



# BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,  
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

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Website: www.brijlaxmi.com

No. 249/fy23-24

9<sup>th</sup> September, 2023

The Corporate Relationship Department  
BSE Limited  
1st Floor, New Trading Ring,  
Rotunda Bldg., P.J. Towers, Dalal Street,  
Fort, Mumbai-400 001

SCRIP CODE: 532113

SYMBOL: BRIJLEAS

Reg.: 32<sup>nd</sup> Annual Report for the Financial Year 2022-23 together with the Notice of 32<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on 30<sup>th</sup> September, 2023.

Dear Sir/Ma'am,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2023.

The said Annual Report together with the Notice is also available on the website of the Company at [www.brijlaxmi.com](http://www.brijlaxmi.com).

A copy of 32<sup>nd</sup> Annual Report is being emailed to all the Shareholders of the Company whose email IDs are registered with the Company or R&T Agent or DPs.

This is for your information and record.

Thanking you,

Yours Faithfully,

For **Brijlaxmi Leasing and Finance Limited**

**Siddharth Chaturvedi**  
Managing Director



**BRIJLAXMI LEASING AND FINANCE LIMITED**

**32<sup>ND</sup> ANNUAL GENERAL MEETING**

**Financial Year 2022-23**



## **INVITATION**

Dear Member,

You are cordially invited to attend the 32<sup>ND</sup> Annual General Meeting of the members to be held on Saturday, 30<sup>th</sup> September, 2023 at 4:00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) pursuant to relevant circular issued by Ministry of Corporate Affairs (MCA) and Security Exchange Board of India (SEBI).

The Notice for the meeting, containing the business to be transacted, is enclosed herewith.

Yours Truly,  
Siddharth Chaturvedi  
Managing Director and CFO  
DIN:01968300



## Company Information-

Brijlaxmi Leasing & Finance Limited is a Listed Non-Banking Finance Company (NBFC), having RBI registration number. Our Company is categorized as Non Deposit Accepting NCFC.

Brijlaxmi Leasing & Finance Limited (BLFL) was incorporated as A Private Limited Company in ROC, Gujarat State but changed itself as a Public Limited Company.

The company has got the certificate as NBFC from RBI. It has also been categorized as Investment Company.

The registered office of the company is located at 24, Suvernapuri Society, Chikuwadi, Jetalpur Road, Alkapuri, Vadodara-390007.

## **MANAGEMENT TEAM**

Mr. JaykishorChaturvedi- Chairman

Mr. SiddharthChaturvedi–Managing Director& CFO

Mr. AnkurChaturvedi - Director

Mrs. NupurChaturvedi- Director

Mr. Pawan Kumar Sikka – Independent Director

Mr. MukeshNarula – Independent Director

Mr. Ravikiran Malik- Independent Director

Ms. ManshiGandhi – Company Secretary (up to 11.08.2023)



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## NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting (AGM) of the members of Brijlaxmi Leasing and Finance Limited will be held on Saturday, September 30<sup>th</sup>, 2023, at 4.00 p.m. IST through video conferencing mode to transact the following business :

### **Ordinary business**

- 1. To receive, consider and adopt the Audited financial Statement including the Balance Sheet as at March 31, 2023, the Profit and Loss account for the year ended on that date and the Report of the Board of Directors' and the Auditors' thereon.**
- 2. To appoint a Director in place of Mrs. Nupur Chaturvedi (DIN:02291168), who retires by rotation and, being eligible, offers herself for re-appointment.**

### **Special Business:-**

- 3. To Re-appoint Mr. Mukesh Narula(DIN:08067354) as the Independent Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule Iv and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded, to re-appoint Mr. Mukesh Narula (Din:08067354) as the Independent Director (Non-Executive & Independent) on the Board of the Company to hold office for a term of consecutive 5 years from the date of ensuing general meeting.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of amended SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory amendments, modifications(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the continuation of first term of Mr. Mukesh Narula (Din:08067354), who will attain the age of 74 years, during a Second term of his appointment as Non-Executive Independent Director.

