

Date: 05th September, 2023

To,
Corporate Relations Department
Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400001

Sub: Submission of Annual Report for financial year ended March 31, 2023

Dear Sir/Madam,

Pursuant to Regulation 34 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the 29th Annual Report of the Company for the Financial Year 2022-23 along with Notice convening 29th Annual General Meeting, Scheduled to be held on Monday, 25th September, 2023 at 03.00 PM IST at the Registered Office of the Company at 113 Commerce House, 140 N.M. Marg, Fort, Mumbai - 400 001. Please take the same on records.

For Vardhan Capital and Finance Limited


Ramesh Babulal Vardhan
Director
DIN : 00207488

Encl : As stated above.



VARDHAN CAPITAL AND FINANCE LIMITED

29TH ANNUAL REPORT

2022-2023

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CIN: L67120MH1995PLC084465

Company's Registered Office: 113, Commerce House, 140 N.M. Road, Fort, Mumbai, Maharashtra, 400023 Tel: 022-43226100/022-22672268 Email: vardhancapital@gmail.com Website: www.vardhancapital.com	Registrar & Share Transfer Agent Purva Sharegistry (India) Pvt. Ltd Address: Unit No.9, Ground Floor, Shiv Shakti Ind. Est, J.R. Boricha Marg, Lower Parel (East), Mumbai-400011 Tel: 022- 23018761/23012517 Email: support@purvashare.com
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Team

Rajesh Vardhan	Non-Executive Director
Ramesh Vardhan	Non-Executive Director
Akash Vardhan	Managing Director
Saroj Rathod	Independent Non-Executive Director
Shailesh Jogani	Independent Non-Executive Director
Sonam Dipesh Vardhan	Chief Financial Officer
Pinesh Pokarne	Company Secretary & Compliance Officer

Board Committees**Audit Committee**

Rajesh Vardhan
Shailesh Jogani
Saroj Rathod

Stakeholders Relationship Committee

Rajesh Vardhan
Shailesh Jogani
Ramesh Vardhan

Nomination and Remuneration Committee

Rajesh Vardhan
Shailesh Jogani
Saroj Rathod

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Asset Liability Management Committee

Rajesh Vardhan
Shailesh Jogani
Saroj Rathod

Statutory Auditors

M/s JMT & Associates,
Chartered Accountants,
304/305, A-Wing, Winsway Complex,
Opp. Andheri Railway Station,
Andheri (East), Mumbai-400069

Secretarial Auditors

M/s Priti J. Sheth & Associates
Company Secretaries
Office no 804, 8th floor, G Square,
Jawahar Road, Opp Ghatkopar Station
Ghatkopar (East), Mumbai-400077

Website: www.pjsassociates.com

Email-Id: priti.pjsassociates@gmail.com

CIN: L67120MH1995PLC084465**Notice**

Notice is hereby given that the 29th Annual General Meeting of the Members of **Vardhan Capital and Finance Limited** will be held on **Monday, September 25, 2023 at 3:00 p.m.** at the Registered office of the Company at 113 Commerce House, 140 N.M. Marg, Fort, Mumbai – 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account together with the Reports of the Directors and Auditors thereon for the financial year ended 31st March, 2023.
2. To appoint a Director in place of Ramesh Vardhan (DIN: 00207488) who retires by rotation and being eligible has offered himself for re-appointment.

By Order of the Board**Date: 14th August, 2023****Place: Mumbai****Sd/-
Akash Vardhan
Managing Director
DIN: 03043186**

Notes:

1. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings, the relevant information in respect of the Director's seeking appointment and re-appointment forms an integral part of this Notice and Explanatory statement as Annexure I.
2. The route map showing directions to reach the venue of the 29th AGM is annexed.
3. A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote instead of herself/himself and a proxy need not be a Member of the Company.
4. The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before the commencement of the AGM and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
7. In case of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
8. The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending AGM.
9. For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
10. The Ministry of Corporate Affairs (MCA), Government of India as a part of its Green Initiatives had issued Circular No. 17/2011 and 18/2011, dated 21st April 2011 and 29th April 2011 respectively, allowing Companies to send official documents to their shareholders electronically as part of its green initiatives in Corporate Governance.
In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

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11. Shareholders are requested to dematerialize their Shares. The Company has appointed **M/s. Purva Share registry (India) Private Limited**, Mumbai for handling Share transfer job and also for maintaining electronic connectivity with NSDL AND CDSL who have allotted ISIN ACTIVATION NUMBER AS - ISIN No - **INE128G01018**.
12. Members are requested to notify immediately any change in their address:
- to their Depository Participants (DPs) in respect of their electronic Share accounts; and
 - to Registrar & Share Transfer Agent @ support@purvashare.com of the Company in respect of their physical Shares folios along with Bank particulars.
13. Members desirous of making nomination in terms of Section 72 of the Companies Act, 2013 in respect of their shareholding may approach the Registrar for assistance. Shareholders holding shares in electronic form may approach their DP with whom they maintain their account for nomination. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.
14. Members are requested to notify immediately any change in their address
- i. to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - ii. to the Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
15. Members desiring any information on the accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready & replies will be provided at the meeting.
16. SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub division/splitting of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regard, members are requested to make request in Form ISR - 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
17. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2023 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Issuer/RTA.
18. **Voting at Annual General Meeting**-The Company shall conduct voting by means of poll process for the resolutions to be discussed at the AGM. Further the members who would have already voted by means of

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remote e-voting shall not be allowed to vote by ballot / poll at the AGM. Pursuant to provisions of Companies Act, 2013 read with rules made thereunder and pursuant to SEBI LODR Regulations, the Shareholders of the Company are eligible to cast their vote electronically as per the procedure mentioned below.

In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of "remote e-voting" to its Members in respect of the businesses to be transacted at the 29th Annual General Meeting ("AGM"). The Company has engaged the service of the CDSL as the Authorized Agency to provide e-voting facilities.

Dispatch of Notice, Annual Report, etc. to Shareholders: In Compliance with the SEBI Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, the Annual Report including the notice of the 29th AGM, indicating inter-alia, the process and manner of e-voting, is served only through electronic mode to members whose email IDs are registered with the Company / RTA / Depository Participant(s) and are holding shares of the Company as on 25th August, 2023 being the cut-off date for the website purpose. The Company will not be dispatching physical copies of the Notice and Annual Report to any Member.

Members may also note that the Annual Report for the year 2022-23 and the Notice will also be available on the Company's website www.vardhmanconcreteltd.com, on the website of Stock Exchange BSE Limited www.bseindia.com and on the website of CDSL at www.evotingindia.com.

19. Voting Results

- i. The voting rights of members shall be in proportion to their shares of the paid-after up Equity Share Capital of the Company (i.e. One Vote for Every One Share held).
- ii. The Company has appointed M/s Priti J. Sheth & Associates, Company Secretaries, to act as the scrutinizer for e- voting process as well as to conduct and prepare scrutinizers report for the voting by poll/ ballot to be conducted at the AGM.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iv. The result declared along with the scrutinizer's report shall be submitted to BSE Limited, where the shares of the Company are listed and shall also be uploaded on the website of the Company.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:
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- | |
|---|
| <ul style="list-style-type: none">• 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 |
|---|

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id.
<ul style="list-style-type: none"> For Demat shareholders -, For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
<ul style="list-style-type: none"> 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.
<p>If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to https://evoting.purvashare.com or contact at 022-49614132 and 022-23018261.</p> <p>All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai - 400011 or send an email to https://evoting.purvashare.com or contact at 022-49614132 and 022-23018261.</p>

Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using three-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instruction provided herein:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The e-voting period begins on 22nd September, 2023 at 9:00 a.m. and ends on 24th September, 2023 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 18th September, 2023 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 all shareholders' 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**

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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.

Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>a) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>d) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-</p>

	<p>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 NSDL Depository</p>	<p>a) 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.</p> <p>b) 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>c) 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.</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.</p>

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

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

Login Type	Helpdesk details
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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022-4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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 10 digit alpha-numeric *PAN issued by Income Tax Department

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	(Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) 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 "Corporate" 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.

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- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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 mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vardhancapital@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 on vardhancapital@gmail.com /RTA email id rnt.helpdesk@linkintime.co.in.**
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 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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

By Order of the Board

Sd/-
Mr. Akash Vardhan
Managing Director
DIN: 03043186

Date: 14th August, 2023**Place: Mumbai**

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Annexure 1

Details of the Directors seeking re-appointment at the Twenty Ninth (29th) Annual General Meeting as per Companies Act, 2013, Secretarial Standards and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

Name of the Director	Ramesh Vardhan
Director Identification Number (DIN)	00207488
Date of Birth	01/10/1962
Age	61 years
Date of Appointment (Original)	09/01/1995
Qualification	B.com
Brief Resume and Experience	Promoter of the Company having an experience of more than 25 years in the field of real estate and construction activity.
Expertise in specific functional areas	Real Estate Execution, Finance & Legal
Directorships held in other companies (excluding Section 8 and foreign Companies)	<p>Listed Companies</p> <p>1) Vardhan Capital and Finance Limited</p> <p>Public Companies</p> <p>1) Hardcastle Waud and Company Limited</p> <p>2) The Association of the Commerce Houseblock Owners Limited</p> <p>3) Vardhman Developers Limited</p> <p>Private Companies</p> <p>1) Vibuti Construction Private Limited</p> <p>2) Stork Developers Private Limited</p> <p>3) Vardhman Growmore Developers Private Limited</p> <p>4) Vardhman Residency Private Limited</p> <p>5) Vardhman Developers and Neelam Private</p>

