to individual customers.

iii) As required by Ind AS 109 company recognises Expected Credit Loss Allowances

iv) The gross carrying amount of Loan is Rs. 77877630 as at 31st March, 2021 and Rs. 150852498 as at 31st March, 2020.

Reconciliation of Expected Credit Loss Allowances

(Amount in Rs.)

| Particulars | 2020-21 | 2019-20 |
|---|-------------|--------------|
| Loss allowance at the beginning of the year | 12,958,030 | 25,464,571 |
| Add: Changes in loss allowances | (3,257,197) | (12,506,541) |
| Loss allowance at the end of the year | 9,700,833 | 12,958,030 |

Financial Assets other than Loans

i) The Company places its cash and cash equivalents and deposits with banks with high investment grade ratings which limits the amount of credit exposure with bank and conducts ongoing evaluation of the credit worthiness of the bank with which it does business. Given the high credit ratings of these financial institutions, the Company does not expect these financial institutions to fail in meeting their obligations.

ii) In case of Investments, security deposits, advances and receivables given by the company provision is taken on a case to case basis depending on

iii) The gross carrying amount of Financial Assets other than Loans are Rs. 106362068 as at 31st March, 2021 and Rs. 138433302 as at 31st March, 2020.

TOKYO FINANCE LIMITED

(c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2021:

(Amount in Rs.)

| Particulars | Carrying Amount | Up to 1 Year | Beyond 1 Year | Total |
|------------------------------|-----------------|--------------|---------------|---------|
| Trade and other payables | 604,261 | 604,261 | - | 604,261 |
| Total (as at March 31, 2021) | 604,261 | 604,261 | - | 604,261 |
| Trade and other payables | 827,535 | 827,535 | - | 827,535 |
| Total (as at March 31, 2020) | 827,535 | 827,535 | - | 827,535 |

31 CAPITAL MANAGEMENT

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's risk management committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

32 DISCLOSURE PURSUANT TO IND AS 7 "STATEMENT OF CASH FLOWS"

CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES CAPITAL MANAGEMENT

| | 2020-21 | 2019-20 |
|---|---------|---------|
| Borrowings (Other Than Debt Securities) | | |
| Opening Balance | - | - |
| Cash Flows | - | - |
| Others | - | - |
| Closing Balance | - | - |

**For Vinodchandra R. Shah & Co
Chartered Accountants**

**Uday Shah
(Partner)
M.No. 035626
FRN. 15394W**

**Place : Mumbai
Date : 30th June,2021**