**RESOLVED FURTHER THAT** any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the registrar of companies and to do all such acts, deeds and things as may consider expedient and necessary in this regard."

**Date: 11<sup>th</sup> August, 2023**

**For and on behalf of the Board**

**Place: Vadodara**

**SD/-  
Siddharth Chaturvedi**



➤ **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO.4**

Mr. Mukesh Narula (DIN: 08067354) who was, on the recommendation of the Nomination and Remuneration Committee, re-appointed as an Independent Director of the Company by the Board of Directors with effect from 11<sup>th</sup> August, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article 137 of the Articles of Association of the Company subject to approval of the members in the ensuing Annual General Meeting and in respect of whom the Company has received a requisite notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 signifying the intention to propose . Mr. Mukesh Narula (DIN: 08067354) as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company.

The Company has received requisite disclosure under section 160 of the Companies Act 2013, regarding candidature of Mr. Mukesh Narula (DIN: 08067354) for re-appointment as an Independent Director.

Pursuant to Regulation 17(1A) of amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board also recommends the resolution in relation to the continuation of directorship of Mr. Mukesh Narula (DIN: 08067354) as Non-Executive Independent Director, till the expiry of his term of appointment.

In the opinion of the Board of Directors of the Company Mr. Mukesh Narula (DIN: 08067354) fulfils the conditions specified in the Act and the rules thereunder and is Independent of the Management. Further, Mr. Mukesh Narula is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

The copy of the draft letter of appointment of the proposed appointee as Independent Director would be available for inspection by the Members. All relevant documents referred hereinabove would be open for inspection by the Members during the office hours on all working days, except Saturdays, Sundays and all public holidays up to the date of the Extra ordinary General Meeting.

This statement may also be regarded as appropriate disclosure under the Act and SEBI regulations.

The Board recommends the resolution set out at Item of the Notice for your approval.

Except Mr. Mukesh Narula (DIN: 08067354), none of the other Directors / Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested, financially or otherwise, in Resolution No. 3 of the Notice. This Statement may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the Resolution at Item No.4 of the Notice for your approval by way of Special Resolution.



**Particulars of the Directors Seeking re-appointment at the ensuing Annual General Meeting pursuant to the requirement of Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard.**

Name of Directors	Mrs. Nupur Chaturvedi	Mr. Mukesh Narula
DIN	02291168	08067354
Date of Birth	24-11-1980	02/09/1962
Age	43 years	61
Nationality	Indian	Indian
Brief Profile	B.com	<ul style="list-style-type: none"> <li>● Bachelor of science</li> <li>● LLB</li> <li>● Diploma in Marketing and Sales Management</li> </ul>
Relationship with other Directors and Key Managerial Personnel of the Company	Mrs. Nupur Chaturvedi is Wife of Mr. Ankur Chaturvedi, Daughter in law of Mr. J K Chaturvedi and Sister in law of Mr. Siddharth Chaturvedi	None
Name of other Companies in which he/she holds Directorship	Asian Petro Products and Exports Limited	None
Chairman/ Member of the Committee(s) of the Board of the Company Member –	<ul style="list-style-type: none"> <li>● Member of Nomination and Remuneration Committee</li> <li>● Chairperson of Stakeholders' Relationship Committee</li> </ul>	<ul style="list-style-type: none"> <li>● Member of Audit Committee</li> <li>● Member of Nomination and Remuneration Committee</li> <li>● Member of Independent Directors Committee</li> </ul>
Shareholding in the Company	-	-
Number of Board Meeting attended	6	2





Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM till 30 September 2023. Accordingly, the thirty-second AGM is being conducted through VC/OAVM.
2. In terms of sections 101 and 136 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder, regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the 'Listing Regulations') and in terms of MCA circular dated 28 December 2022 and SEBI circular dated 5 January 2023, the listed companies may send the notice of e-AGM and the annual report, including financial statements, boards' report, etc. by electronic mode in case the meeting is conducted through VC/OAVM. Accordingly, notice of thirty-second AGM along with the Annual Report for FY 2023 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories.
3. Pursuant to the various circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the various Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.brijlaxmi.com](http://www.brijlaxmi.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The deemed venue for thirty-second AGM shall be the Registered Office of the Company.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. For the purpose of determining the name of the shareholders who will be entitled to attend and vote at the Meeting, the record date is 23<sup>rd</sup> September, 2023.



10. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
11. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
12. The Notice of the Meeting is being sent by electronic mode to the Members of the Company.
13. Members desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



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

The remote e-voting period begins on 27<sup>th</sup> September, 2023 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 23<sup>rd</sup> September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2023.

**How to vote electronically using NSDL e-Voting system?**

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



**NSDL Mobile App is available on**

 App Store
  Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>



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

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

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

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 126473 then user ID is 126473001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those**



**shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [maildeveshpathak@rediffmail.com](mailto:maildeveshpathak@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@brijlaxmi.com](mailto:cs@brijlaxmi.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@brijlaxmi.com](mailto:cs@brijlaxmi.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**



3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

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

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

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

**Contact Details**

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<b>Company</b>	:	<b>Brijlaxmi Leasing and Finance Limited</b> 24, Suwarnapuri Soceity, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara 390 007 E-mail: <a href="mailto:barodagroup99@gmail.com">barodagroup99@gmail.com</a> , <a href="mailto:cs@brijlaxmi.com">cs@brijlaxmi.com</a> Website: <a href="http://www.brijlaxmi.com">www.brijlaxmi.com</a>
<b>CIN</b>	:	L65993GJ1990PLC014183
<b>Registrar of Share Transfer Agent</b>	:	Adroit Corporate Services Private Limited 19/20, Jaferbuoy Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai



## DIRECTORS' REPORT

To,  
The Members,

Your Directors have pleasure in presenting their 32<sup>nd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023.

### 1. FINANCIAL HIGHLIGHTS

The financial performance of your Company:

PARTICULARS	For the year ended 31.03.2023	For the year ended 31.03.2022
	Amount (In Lacs)	Amount (In Lacs)
Revenue from operations	216.24	77.87
Other Income	-	2.14
Total Revenue	216.24	79.92
Total expenditure	391.98	70.13
Profit/Loss before Tax	(8.34)	9.80
Current Tax	-	2.55
Deferred Tax	-	0.03
Earlier Year Tax	-	-
Profit/ (Loss) for the year	(8.34)	7.22
Basic & diluted Earnings Per Share (in Rs.)	(0.15)	0.13

### 2. Review of Operation

The Company is mainly engaged into trading activities during the year under review, total revenues for the year Rs. 216.24 Lakhs as compared to Rs. 77.77 lakhs last year.

### 3. Dividend

The Directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2023.

### 4. Reserves

Since the company has not sufficient Profit during the year under review, your Board of Directors expresses their inability to carry any amount to reserves.

### 5. Material Changes and Commitments:

The Company has not made any material changes or commitments which affect the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of signing of this report.

### 6. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status And Company's operations in future.

There are no such orders except those which have been appropriately challenged before the judiciary and no impact on





going concern status and Company's operation in future of such matters are expected or visualized at the current stage at which they are.

#### **7. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

Your Company has an internal Control System which commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function lies with the Audit Committee of Directors. The Audit Committee monitors and evaluates the efficacy and adequacy of internal control systems, accounting procedures and policies.

#### **8. Details Of Holding/Subsidiary/Joint Ventures/Associate Companies :-**

The Company has no subsidiary/joint venture/associate company and hence consolidation and applicable provision under the Companies Act, 2013 and Rules made there under are not applicable to the Company.

#### **9. Directors and Key Managerial Personnel**

Appointment / Reappointment / Cessation of Directors and Key Managerial Personnel.

There has been appointment of Mr. Ravi Kiran Malik as a Non- Executive Independent Director of the Company During the Year. The Company has received necessary declarations from the Independent Directors confirming that they meet the criteria of independence prescribed under the provisions of the Companies Act, 2013 and of the Listing Obligation and Disclosures Requirements, Regulations.