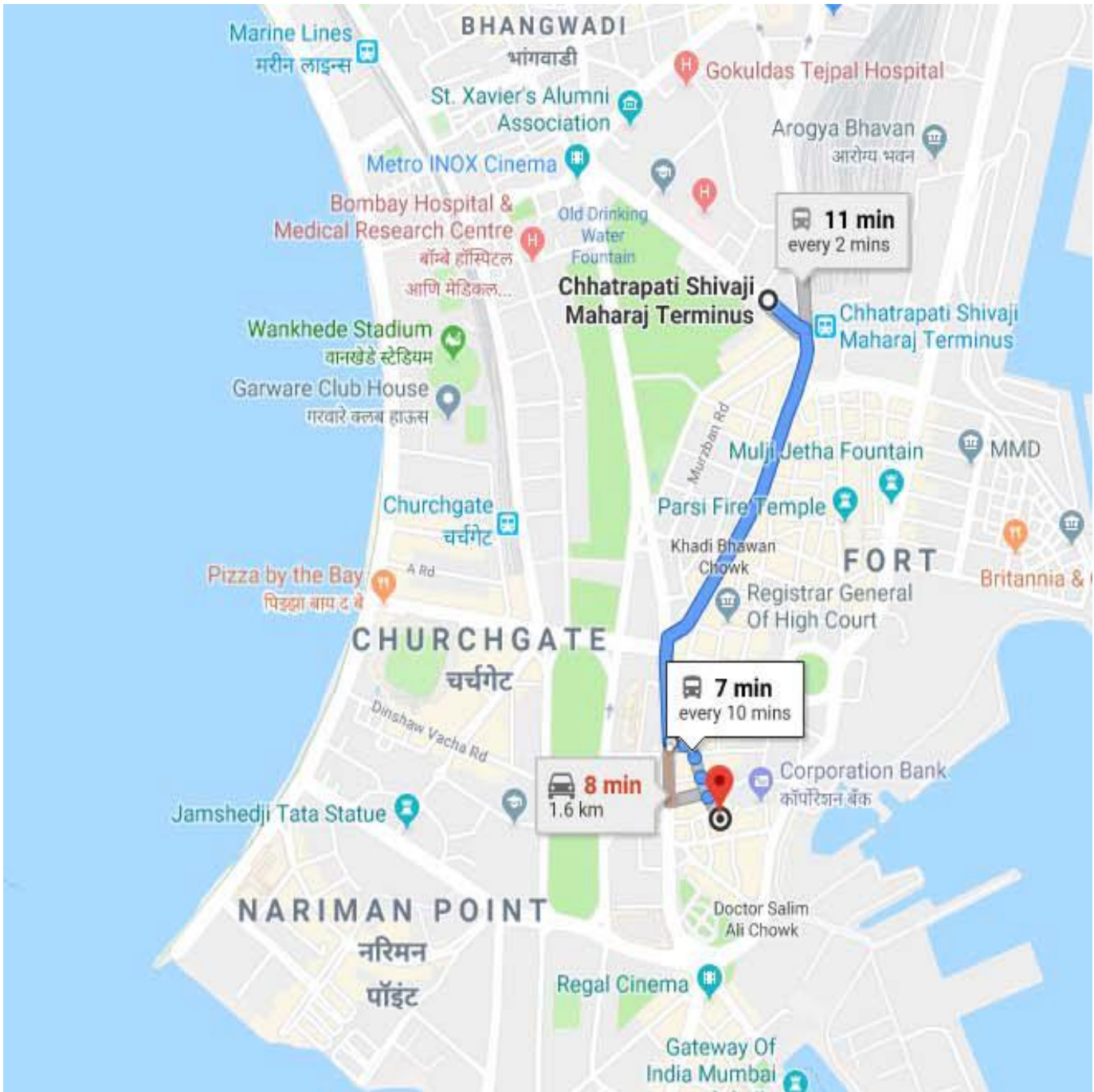
CIN: L67120MH1995PLC084465

	Limited 6) Flower Boom Builders Private Limited 7) Bluestock Investments Private Limited 8) Indelible Realtors Private Limited 9) Stork Realtors Private Limited 10) Enso Holdings & Finance Private Limited 11) Indelibe Holdings Private Limited 12) Vardhman Entertainment & Hospitality Private Limited
Memberships of Committees across other Companies	Stakeholder Relationship Committee - Vardhman Concrete Limited
Relationship between Directors Inter-se	Brother of Mr. Rajesh Vardhan
Terms and Conditions of re-appointment	Non-executive Director Liable to retire by rotation
Remuneration to be paid	NIL
Remuneration last drawn	NIL
Shareholding in the Company	397500 (9.14%)
No. of Board Meetings attended/held during the previous financial year.	5

By Order of the Board**Date: 14th August, 2023****Place: Mumbai****Sd/-
Akash Vardhan
Managing Director
DIN: 03043186**

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Route Map to the 29th Annual General Meeting



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DIRECTOR'S REPORT

Dear Members,

The Board of Directors are pleased to present the 29th Annual Report of the business and operations of your Company, along with the Audited Financial Statements, for the financial year ended March 31, 2023. In line with the requirements of the Companies Act, 2013 and the rules framed thereunder, this report covers the financial results and other developments during the Financial Year 01st April, 2022 to 31st March 2023.

1. Summary of operations/results

The financial results of the Company for the year ended March 31, 2023 as compared to that of previous year are summarized as under:

Particulars	Amount in Lacs	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Total Income	1000.14	997.97
(less) Expenses	943.23	943.54
Profit/(Loss) Before Income Tax	56.91	54.43
(less) Taxes	16.44	16.50
Net Profit/(Loss) after Tax	40.47	37.93

2. Company's Affairs

During the financial year ended March 31, 2023, the Company has incurred a net profit of Rs 40.47 Lacs as against the total income of Rs. 1000.14 Lacs and net loss of Rs 35.94 Lacs incurred during the previous financial year ended March 31, 2022.

3. Transfer to general reserves

The Company has not transferred any amount to general reserves during the financial year ended March 31, 2023.

4. Transfer of Unclaimed/ Unpaid Amount

The Company doesn't have any unclaimed/unpaid amount to be transferred in accordance of the provisions of Section 125(2) of the Companies Act, 2013.

5. Dividend

The Board has not recommended any dividend for the year under review.

6. Change in the Nature of Business and Financial Position

There are no changes in the nature of business during the Financial Year 2022-23 and till the date of issue of this report.

7. Material Changes and Commitments

There are no material Changes and Commitments affecting the Financial Position of the Company from 01st April, 2023 till the date of issue of this report.

8. Deposits

The Company has not accepted any deposits during the financial year as defined Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014, hence there is no default of re-payment, and any unpaid / unclaimed deposits, as on March 31, 2023. Details of Inter Corporate borrowings are elaborated in note no. 7 of the attached financials.

9. RBI Prudential Norms

The Company continues to comply with all the applicable regulation prescribed by the Reserve Bank of India ("RBI") from time to time.

10. Share Capital

There were no changes in the Share Capital of the Company during the financial year ended March 31, 2023.

- A) **Issue of Equity Shares with Differential Rights**: The Company has not issued any equity shares with differential rights during the financial year ended March 31, 2023.
- B) **Issue of Sweat Equity Shares**: The Company has not issued any Sweat Equity Shares during the financial year ended March 31, 2023.
- C) **Issue of Employee Stock Options**: The Company has not issued any Employee Stock Options during the financial year ended March 31, 2023.

11. Subsidiary, Associate and Joint Ventures Companies

The Company does not have any subsidiary as per Clause 2(87) or associate as per Clause 2(6) of the Companies Act, 2013. The Company has not entered into any Joint Venture during the Financial Year ended March 31, 2023.

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12. Maintenance of Cost Records

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.

13. Board of Directors and Key Managerial Personnel

The Composition of Board of the Company as on March 31, 2023 is as follows:

Sr No.	Name	DIN	Category
1	Akash Vardhan	03043186	Managing Director
2	Rajesh Vardhan	00199986	Non-Executive Director
3	Ramesh Vardhan	00207488	Non-Executive Director
4	Shailesh Jogani	06644699	Non-Executive Independent Director
5	Saroj Rathod	09718657	Non-Executive Independent Director
6	Sonam Vardhan	ACHPH7859M	Chief Financial Officer
7	Pinesh Vallabhdas Pokarne	AJQPP9936P	Company Secretary & Compliance Officer

During the financial year ended 31st March, 2023 following changes took place in the composition of the Board:

➤ Appointments / Re-appointments

Ms. Saroj Rathod was appointed as an Additional Non-Executive Independent Director by the Board of Directors on the recommendation of the Nomination and Remuneration Committee under Section 161 of the Companies Act, 2013 w.e.f, 27th August, 2022 for a term of 5 consecutive years up to 27th August, 2027.

➤ Retirement by rotation

Pursuant to provisions of Companies Act, 2013, Mr. Ramesh Vardhan (DIN: 00207488) retires by rotation at the ensuing 29th Annual General Meeting of the Company and being eligible seeks re-appointment.

14. Board Meetings and Attendance of Directors

During the Financial Year 2022-23, the Board of Directors duly met 5 times on the following dates: 13th May 2022, 04th Aug 2022, 27th August, 2022, 11th November, 2022 and 14th February, 2023.

The maximum interval between two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

15. Declaration by Independent Directors

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

In the opinion of the Board, the Independent Directors appointed during the year possess appropriate balance of skills, experience and knowledge that enable the Board to discharge its functions and duties effectively.

The Board shall comment on proficiency once the independent directors appear for the online proficiency self-assessment test as applicable.

16. Familiarization programme for independent directors

All new independent directors appointed on the Board attended a familiarization programme. After appointment a formal letter is issued to the independent directors outlining his/her roles, functions, duties and responsibilities.

17. Performance Evaluation of the Board/ Committees and Independent Directors

The Board of Directors have evaluated the overall performance of the Board as a whole and also of each director individually including the Independent Director and found the same to be satisfactory.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and Non - Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The performance of the committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as composition of Committees, effectiveness of committee meetings, etc.

18. Independent Directors Meeting

During the year under review, the Independent Directors met once on 11th November, 2022 inter alia, to discuss:

Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole taking into account the views of Executive and Non-Executive Directors.

Performance evaluation of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors and independent directors was done by the entire board, excluding the independent director being evaluated.

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Evaluation of the quality, content and timelines of flow of information between the Management and the board that is necessary for the Board to effectively and reasonably perform its duties

19. Committees of the Board

Currently, the Board has five committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee
5. Asset Liability Management Committee

The details of the committees of Board are as follows:

Audit Committee

The Audit Committee of Directors is constituted as per the provisions of Section 177 of the Companies Act, 2013. The Composition of Audit Committee along with dates of meeting and director's attendance is as follows.

Name of the Member	Designation
Mr. Shailesh Jogani	Chairman
Ms. Saroj Rathod	Member
Mr. Rajesh Vardhan	Member

Audit Committee duly met 4 times during the F.Y 2022-23 on the following dates:

13th May, 2022, 27th August, 2022, 11th November, 2022 and 14th February, 2023.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee of Directors is constituted in accordance with the requirements of Section 178 of the Companies Act, 2013. The Composition of Nomination and Remuneration Committee is as follows. The Company's policy on Directors' appointment and remuneration including all other matters shall be available at the registered office of the Company for inspection.

Name of the Director	Designation
Mr. Shailesh Jogani *	Chairman
Mr. Rajesh Vardhan	Member
Ms. Saroj Rathod	Member

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The nomination and remuneration policy as required under Section 178 (3) of the Company is available on our website <https://www.vardhancapital.com/>.

Nomination & Remuneration Committee duly met once during the F.Y 2022-23 on 27th August, 2022.

Stakeholders Relationship Committee

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors has constituted the Stakeholders Relationship Committee. The Composition of Stakeholders Relationship Committee is as follows:

Name of the Member	Designation
Mr. Shailesh Jogani	Chairman
Ms. Rajesh Vardhan	Member
Mr. Ramesh Vardhan	Member

Stakeholders Relationship Committee met once during the F.Y 2022-23 on 04th February, 2023.

Asset Liability Management Committee (ALCO)

The Board of Directors has constituted the ALCO Committee as required under RBI's NBFC regulations. Composition of the same is as follows:

Name of the Member
Mr. Rajesh Vardhan
Mr. Shailesh Jogani
Ms. Saroj Rathod

Risk Management Committee

The Board of Directors has constituted the Risk Management Committee as required under RBI's NBFC regulations. Composition of the same is as follows:

Name of the Member
Mr. Rajesh Vardhan
Ms. Saroj Rathod
Mr. Shailesh Jogani

20. Particulars of transaction between the Company and the Non-Executive Directors

During the year under review the Company has not entered into any Transaction with its Non-Executive Director.

21. Management Discussion and Analysis

The Management Discussion and Analysis report forms integral part of this Annual Report.

22. Conservation of Energy and Technology Absorption

The information relating to conservation of energy and technology absorption by the Company is annexed to the report as “Annexure A”.

23. Foreign Exchange Earnings and Outgo

There was no earning in Foreign Exchange nor was there any outflow during the year under review.

24. Extract of Annual Return

Annual return for the financial year 2022-23, once filed shall be available on the on the website of the Company <https://www.vardhancapital.com/>

25. Corporate Governance

Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, provide threshold for applicability of corporate governance rules. Your company does not exceed such threshold. Hence, provision of corporate governance is not applicable on your company.

26. Vigil Mechanism for Directors and Employees

The Company has a Vigil Mechanism policy to report genuine concerns or grievances as per the provisions of section 177 of the Companies Act, 2013 and regulation 22 of SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

27. Internal Financial Control and their Adequacy

The Company has internal financial control and risk mitigation system which is constantly assessed and strengthened. The Audit committee actively reviews the adequacy and effectiveness of the Internal Financial control and suggests the improvements for the same.

28. Risk Management Policy

The Board of Directors in consultation with the Audit Committee have framed a policy for management and mitigation of risk faced by the Company in its day to day operations, further the Board of Directors and the Senior Management of the Company have been entrusted with the responsibility of identification, development and implementation of the same across the organization.

29. Corporate Social Responsibility

The provisions of Section 135 with regards to Corporate Social Responsibility are not applicable to the Company.

30. Auditors' Report

The Statements made by the Auditors in their report are self-explanatory and doesn't require any comments by the Board of Directors.

31. Fraud Reported by Auditors

During the year under review, there have been no instances of fraud, which required the Statutory Auditors to report to the Audit Committee and/or Board or Central Government under Section 143(12) of Act and Rules framed thereunder.

32. Statutory Auditors

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. JMT & Associates (FRN: 104167W), statutory auditors were appointed for 5 consecutive financial years from 01st April, 2022 to 31st March 2027.

M/s JMT & Associates, (FRN: 104167W), Chartered Accountants, shall continue as Statutory Auditors for the remaining period of the term till the AGM to be held for the year 2027.

33. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act 2013 and the rules made there under the Company has appointed **M/s. Priti J Sheth & Associates**, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2023.

The Secretarial Audit Report is included as "**Annexure B**" and forms an integral part of this report.

34. Directors Comment on qualification or observation

With regards to the remarks by the Secretarial Auditor of the Company, the management would state as under:

1. Due to low business operations, the Company has not appointed an internal auditor; however, considering the business environment, the management is in the process to appoint one.

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2. The Company had made provisions for Evoting, however NSDL did not release benpose due to which the said facility could not be performed. Several complaints were raised with NSDL for communicating the same.

Other Remarks mentioned in Statutory Audit Report and Secretarial Audit Report are self-explanatory and do not require any further clarifications.

35. Particulars of Employees

The Company wishes to place on record its appreciation to the contribution made by the employees to the operations of the company during the period.

During the year under review, there were no employees who were in receipt of the remuneration beyond the limits prescribed under Rule 5 (2) of Companies (Appointment and Remuneration) Rules, 2014 and therefore no disclosures need to be made under the said section.

Further, the details of the top 10 employees in terms of remuneration drawn pursuant to Rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014 shall be available at the registered office of the Company during the business hours and the details of ratios of the remuneration of each Director to the median remuneration to the employees of the Company for the year under review are enclosed as "Annexure C" to the Board's Report.

36. Related Party Transactions

The details of Related Party Transactions entered into by the Company are annexed hereto in "Annexure D" in form AOC-2.

Further, the disclosure of Related Party Transactions in compliance with Accounting Standards form a part of Note No. 23 of the financial statements.

37. Particulars of Loans, Guarantees and Investments

The Company being a Non-Banking Financial Company, its Main Business is of giving loans and making investments. The details of loans given and investments made are provided in Notes to financial statements.

38. Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013 in relation to financial statements for the year ended 31st March 2023, the Board of Directors state that:

- In the preparation of the Annual Accounts, the applicable accounting standards had been followed;

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- The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the Annual Accounts on a going concern basis;
- The Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively;
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

39. Disclosure under sexual harassment of women at workplace

In order to prevent sexual harassment of women at work place, your Company has adopted a Policy for prevention of Sexual Harassment of Women at Workplace. During the year under review, the Company has not received any complaints in this regard.

Further, the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are not applicable.

40. Details of Application made or any proceeding pending under The Insolvency and Bankruptcy Code, 2016 during the year along with their status as at end of the Financial Year

During the Financial Year 2022-23, there was no application made and proceeding initiated/pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company.

As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016.

41. Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereon

As Company has not availed any loan from a bank or financial institution, these disclosures are not applicable to the Company.

42. Acknowledgments

The Directors wish to place on record their appreciation of the contribution made by the executives and employees at all levels for their outstanding professionalism, initiatives and commitment to organizations growth and success and helping the organization in its continuous drive towards progress.

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Your Directors also appreciate with gratitude the continuous support of government authorities, clients, bankers, institutions, the Shareholders and well-wishers.

By Order of the Board

**Date: 14th August, 2023
Place: Mumbai**

**Sd/-
Akash Vardhan
Managing Director
DIN: 03043186**

**Sd/-
Rajesh Vardhan
Director
DIN: 00199986**

CIN: L67120MH1995PLC084465**“Annexure A” to Director’s report**

The information relating to conservation of energy and technology absorption by the Company

(A) Conservation of Energy

- i. the steps taken or impact on conservation of energy: **As the Company is not engaged in any manufacturing activity the consumption of energy is relatively low.**
- ii. the steps taken by the company for utilizing alternates source of energy: **NIL**
- iii. the Capital Investment on energy conservation equipment: **NIL**

(B) Technology Absorption

- i. the efforts made towards technology absorption: **NIL**
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution: **NIL**
- iii. in case of imported technology (imported during last three years reckoned from beginning of financial year)
 - (a) Details of technology imported: **Nil**
 - (b) Year of Import: **Nil**
 - (c) Whether technology has been fully absorbed: **Nil**
 - (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof: **Nil**
- iv. The expenditure incurred on Research and Development: **Nil**

By Order of the Board

**Date: 14th August, 2023
Place: Mumbai**

**Sd/-
Akash Vardhan
Managing Director
DIN: 03043186**

**Sd/-
Rajesh Vardhan
Director
DIN: 00199986**

CIN: L67120MH1995PLC084465**“Annexure B” to Directors Report
Form No. MR-3****SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023***[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]***To,
The Members,
Vardhan Capital and Finance Limited**

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

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Vardhan Capital and Finance Limited (“the Company”) for the financial year ended on 31st March, 2023 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder; (Not Applicable during the Audit Period)
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. 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;

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(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018 (Not Applicable during the Audit Period)

V. Other Laws applicable to the Company namely:

- (a) The Reserve Bank of India Act, 1934
- (b) Non-Banking Financial Regulations issued by Reserve Bank of India from time to time

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable

Formerly, the Company's Shares were listed on Ahmedabad Stock Exchange Limited, Pune Stock Exchange Limited, Jaipur Stock Exchange Limited and Vadodara Stock Exchange Limited. These stock exchanges were granted exit by SEBI and de-recognized as Stock Exchange. The Shares of the Company were listed on Bombay Stock Exchange Limited through 'Direct Listing' route on 11th February, 2021.