#### **10. Declarations from Independent Directors**

All the Independent Directors have given declaration to the Company stating their independence pursuant to Section 149 (6) of the Companies Act, 2013 and Declaration under Regulation 16 (1) (b) and 25(8) & (9) of the SEBI (LODR) Regulations, 2015 and there has been no change in the circumstances, which may affect their status as Independent Directors during the year.

#### **11. Board Evaluation**

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board carried out an annual performance evaluation of the Board, its Committees, Individual Director and Chairperson. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **12. Number of meetings**

During the year, Seven (07) Board Meetings and Five (05) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Obligations and Disclosures Requirements, Regulation 2015. Further, the composition and terms of reference of Audit Committee and other Committees are given in the Corporate Governance Report.

#### **13. Auditors**

##### **❖ Statutory Auditors**

M/s. DBS & Associates, Chartered Accountants, Mumbai (Firm Regn. No. 018627N) were appointed as the Statutory Auditors of the Company from the conclusion of 29<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 34<sup>th</sup> Annual General Meeting i.e. for a period of five years (subject to ratification of the appointment by the members at every AGM). The Auditor's Report to the Members for the year under review does not contain any qualification, reservation or adverse remark or disclaimer



#### ❖ Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Roy Jacob & Co., Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditors is annexed herewith as Annexure. The Report does not contain any qualification, reservation or adverse remark or disclaimer.

#### 14. Corporate Governance

The Company has been following the principles and practices of good Corporate Governance and has ensured compliance of the requirements stipulated under the Listing Obligations and Disclosure Requirements, Regulations 2015. A detailed report on Corporate Governance in terms of provisions of the Listing Obligations and Disclosure Requirements, Regulations 2015 is attached herewith.

#### 15. Details Of Establishment Of Vigil Mechanism For Directors And Employees

The Company has a Vigil Mechanism Policy in place to deal with instances, if any, of the fraud, mismanagement, misappropriations, if any and the same is placed on the Company's website.

#### 16. Managerial Remuneration:

Details as required pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are contained in Corporate Governance Report.

#### 17. Particulars of Employees:

The information required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 as amended, has been furnished herein below.

The details of the remuneration of Directors and KMP will be provided as and when asked by the respective shareholder.

Note: Independent Directors are not paid any sitting fees and Remuneration hence not included in the above table.

i) The median remuneration of employees of the Company during the financial year was Rs3.07lacs.

ii-) Remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

None of the Directors of the Company are in receipt of any commission from the Company.

#### 17. Particulars of Contracts Or Arrangements with Related Parties

The Audit Committee of Directors at its Meeting held on 14<sup>th</sup> February, 2023 has accorded omnibus approval to execute transactions with related parties up to the value of Rs.1 Crore. During the Financial Year, the transactions entered into by the Company with Related Parties were in the ordinary course of business at arm's length price and within the omnibus approval granted by the Audit Committee. The Company has not entered into contracts / arrangements / transactions with Related Parties which could be considered material in accordance with Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Policy of the Company on Related Party Transactions.

Thus, disclosure in Form AOC-2 is not required. However, the disclosure of transactions with related party for the year, as per Accounting Standard-18 Related Party Disclosures is given in Note no. 18 to the Balance Sheet as on 31<sup>st</sup> March, 2023.

#### 18. Listing Regulations Compliance

Your Company's Equity Shares are listed on BSE Ltd. and their listing fees for the Financial Years 2021-22 and 2022-23 have been paid and the provisions of the Listing Obligation and Disclosures Requirement, Regulations, 2015 have been complied with.

#### 19. Extract of Annual Return

The Annual Return will be placed at the website of the Company in Annual Reports option on [www.brijlaxmi.com](http://www.brijlaxmi.com).