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

1. The Company has not appointed an internal auditor required to be appointed by the company pursuant to section 138 of the Companies Act, 2013 and Companies (Accounts) Rules, 2014;
2. The Public Notice by way of advertisement in newspapers has not been published;
3. The Special Reserve fund as per RBI Act were not been maintained Section 45-IC of RBI Act, 1934;
4. The filing of report and forms according to the RBI and NBFC guidelines could not be retrieved.;
5. The Company has not maintained the Website as per SEBI regulations.;
6. The intermittent vacancy of an independent director was not filled by the Board within 3 months from such vacancy pursuant to Rule 4 of Companies (Appointment & Qualification of Directors) Rules, 2014.;
7. The Company is yet to submit the website URL as required by exchange Notice No. 20230209-1 dated February 09, 2023;
8. The Company has not maintained the Structured Digital Database (SDD) as required under Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 nor has submitted the Compliance Certificate with respect to the same.;
9. The Company did not provide e voting facility to it members pursuant to section 108 of the Companies Act, 2013;
10. The Company has partially submitted the Financial Results for the period ended September 30, 2022 to the Exchange pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015.

I further report that

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

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Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at the Board & Committee Meetings were carried out unanimously.

I report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company was not involved in any activity which is having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For Priti J. Sheth & Associates
Company Secretaries

Sd/-
Priti J. Sheth
(Proprietor)
C.P. No.: 5518
F.C.S. No.: 6833
Peer Review No.: 1888/2022
UDIN: F006833E000800221

Dated: 14th August, 2023

CIN: L67120MH1995PLC084465**Annexure to the Secretarial Audit Report**

To,
The Members,
Vardhan Capital and Finance Limited

Our Secretarial Audit Report dated **14th August, 2023** is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our report.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Priti J. Sheth & Associates**
Company Secretaries

Sd/-

Priti J. Sheth
(Proprietor)

C.P. No.: 5518

F.C.S. No.: 6833

Peer Review No.: 1888/2022

UDIN: F006833E000800221

Dated : 14th August, 2023

CIN: L67120MH1995PLC084465**Annexure C to Directors Report****PARTICULARS OF EMPLOYEES**

i. Ratio of remuneration of each director to the median remuneration of employees of the Company for the financial year 2022-23.

During the year under review no remuneration is paid to the director, hence the clause is not applicable.

ii. The percentage increase in the median remuneration of employees in the financial year-

The Company has no employee other than the Company Secretary of the Company.

iii. The number of permanent employees on the rolls of company- 1

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

The Company has no employees other than the Company Secretary of the Company, CS Pinesh Pokarne, hence calculation of average percentile increase in the payment of remuneration is impracticable.

v. The Board of Directors hereby affirm that the remuneration is as per the remuneration policy of the Company.

By Order of the Board

Sd/-
Akash Vardhan
Managing Director
DIN: 03043186

Sd/-
Rajesh Vardhan
Director
DIN: 00199986

Date : 14th August, 2023
Place: Mumbai

CIN: L67120MH1995PLC084465**“Annexure D” to the Board's Report****FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

- I. Details of contracts or arrangements or transactions not at Arm's length basis: NIL
- II. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Vardhman Developers Limited
2	Nature of contracts /arrangements / transaction	Payment of Business Support Charges
3	Duration of the contracts / arrangements / transaction	Renewed Annually
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Payment of Business Support Charges of Rs. 14,16,000/-
5	Justification for entering into such contracts or arrangements or transactions'	Business Support Charges paid
6	Date of approval by the Board	13 th May, 2022
7	Amount paid as advances, if any	NIL

By Order of the Board

Sd/-
Akash Vardhan
Managing Director
DIN: 03043186

Sd/-
Rajesh Vardhan
Director
DIN: 00199986

Date : 14th August, 2023

Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The key issues of the Management Discussion and Analysis are given below.

Industry Structure and Developments

With various initiatives by the Government of India, the Management is expecting a boost in the overall development of Industry.

Opportunities and Threats

Being a primarily investment company fluctuating markets and interest rate pose a threat to the business of the Company, however the same can be converted into opportunity proper planning and implementation.

Risk and Concerns

As per the Management of the Company, the major risk and concerned that might affect the overall Growth and Development of the Company is the inflation, interest rate, dynamic regulatory environment and fast changing Government policies.

Segment wise performance

There were no major operations in the Company during the year, no segmental results are given.

Outlook

The Management of the Company is optimistic towards the growth and future of the Company.

Risk Mitigation

Although the Company has been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company through Audit Committee. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

Management Perception and Initiatives

The Management looks forward to better risk-reward scenarios in the future. We also expect to expand loan spectrum of the Company as the economy stabilizes more progressive borrowers are in look out for loans.

Internal control systems and their adequacy

Considering the size of the Company, the Management of Company is of the opinion that the internal control systems are adequate. However, the Management of the Company is always striving to improve and develop the Internal Control Systems.

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Discussion on financial performance with respect to operational performance

During the year under review the Company earned Profits from its operations and the management is of the opinion that the Company will be able to sustain and be able to increase the same in future years.

Material developments in Human Resources / Industrial Relations front

The Company has in place a policy for Human Resource Management and the Board of Directors are assigned with the responsibility to maintain Industrial relationship.

➔ Key Financial Ratios

Sr.no	Particulars	Numerator	Denominator	Ratio 2023	Ratio 2022	% Variance	Remark
1	Capital to risk - weighted assets ratio (CRAR)	Tier I Capital + Tier II Capital	Total Risk Weighted Assets	1.46	1.39	4.32	-
2	Tier I CRAR	Tier I Capital	Total Risk Weighted Assets	1.46	1.39	4.32	-
3	Tier II CRAR	Tier II Capital	Total Risk Weighted Assets	N.A	N.A	-	-

Disclosure of Accounting Treatment

The company has followed all the relevant and applicable Accounting Standards while preparing the Financial Statements.

By Order of the Board

Sd/-
Akash Vardhan
Managing Director
DIN: 03043186

Sd/-
Rajesh Vardhan
Director
DIN: 00199986

Date : 14th August, 2023
Place: Mumbai

INDEPENDENT AUDITORS' REPORT

**TO MEMBERS OF
VARDHAN CAPITAL AND FINANCE LIMITED**

Report on the Audit of Financial Statements**Opinion**

We have audited the financial statements of **VARDHAN CAPITAL AND FINANCE LIMITED** (hereinafter referred to as 'the Company'), which comprise the Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss (including other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (collectively referred to as 'Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the Financial Statements give the information required by the Companies Act, 2013 (hereinafter referred to as 'the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, and amended and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2023, and its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Information other than the financial statements and auditors' report thereon

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

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for Audit of the Financial Statements

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

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

- Identify and assess risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate appropriateness of the accounting policies used and reasonableness of accounting estimates and related disclosures made by management.
- Conclude on appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements including disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the Order) issued by the Central Government in terms of Section 143 (11) of the Act, we give in, 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company, so far as 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 account;
- d) In our opinion the 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 written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid or provided any managerial remuneration;

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- g) 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'.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us, we report that:
- i) The Company does not have any pending litigations which would impact its financial position other than those mentioned in the notes to the accounts;
- 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 Investors Education and Protection Fund by the Company.

**For and on behalf of
M/s. J M T & ASSOCIATES
Chartered Accountants
ICAI Firm Regn No. 104167W**

**Sd/-
Sanjay Pichholia
Partner
Membership No. 122651
UDIN : 23122651BGWHWR2550**

**Place : Mumbai
Dated: 14th August, 2023**

CIN: L67120MH1995PLC084465**ANNEXURE-A TO INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in paragraph 1 under the 'Report on Other Legal and Regulatory Requirements' our report to the members of **VARDHAN CAPITAL AND FINANCE LIMITED**, ('the Company') for theyear ended on March 31, 2023. We report that:

- i. The Company does not have any Property, Plant & Equipment and Intangible Assets so clauses (i) (a), (b), (c) and (d) are not applicable. Further according to information and explanations given to us and on the basis of our examination of the records of the Company, No Proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. The company is in the business of Investments, finance & allied services. Accordingly, it does not hold any physical inventories. Hence, paragraph 3(ii) of the Order is not applicable.
- iii. In respect of investment made or guarantee and security provided or loans and advances in the nature of loans, secured or unsecured, granted by the company to any company, firm, limited liability partnership or any other parties, according to the information and explanations given to us :
 - a. The Company does not have any subsidiaries, joint ventures and associates. There are 7 (Seven) parties other than subsidiaries, joint venture and associates to whom the company has granted such loans and advances. The aggregate amount such loans and advances during the year is Rs. 1854.46 Lakh and balance outstanding at the balance sheet date is Rs. 14088.67 Lakhs.
 - b. The terms and conditions of the grant of such loans and advances are not prejudicial to the Company's interest.
 - c. The schedule of repayment of principal and payment of interest has not been stipulated however the receipt of principal and interest are regular.
 - d. There is no overdue amount for more than ninety day.
 - e. No such loan or advance, which has fallen due during the year, has been renewed or extended or fresh loan granted to settle the overdue of existing loan given to same parties.
 - f. The Company has granted loans or advances in the nature of loans payable on demand and without specifying the terms or period of repayment to related parties as defined in clause (76) of section 2 of the Companies Act, 2013 the details of which is mentioned in Financial statement Note no. 03.
- iv. The Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under Section 185 and the provisions of section 186 of the Act pertaining to investment and lending activities were not applicable to the Company since the Company is an NBFC. Accordingly, provisions of this Clause are not applicable to the Company.

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- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed thereunder to the extent notified.
- vi. In our opinion and according to the information and explanations given to us maintenance of cost records under sub-section (1) of the Section 148 of the Act has not been prescribed government.
- vii. a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, GST, sales tax, wealth tax, duty of customs, duty of excise, value added tax or cess and other statutory dues applicable to it. No undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales tax, wealth tax, duty of customs, duty of excise, value added tax or cess and other statutory dues were outstanding, as at 31-03-2023, for a period of more than six months from the date they became payable.
- (b) According to the records of the Company and information and explanations given to us no dues of income tax, GST, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess that have not been deposited on account of any disputes.
- viii. As per information and explanation given to us, there are no unrecorded transactions which are surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961.
- ix. (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to any financial institution, bank or government as on Balance sheet date.
- (b) In our opinion and according to the information and explanation given to us, the company has not been declared willful defaulter by any bank or financial institution or any other lender.
- (c) The Company did not have any term loan outstanding during the year and hence, the requirement to report on clause 3(ix) (c) not applicable to the Company.
- (d) The Company did not raise any fund during the year and hence, the requirement to report on clause 3(ix) (d) not applicable to the Company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligation of its Associates Company.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its Associates Company

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x. (a) According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, paragraph 3(x)(a) of the order is not applicable.

(b) The Company has not made any preferential allotment or private placement of share / fully or partially or optionally convertible debenture during the year and hence, the requirement to report under paragraph 3(x)(b) of the order is not applicable.

xi. (a) According to the information and explanation given to us, no material fraud by the Company or on the Company by its officer or employees has been noticed or reported during the course of our audit.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanation given to us, there is no Whistle blower complaints received by the company during the year.

xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to the Company and hence provisions of Clause 3(xii) of the aforesaid Order are not applicable to the Company.

xiii. The Company has entered into the transaction with the related parties in compliance with the provisions of the Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

x. The Company has an internal audit system commensurate with the size and nature of its business.

xi. The Company has not entered into any non-cash transactions with its directors or the persons connected with him and hence provisions of Clause 3(xv) of the aforesaid Order are not applicable to the Company.

xii. (a) The Company has obtained registration as required under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The Company has conducted the Non-Banking Financial or Housing Finance activities by obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

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(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us, the Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.

xiv. There has been no resignation of the statutory auditors during the year and accordingly requirement to report under paragraph 3 (xviii) of the order is not applicable.

xv. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention that causes us to believe that any material uncertainty exists as on the date of audit report that company is not capable of meeting its liabilities existing as at balance sheet date as and when There has been no resignation of the statutory auditors during the year and accordingly requirement to report under paragraph 3 (xviii) of the order is not applicable.

xvi. According to the information and explanations given to us, the provision of section 135 of the Act is not applicable to the company and hence, the requirement to report under paragraph 3 (xx) of the order is not applicable.

xvii. According to the information and explanations given to us, the Company does not have any Subsidiaries or associates or Joint venture the company is not required to prepare Consolidated Financial statements and hence, the requirement to report under this clause is not applicable.

For and on behalf of
M/s. J M T & ASSOCIATES
Chartered Accountants
ICAI Firm Regn No. 104167W

Sd/-
Sanjay Pichholia
Partner
Membership No. 122651
UDIN : 23122651BGWHWR2550

Place : Mumbai
Dated: 14th August, 2023

CIN: L67120MH1995PLC084465

ANNEXURE-B TO INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 2(f) under the 'Report on Other Legal and Regulatory Requirements' our report to the members of **VARDHAN CAPITAL AND FINANCE LIMITED**, ('the Company') for the year ended on March 31, 2023.

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Act

We have audited internal financial controls over financial reporting of **VARDHAN CAPITAL AND FINANCE LIMITED** (,the Company') as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year then ended on that date.

Management's Responsibility for the 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities includes design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to Company's policies, the safeguarding of the 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 Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and Guidance note require that we comply with ethical requirements and plan and perform 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 procedure 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 controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

CIN: L67120MH1995PLC084465***Meaning of Internal Financial Controls over Financial Reporting***

A Company's internal financial control over financial reporting is a process designed to provide a reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purpose 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 the transactions are recorded as necessary to permit preparation of financial statements in accordance with the 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 control 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 aspects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For and on behalf of
M/s. J M T & ASSOCIATES
Chartered Accountants
ICAI Firm Regn No. 104167W**

**Sd/-
Sanjay Pichholia
Partner
Membership No. 122651
UDIN : 23122651BGWHWR2550**

**Place : Mumbai
Dated: 14th August, 2023**

VARDHAN CAPITAL AND FINANCE LIMITED

(CIN: L67120MH1995PLC084465)

Balance Sheet as at 31st March, 2023

PARTICULARS		Note	As at 31st March, 2023	As at 31st March, 2022	
			(Rs. In Lakh)	(Rs. In Lakh)	
1	ASSETS				
	Financial Assets				
	Cash and cash equivalents	2	12.49	2.71	
	Loans & Advances	3	14,088.67	12,578.54	
	Investments	4	216.33	187.26	
	Other financial assets	5	286.16	212.82	
	Total Financial Assets		14,603.66	12,981.32	
2	Non-Financial Assets				
	Other Non financial assets		-	-	
	Total Non-Financial Assets		-	-	
	Total Assets		14,603.66	12,981.32	
1	EQUITY AND LIABILITIES				
	Equity				
	Equity attributable to Owners of Parent				
	Equity share capital	6A	434.86	434.86	
	Other equity	6B	388.71	319.16	
	Total Equity attributable to Owners of Parent		823.57	754.02	
	Non Controlling Interest		-	-	
	Total Equity		823.57	754.02	
	2	Liabilities			
		Financial Liabilities			
Borrowings (Other than Debt Securities)		7	13,599.06	12,129.00	
Other financial liabilities		8	181.03	98.30	
Total Financial Liabilities			13,780.09	12,227.30	
Other Non Financial liabilities			-	-	
Total Non-Financial Liabilities		-	-		
Total Liabilities		13,780.09	12,227.30		
	TOTAL EQUITY AND LIABILITIES		14,603.66	12,981.32	
	See accompanying notes to the financial statements	1-28			

As per our report of even date.

For M/S JMT & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 104167W

Sd/-
SANJAY PICHHOLIA
PARTNER
M. No. 122651

PLACE | MUMBAI
DATE | 14th August, 2023

For and on behalf of the Board

Sd/-
AKASH R. VARDHAN
(DIN : 03043186)
Managing Director

Sd/-
RAMESH B. VARDHAN
(DIN : 00207488)
Director

Sd/-
SONAM D. VARDHAN
Chief Financial Officer

Sd/-
PINESH POKARNE
Company Secretary

VARDHAN CAPITAL AND FINANCE LIMITED

(CIN: L99999MH1982PLC028556)

Statement of Profit & Loss for the year ended 31st Mar, 2023

Particulars		Note	As at 31st March, 2023	As at 31st March, 2022
			(Rs. In Lakh)	(Rs. In Lakh)
I	INCOME			
	Interest	9	994.25	997.35
	Dividend		0.67	0.59
	Other Operating Income	10	5.22	0.03
	Total Income		1,000.14	997.97
II	EXPENSES			
	Employee benefits expense	11	1.50	3.78
	Finance costs	12	913.72	906.37
	Other expenses	13	28.00	33.39
	Total expenses		943.23	943.54
III	Profit/(loss) before exceptional items and tax (I - II)		56.91	54.43
IV	Exceptional Item		-	-
V	Profit/(loss) before tax (III - IV)		56.91	54.43
VI	Tax expense:			
	(1) Current tax		16.44	16.50
	(2) Deferred tax		-	-
VII	Profit (Loss) for the period from continuing operations (V - VI)		40.47	37.93
VIII	Profit/(loss) from discontinued operations			
IX	Tax expense of discontinued operations			
X	Profit/(loss) from Discontinued operations (after tax) (VIII - IX)		-	-
XI	Profit/(loss) for the period (VII + X)		40.47	37.93
XII	Other Comprehensive Income/(Expenses)			
	A (i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	B (i) Items that will be reclassified to profit or loss	14	37.70	67.30
	(ii) Income tax relating to items that will be reclassified to profit or loss		-8.63	-15.40
XIII	Total Comprehensive Income for the period (XI + XII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		69.54	89.83
XIV	Earnings per equity share (for continuing operation):			
	(1) Basic		0.93	0.87
	(2) Diluted		-	-
XV	Earnings per equity share (for discontinued operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVI	Earnings per equity share (for discontinued & continuing operations)			
	(1) Basic		0.93	0.87
	(2) Diluted		-	-
	See accompanying notes to the financial statements	1-28		

As per our report of even date.

For M/S JMT & ASSOCIATES
CHARTERED ACCOUNTANTS
 Firm Regn No. 104167W

Sd/-
Sanjay Pichholia
 PARTNER
 M. No. 048639

PLACE | MUMBAI
 DATE | 14th August, 2023

For and on behalf of the Board

Sd/-
AKASH R. VARDHAN
 (DIN : 03043186)
 Director

Sd/-
SONAM D. VARDHAN
 Chief Financial Officer

Sd/-
RAMESH B. VARDHAN
 (DIN : 00207488)
 Director

Sd/-
PINESH POKARNE
 Company Secretary

VARDHAN CAPITAL AND FINANCE LIMITED
(CIN : 67120MH1995PLC084465)
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2023

No.	PARTICULARS	As at 31st March, 2023	As at 31st March, 2022
		(Rs. In Lakh)	(Rs. In Lakh)
A.	Cash Flow from Operating Activities:		
	Net Profit as per Profit & Loss a/c	40.47	37.93
	Adjustment for:		
	Provision for Tax	16.44	16.50
	Dividend Income	(0.67)	(0.59)
	Operating Cash Profit Before Working Capital Changes	56.24	53.84
	Adjustment for:		
	Increase/ (Decrease) in Short Term Borrowings	1470.06	1848.68
	Increase/ (Decrease) in Current Liabilities	82.73	32.59
	(Increase)/ Decrease in Short Term Loans & Advances	(1510.13)	(1840.89)
	(Increase)/ Decrease in Other Current Assets & Non Current Investment	(73.34)	(82.87)
	Cash Flow From Operations	25.56	11.35
	Income Tax Paid/ (Refund)	16.44	16.50
	Net Cash Inflow/ (Outflow) From Operating Activities	9.12	(5.15)
B	Cash Flow from Investing Activities:		
	Purchase of Investment	-	-
	Dividend Income	0.67	0.59
	Net Cash Inflow/ (Outflow) From Investing Activities	0.67	0.59
C	Cash Flow from Financing Activities:	0.00	0.00
	Net Increase/ Decrease) in Cash & Cash Equivalents (A + B + C)	9.78	(4.56)
	Add: Balance at the Beginning of the Year	2.71	7.27
	Cash and Cash Equivalent at the Close of the Year	12.49	2.71

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.

As per our report of even date.
For M/S JMT & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 104167W

Sd/-
SANJAY PICHHOLIA
PARTNER
M. No. 122651

PLACE | MUMBAI
DATE | 14th August, 2023

For and on behalf of the Board

Sd/-
AKASH R. VARDHAN
(DIN : 03043186)
Managing Director

Sd/-
SONAM D. VARDHAN
Chief Financial Officer

Sd/-
RAMESH B. VARDHAN
(DIN : 00207488)
Director

Sd/-
PINESH POKARNE
Company Secretary

VARDHAN CAPITAL AND FINANCE LTD.

Note 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

I **Brief Profile:**

VARDHAN CAPITAL & FINANCE LIMITED is registered with the Reserve Bank of India ("RBI") as a Systemically Important Non-Deposit Accepting Core Investment Company ("NBFC-CIC"). As an NBFC-CIC, the Company carries out only such activities as are permitted under the guidelines issued by RBI for NBFC-CICs.

Vardhan Capital and Finance Limited is a strong player in the Non banking financial sector and was established in 1995. Headquartered in Mumbai, Vardhan capital and Finance Limited offers funding services to different sectors like trade, industry, Commercial loans, Individual and corporate. Company is involved in to the business of providing loans and advances to the various companies, Vardhan Capital's Financial Advisory Services practice provides a diverse and comprehensive service offering that meets the demands of today's transaction environment by providing innovative customized financing solutions to different clients, Vardhan Capital provides services related with Investment Banking and expertise and comprehensive services for the private capital community. Using an industry-first approach, our senior experts work with the leading private equity firms, hedge funds and investment banks, providing pragmatic, transaction and execution-oriented services that drive shareholder value throughout the deal life cycle.

II **Significant Accounting Policies followed by the Company**

A **Basis of preparation**

i Compliance with Ind AS

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 read with sub-section (1) of section 210A of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations require a different treatment. The financial statements for the year ended March 31, 2022 has been prepared in compliance with Ind AS. The accounting policies are applied consistently to all the periods presented in the financial statements.

ii Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

1. Certain financial assets and liabilities that are measured at fair value;
2. Assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
3. Defined benefit plans - plan assets measured at fair value;

iii Presentation of financial statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Division III to Schedule III to the Companies Act, 2013 ("the Act") applicable for Non-Banking Finance Companies ("NBFC"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Amounts in the financial statements are presented in Indian Rupees.

iv Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

v Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees as per the requirement of Schedule III, unless otherwise stated.

B **Use of Estimates and judgements**

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

C **Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, 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.

D **Borrowings**

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

G **Borrowing costs**

Interest and other borrowing costs attributable to qualifying assets are capitalised. All other interest and borrowing costs are charged to Statement of Profit and Loss.

H Provisions and Contingent liabilities

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent Liability is disclosed in case of:

- a. A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- b. A possible obligation, unless the probability of outflow of resources is remote.

Contingent liabilities not provided for

Contingent Assets are neither recognized nor disclosed.

I Contingencies and Events Occurring after the Balance Sheet date

Adjustment to assets and liabilities are made for events occurring between balance sheet date and the date on which the financial statements are approved that provide additional information materially affecting the determination of the amounts relating to the conditions existing at the balance sheet date.

J Prior period items

Prior period items are income and expenses that arises in the current period as a result of errors and omissions in the preparation of the financial statements of the one and more prior periods. Prior period does not include other adjustments necessitated by circumstances, which though related to prior periods, are determined in the current period.

K 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. 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). The calculation of the EIR includes all fees and points paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at FVTPL transaction costs are recognised in profit or loss at initial recognition. The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for expected credit losses (ECLs)). For financial assets originated or purchased credit-impaired (POCI) the EIR reflects the ECLs in determining the future cash flows expected to be received from the financial asset. 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. 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. 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.

L Employee benefits

a) Short term employee benefits are recognized as expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

b) Post employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit and Loss.

Retirement benefits

a) Contributions to the provident fund, a defined contribution scheme, are charged to the Statement of Profit and Loss.

b) Gratuity has been accounted on actuarial valuation. Any curtailment in the liability during the year is recognized as Income and credited to Statement of Profit & Loss.

c) Presently, the Company does not have any other defined benefit for staff payable on retirement/ cessation of service.

M Taxation

Income tax comprises of Current Tax and Deferred Tax. Current Tax is the amount of tax payable as determined in accordance with the provisions of Income Tax Act, 1961. Deferred Tax charge or credit is recognized using the tax rates and tax laws that have been substantially enacted at the Balance Sheet date. There is no Deferred Tax Liability and Asset for the year under review.

Undisputed assessment dues if any, are accounted on cash basis and disputed matters under appeal are disclosed by way of contingent liabilities.

VARDHAN CAPITAL AND FINANCE LTD.

(CIN: L67120MH1995PLC084465)

Statement of Changes in Equity for the year ended 31st Mar 2023**(A) Equity Share Capital**

	Notes	Amount (Rs. in lakhs)
Balance as at 1st April, 2021		434.86
Changes in Equity Share Capital due to prior period errors		-
Restated balance at the beginning of the previous reporting period		434.86
Changes in Equity Share Capital during the previous year		-
Balance as at 31st March, 2022		434.86
Balance as at 1st April, 2022	6A	434.86
Changes in Equity Share Capital due to prior period errors		-
Restated balance at the beginning of the Current reporting period		434.86
Changes in Equity Share Capital during the current year		-
Balance as at 31st March, 2023		434.86

(B) Other Equity (Refer Note 6B)

	Reserves and Surplus			Total (Rs. In Lakhs)
	Capital Reserves	General Reserves	Retained Earnings	
Balance as at 1st April, 2021	32.70	12.00	184.63	229.33
Changes in accounting policy/prior period errors	-	-	-	-
Restated balance at the beginning of previous year	32.70	12.00	184.63	229.33
Profit for the year	-	-	37.93	37.93
Other Comprehensive Income for the year	-	-	67.30	67.30
Tax Effect on OCI	-	-	-15.40	-15.40
Total Comprehensive Income for the year	-	-	89.83	89.83
Balance as at 31st March, 2022	32.70	12.00	274.47	319.16
Balance as at 1st April, 2022	32.70	12.00	274.47	319.16
Changes in accounting policy/prior period errors	-	-	-	-
Restated balance at the beginning of current year	32.70	12.00	274.47	319.16
Profit for the year	-	-	40.47	40.47
Other Comprehensive Income for the year	-	-	37.70	37.70
Tax Effect on OCI	-	-	-8.63	-8.63
Total Comprehensive Income for the year	-	-	69.54	69.54
Balance as at 31st March, 2023	32.70	12.00	344.01	388.71

The accompanying notes are an integral part of these standalone financial statements
This is the Statement of changes in Equity referred to in our report of even date

As per our report of even date.
For M/S JMT & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 104167W

Sd/-
SANJAY PICHHOLIA
PARTNER
M. No. 122651

PLACE | MUMBAI
DATE | 14th August, 2023

For and on behalf of the Board

Sd/-
AKASH R. VARDHAN
(DIN : 03043186)
Managing Director

Sd/-
SONAM D. VARDHAN
Chief Financial Officer

Sd/-
RAMESH B. VARDHAN
(DIN : 00207488)
Director

Sd/-
PINESH POKARNE
Company Secretary

Note 2 Cash and cash equivalents**(Rs. In Lakhs)**

	As at 31st March, 2023	As at 31st March, 2022
Cash on hand	2.02	2.09
Balances with Banks - In current accounts		
HDFC Bank Ltd	9.97	0.17
Punjab National Bank (St. Exch) (OBC)	0.50	0.45
Total	12.49	2.71

Note 3 Loans & Advances

	As at 31st March, 2023	As at 31st March, 2022
<u>Unsecured - Considered Good</u>		
Inter Corporate Deposit to Related Parties		
M/s Vardhman Developers Ltd	13,327.16	11,909.43
M/s Vardhman Residency Pvt Ltd	190.90	95.00
M/s Vibhuti Construction Private Ltd	5.69	5.67
M/s Stork Realtors Pvt Ltd	-	26.25
Inter Corporate Deposit to Others	360.00	337.27
Loans and Advances to Others	204.92	204.92
Total	14,088.67	12,578.54

Following are the disclosures shall be made where Loans or Advances in the nature of loans are granted to Promoters, Directors, KMPs, and the related parties, either severally or jointly with any other person, that **all are without specifying any term or period of repayment :-**

Types of Borrower	Amount of Loan	Percentage of Total Loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related parties	13,523.75	95.99

Note 4 Investments

	As at 31st March, 2023	As at 31st March, 2022
	Fair Value	
IN EQUITY SHARES		
I - QUOTED		
<i>In Associates Concerns</i>		
Vardhman Concrete Limited	135.08	90.37
<i>In Other Companies</i>		
Jaihind Synthetics Ltd.	0.74	0.60
Nagarjuna Fertilizers & Chemicals Ltd	1.02	1.48
Nagarjuna Oil Refinery Ltd.	0.03	0.03
NTPC Ltd	5.48	4.25
Peninsula Land Ltd	1.80	1.68
Reliance Communication Ltd.	0.01	0.03
Reliance Ind. Ltd. (Conv.- RPL - 5958)	31.03	36.56
Reliance Power Ltd	1.96	2.71
State Bank of India	7.44	7.10
Suzlon Energy Ltd	0.14	0.16
Tech Mahindra Eq	5.06	7.02
II - UNQUOTED		

In Other Companies		
Kinetic Trust Ltd.	0.38	0.40
IN DEBENTURES		
I - QUOTED		
NTPCL - Debenture	0.27	0.34
Deferred Tax Assets on OCI (Net)	25.90	34.53
Total	216.33	187.26

Note 5

Other Financial assets

	As at 31st March, 2023	As at 31st March, 2022
Advance Tax & TDS (Net of Provisions)	286.16	212.82
Total	286.16	212.82

Note 6 (A)

Equity Share Capital

(Rs in Lakhs)

PARTICULARS	As at 31st March, 2023	As at 31st March, 2022
	Authorised:	
59,50,000 Equity Shares of Rs.10/- each	595.00	595.00
50,000 Preference Shares of Rs. 10/- each.	5.00	5.00
	600.00	600.00
Issued:		
50,00,300 Equity Shares of Rs. 10/- each	500.03	500.03
	500.03	500.03
Subscribed and Paid up:		
43,48,600 (50,00,300) Equity Shares of Rs. 10/- each	434.86	434.86
<i>(NOTE : 6,51,700 Equity Shares of Rs. 10 each, Rs. 5/- paid up were forfeited for the non-payment of call money of Rs. 5 per share)</i>		
	434.86	434.86

Reconciliation of number of shares

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No of Shares	Amount	No of Shares	Amount
Balance as at beginning of the year	43,48,600	434.86	43,48,600	434.86
Less : Allotment Money in Arrear	-	-	-	-
Less : Forfeited	-	-	-	-
Balance as at the end of the year	43,48,600	434.86	43,48,600	434.86

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No of Shares	Percentage	No of Shares	Percentage
Bluestock Investments Pvt Ltd	7,45,900	17.15%	7,45,900	17.15%
Ramesh Vardhan	3,97,500	9.14%	3,97,500	9.14%
Manju Vardhan	4,04,500	9.30%	4,04,500	9.30%
Rajesh Vardhan	4,08,000	9.38%	4,08,000	9.38%
Total	19,55,900	44.98%	19,55,900	44.98%

Shares held by Promoter

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No of Shares	Percentage	No of Shares	Percentage
Bluestock Investments Pvt Ltd	7,45,900	17.15%	7,45,900	17.15%
Ramesh Vardhan	3,97,500	9.14%	3,97,500	9.14%
Manju Vardhan	4,04,500	9.30%	4,04,500	9.30%
Rajesh Vardhan	4,08,000	9.38%	4,08,000	9.38%
Aruna Vardhan	2,40,000	5.52%	2,40,000	5.52%
Dipesh Vardhan	1,51,800	3.49%	1,51,800	3.49%
Akash Vardhan	11,000	0.25%	11,000	0.25%
Ramesh Vardhan HUF	36,000	0.83%	36,000	0.83%
Rajesh Vardhan HUF	1,75,000	4.02%	1,75,000	4.02%
Total	25,69,700	59.09%	25,69,700	59.09%

NOTE : There is no change in equity shares holding during the year by Promoters

Note 6 (A) Other Equity

	Reserves and Surplus			
	Capital Reserves	General Reserves	Retained Earnings	Total
Balance as at 1st April, 2021	32.70	12.00	184.63	229.33
Changes in accounting policy/prior period errors	-	-	-	-
Restated balance at the beginning of previous year	32.70	12.00	184.63	229.33
Profit for the year	-	-	37.93	37.93
Other Comprehensive Income for the year	-	-	67.30	67.30
Tax Effect on OCI	-	-	-15.40	-15.40
Total Comprehensive Income for the year	-	-	89.83	89.83
Balance as at 31st March, 2022	32.70	12.00	274.47	319.16
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Changes in accounting policy/prior period errors	-	-	-	-
Restated balance at the beginning of current year	32.70	12.00	274.47	319.16
Profit for the year	-	-	40.47	40.47
Other Comprehensive Income for the year	-	-	37.70	37.70
Tax Effect on OCI	-	-	-8.63	-8.63
Total Comprehensive Income for the year	-	-	69.54	69.54
Balance as at 31st March, 2023	32.70	12.00	344.01	388.71

Note 7 Borrowings (Other than Debt Securities)

	As at 31st March, 2023	As at 31st March, 2022
SHORT TERM BORROWINGS (Unsecured)		
Inter Corporate Deposit from Related Parties		
M/s Blue Stock Investmenet Pvt. Ltd.	199.39	190.93
M/s Diwali Developers Pvt Ltd	8.59	8.60
M/s Vardhman Growmore Developers Pvt Ltd	418.22	420.56
M/s Vardhman Home Developers Pvt Ltd	428.45	429.14
M/s Vardhman Multicuisine Pvt Ltd	6.75	6.75
Inter Corporate Deposit from Others	425.43	403.63
Loans and Advances from Related Parties		
M/s Vardhman Lifestyle Developers	12,112.23	10,669.39
Total	13,599.06	12,129.00

Note 8 Other Financial liabilities

	As at 31st March, 2023	As at 31st March, 2022
Expenses Payable	4.41	6.41
Statutory Dues Payable	176.62	91.88
Total	181.03	98.30

Note 9 Revenue from Operations

	As at 31st March, 2023	As at 31st March, 2022
Interest Income	994.25	997.35
Total	994.25	997.35

Note 10 Other Income

	As at 31st March, 2023	As at 31st March, 2022
Interest on I Tax Refund	5.13	-
Misc Income	0.07	-
Interest on Debentures	0.03	0.03
Total	5.22	0.03

Note 11 Employee Benefit Expenses

	As at 31st March, 2023	As at 31st March, 2022
Salaries & Allowances	1.50	3.78
Total	1.50	3.78

Note 12 Finance Cost

	As at 31st March, 2023	As at 31st March, 2022
Interest Expenses	913.72	906.37
Total	913.72	906.37

Note 13 Other Expenses

	As at 31st March, 2023	As at 31st March, 2022
Audit Fees	1.18	1.18
Bank & Demat Charges	0.02	0.01
Business Support Charges	14.16	14.16
Depository Expenses	0.65	0.71
Exchange Fines & Fees	1.77	-
Filing Fees	0.11	0.14
Interest / Late Payment of TDS	0.77	10.87
Legal & Professional Charges	3.54	0.48
Listing Fees	3.54	3.54
Office General Expenses	1.12	1.21
Postage & Couriers	0.33	0.17
Printing & Stationery	0.43	0.54
Telephone Charges	0.36	0.34
Professional Tax (PTEC)	0.03	0.03
Total	28.00	33.39

Note 14 Other Comprehensive Income/(Expenses)

	As at 31st March, 2023	As at 31st March, 2022
Due to change in Fair Market Value	37.70	67.30
Investment W/off / Write Bank	-	-
Loss on sale of shares	-	-
Total	37.70	67.30

Note 15 Income tax expenses IND AS 22

Tax expenses recognized in the Statement of Profit and Loss Account

	As at 31st March, 2023	As at 31st March, 2022
Current tax		
Current tax on taxable income for the year	14.60	16.50
Total current tax expense	14.60	16.50
Deferred tax		
Deferred tax charge / (credit)	-	-
MAT Credit (taken)/ utilised	-	-
Total deferred income tax expense / (benefit)		
Tax in respect of earlier years	1.84	-
Total income tax expense	16.44	16.50

Current Tax includes write off of taxes of earlier years: Rs.1,84,460/- in current year.

The Provision for Tax is made for after considering exemptions and deductions available under the Income Tax Act, 1961

Note 16 Earnings per share IND AS 33

	As at 31st March, 2023	As at 31st March, 2022
Earnings per share has been computed as under:		
Profit / (Loss) for the year	40,46,643	37,92,923
Weighted average number of equity shares outstanding	43,48,600	43,48,600
Nominal Value Per Share (Rs)	10	10
Earnings per share(`) - Basic (Face value of ` 10 per share)	0.93	0.87

The Company presents basic earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

Note 17**Auditor Remuneration**

Particulars	Amount (Rs.)
1) Auditors Remuneration	1,00,000
2) GST on above	18,000
Total	1,18,000

Note 18**Financial Assets : Investments: IND AS 40 , IND AS 12 & IND AS 113**

Financial assets at fair value through profit or loss (FVTPL) Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are recognised in profit or loss on Quaterly basis.

All fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, on sale/disposal the Company may transfer the cumulative gain or loss within equity.

Note 19**Loans & Advances:**

Loans and Advances are stated at the values which in the opinion of the Board of Directors are realisable during the ordinary course of business.

Note 20**Cash Flow Statement IND AS 7**

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities.cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of: (i) changes during the period in operating receivables and payables transactions of a non-cash nature; (ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and (iii) all other items for which the cash effects are investing or financing cash flows. Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

Note 21**Employees Retirement Benefits: IND AS 19**

- (i) The Provisions of Provident Fund and Employee State Insurance Scheme is not applicable to the company.
- (ii) The Provisions of the Payment of Gratuity Act 1972 is is not applicable to the company.
- (iii) Presently, the Company does not have any other defined benefit for staff payable on retirement/ cessation of service.

Note 22**SEGMENT REPORTING - IND AS 108**

The Company is having only one main business segment namely "Finance and Investment and Allied Activities" and as such disclosure of segment results as per IND AS 108 does not arise.

Note 23**RELATED PARTY TRANSACTIONS - IND AS 24**

I	Parties where control exists Holding/Subsidiary Company	Not Applicable
II	Other Parties where control does not exists	
	a) List of Related Parties :	
	(i) Key Management Personnel/Directors :	
	Mr. Rajesh B. Vardhan	Mr. Ramesh B. Vardhan
	Mr. Akash Rajesh Vardhan	Ms. Sonam D Vardhan
	Mr. Shailesh Jogani (wef 15/06/2021)	
	(ii) Relative of Key Management Personnel :	
	Mr. Vishal R. Vardhan (Prop. M/s. Vardhman Resources)	
	Ramesh B Vardhan HUF	
	(iii) Other Related Parties :	
	M/s. Bluestock Investments P. Ltd.	M/s. Vardhman Developers Ltd.
	M/s. Diwali Developers Pvt. Ltd.	M/s. Vardhman Growmore Developers Pvt Ltd.
	M/s Enso Holdings & Finance Pvt Ltd.	M/s. Vardhman Home Developers Pvt Ltd.
	M/s Flower Boom Builders Pvt Ltd.	M/s. Vardhman Residency Pvt. Ltd.
	M/s. Indelible Holdings Pvt Ltd	M/s. Diwali Construction Co.
	M/s. Indelible Realtors Pvt Ltd	M/s. Vardhman Lifestyle Developers
	M/s. Stork Realtors Pvt Ltd	M/s Swift Techpro Pvt Ltd
	M/s. Vardhman Builder (Bombay)	M/s. Vardhman Multicuisine Pvt Ltd

Contd. ...2

III)	Details of transactions with related parties :	2022 - 23	2021 - 22
(i)	INCOME -- Interest received from parties {referred to in (a)(iii)}	963.70	936.40
(ii)	EXPENSES Business Support Charges paid to parties {referred to in (a)(iii)} Interest Paid to parties {referred to in (a)(iii)}	14.16 889.51	14.16 883.28
(iii)	LOANS AND ADVANCES Loans and Advances given or repaid -- to parties {referred to in (a)(ii)} -- to parties {referred to in (a)(iii)} Loans and Advances received or recovered -- from parties {referred to in (a)(ii)} -- from parties {referred to in (a)(iii)}	1.30 3,393.01 0.50 3,420.64	- 4,282.94 0.80 4,098.13

Note 24**Financial Ratio:-**

Sr.no	Particulars	Numerator	Denominator	Ratio 2023	Ratio 2022	% Variance	Remark
1	Capital to risk - weighted assets ratio (CRAR)	Tier I Capital + Tier II Capital	Total Risk Weighted Assets	1.46	1.39	4.32	-
2	Tier I CRAR	Tier I Capital	Total Risk Weighted Assets	1.46	1.39	4.32	-
3	Tier II CRAR	Tier II Capital	Total Risk Weighted Assets	N.A	N.A	-	-

Explanation to items included in computing the above ratios

1	CRAR	Capital to Risk Weighted Asset Ratio
2	Tier - I	Shareholders Equity and Retained Earning
3	Tier - II	Revaluation Reserve, Hybrid Capital and Subordinate Debts

Note 25**Financial Instruments - Fair Value**

March 31, 2023	Carrying Amount	Quoted prices in active (Levels 1)	Significant observable inputs (Levels 2)	Significant unobservable inputs (Levels 3)	Total (Rs. In Lakhs)
Financial Assets					
Amortized Cost					
(i) Investment	216.33	-	-	-	-
(ii) Cash and cash equivalent	12.49	-	-	-	-
(iii) Loans	14,088.67	-	-	-	-
(iv) Other Financial Assets	286.16	-	-	-	-
Financial Liabilities					
Amortized Cost					
(i) Borrowing	13,599.06	-	-	-	-
(ii) Other Financial Liabilities	181.03	-	-	-	-

March 31, 2022	Carrying Amount	Quoted prices in active (Levels 1)	Significant observable inputs (Levels 2)	Significant unobservable inputs (Levels 3)	Total (Rs. In Lakhs)
Financial Assets					
Amortized Cost					
(i) Investment	187.26	-	-	-	-
(ii) Cash and cash equivalent	2.71	-	-	-	-
(iii) Loans	12,578.54	-	-	-	-
(iv) Other Financial Assets	212.82	-	-	-	-
Financial Liabilities					
Amortized Cost					
(i) Borrowing	12,129.00	-	-	-	-
(ii) Other Financial Liabilities	98.30	-	-	-	-

- Notes :-**
- 01 The fair value of the financial assets and liabilities are included at the amount at which the instrument can be exchanged in the current transaction between willing parties, other than in a forced or liquidation sales.
 - 02 Financial instruments carried at amortised cost such as cost, trade and other receivable, borrowing and other current financial instrument approximate at their fair values largely due to short-term maturities of these instruments.
 - 03 The fair value of the quoted instruments are based on market price at the reporting periods.

Note 26**Additional regulatory disclosures as per Schedule III of Companies Act, 2013**

- i) The Company does not own any immovable properties
- ii) The Company has not availed any finance against security of current assets.
- iii) The Company does not have borrowings from bank and financial institutions.
- iv) The Company has not been declared a wilfull defautler.
- v) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- vi) The Company does not have Property, Plant and Equipment and Intangible Assets.
- vii) There are no transactions with the Companies whose name are struck off under Section 248 of The Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year.
- viii) All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year end.
- ix) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- x) During the year the Company has not disclosed or surrendered, any income other than the income recognised in the books of accounts in the tax assessments under Income Tax Act, 1961
- xi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
 - b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- xii) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xiii) The Company has not operated in any crypto currency or Virtual Currency transactions during the year.
- xiv) The Corporate Social Responsibility (CSR) provisions are not applicable to the company.
- xv) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act.

Note 27

Sundry Debit and Credit Balances are subject to confirmation.

Note 28

Previous Year's figures have been restated and regrouped wherever necessary to meet current year's classifications and rounded off to nearest Rs. In Lakhs

Signature to Notes 1 to 28

As per our report of even date.
For M/S JMT & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn No. 104167W

Sd/-
SANJAY PICHHOLIA
PARTNER
M. No. 122651

PLACE | MUMBAI
DATE | 14th August, 2023

Sd/-
AKASH R. VARDHAN
(DIN : 03043186)
Managing Director

Sd/-
SONAM D. VARDHAN
Chief Financial Officer

Sd/-
RAMESH B. VARDHAN
(DIN : 00207488)
Director

Sd/-
PINESH POKARNE
Company Secretary

CIN: L67120MH1995PLC084465**Form No. MGT-11****Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L67120MH1995PLC084465
Name of the Company : Vardhan Capital and Finance Limited
Registered Office : Commerce House, 140 N M Road Fort Mumbai-400023

Name of the member	_____
Registered address	_____
Email Id	_____
Folio No. / Client Id	_____

I/We, being the member (s) of **Vardhan Capital and Finance Limited** hold _____ shares of the above named company, hereby appoint

a. Name : _____

Address: _____

Email Id: _____ Signature _____, or failing him/her

b. Name: _____

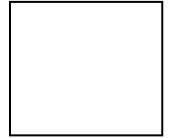
Address : _____

Email Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company to be held on Monday, 25th September 2023 at 03.00 p.m. at registered office of the Company at 113 Commerce House, 140 N M Road Fort Mumbai-400023 and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no	Resolution	For	Against
1.	To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account together with the Reports of the Directors and Auditors thereon for the financial year ended 31 st March, 2023.		
2.	To appoint a Director in place of Ramesh Vardhan (DIN: 00207488) who retires by rotation and being eligible has offered himself for re-appointment.		

Signed this..... day of..... 20....



Member's Signature

Signature of 01st proxy

Signature of 02nd proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

CIN: L67120MH1995PLC084465**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the Attending Member/ Proxy/ Authorized Representative	:	
Member's Folio Number	:	
*DP ID & Client ID	:	
No of Shares held	:	

* **Note:** In case the shares are held in dematerialized form

I hereby record my presence at the 29th Annual General Meeting of the Company to be held on Monday, 25th September 2023 at 03.00 p.m. at the registered Office of the Company at 113 Commerce House 140 N M Road Fort Mumbai-400023 or at any adjournment thereof.

Member's / Proxy Signature