## **20.General**

Your Directors state that no disclosure or reporting is required in respect of the following items since there were no transactions in these matters and/or they are not applicable to the Company during the year under review:

- 1 Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under ESOS.
4. No significant or material orders were passed by the Regulators / Courts or Tribunals which would impact the going concern status of the Company and its future operations.
5. No fraud has been reported by the Auditors to the Audit Committee or the Board.

## **21.Secretarial Standards**

The Directors state that applicable Secretarial Standards on Board Meetings (SS-1) and on General Meetings (SS-2) have been duly followed by the Company.

## **22.Share Capital**

The Paid up capital of the company is Rs.5,64,85,000. The Company issued Rs. Nil Equity Shares either with or without differential rights during the F.Y. 2022-23 and hence, the disclosure requirements under section 43 and Rule 4 (4) of the Companies (Share Capital and Debentures) Rules, 2014, are not applicable.

## **23.Directors Responsibility Statement**

Your Directors state that:

- i) in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2020, the applicable accounting standards have been followed;
- ii) 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 as at 31<sup>st</sup> March, 2023 and of the profit or loss of the Company for the year ended on that date;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts on a going concern basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **24.Conservation of Energy, Technology Absorption And Foreign Exchange Earnings and Outgo:-**



The Company does not belong to the category of power intensive industries and hence consumption of power is not significant. However, the management is aware of the importance of conservation of energy and also reviews from time to time the measures taken/ to be taken for reduction of consumption of energy.

#### **25.Particulars of Loans, Guarantees or Investments Under Section 186:-**

There has been no change in the structure of the Investments made or Loans given or Guarantees provided in respect of such loans, during the year under review.

#### **26.Industrial and Human Relations**

The Company maintained harmonious and cordial industrial relations with its workers. There are continuous programs that take care of welfare, skill development, training and personality development of employees at all levels.

#### **27.Details of Management reply to Qualification Remarks by Statutory Auditor:**

Statutory Auditor of the Company is given qualification remark as follows,

- The company had not conducted the Fair Value Assessment for the Investments held of Rs. 13, 52,545/- in the shares of listed companies as required under IND AS 109. Hence, we are unable to comment on the realizable value of such investment.
- We are not able to verify the Investments (13.53 lakhs) made in shares and securities, as management has not provided us with the Demat statement and other related documents. We are not able to express our opinion on the same.
- The Company has not complied with provision if Ind AS- 119 for employee benefits.
- The Company has not complied with TDS provisions of the Income Tax Act.

The Company will be complied in current year.

#### **28.Acknowledgements**

The Board expresses its gratitude and appreciation to the Government of India, Government of Gujarat, Financial Institutions, Insurance Companies, Banks, other business associates, Promoters, Shareholders and employees of the Company for their continued support. The Directors also gratefully acknowledge all stakeholders of the Company viz.: customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitments and continued contribution to the Company.

**Place: Vadodara**

**Date: 11.08.2023**

**For and on behalf of the Board**

**Sd/-**

**SiddharthChaturvedi**

**Managing Director and CFO**

**DIN: 01968300**



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> 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,

BRIJLAXMI LEASING AND FINANCE LIMITED

I have conducted the secretarial audit of the Company for checking the compliance of applicable statutory provisions and the adherence to good corporate practices as defined in the current scenario / industry by BRIJLAXMI LEASING AND FINANCE LIMITED having the CIN No.L65993GJ1990PLC014183(hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate statutory compliances and expressing my opinion thereon.

Based on my verification of the 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 31<sup>st</sup> 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 the Company for the financial year ended on 31<sup>st</sup> 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:
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder:
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: Not applicable to the Company.
- (v) 1. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the company:
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:



2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are not applicable to the company:

- (a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (b) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021:
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018: :
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

(VI) For the other applicable laws our audit is limited to:

- a) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- b) Payment of Bonus Act, 1965
- c) Payment of Gratuity Act, 1972

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

- (i) Secretarial Standards 1 & 2 issued by The Institute of Company Secretaries of India.

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

### **I further report that**

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** as per the information & explanation given to us the company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, ESI, Income Tax, Wealth Tax, Service Tax, Value Added Tax and other statutory dues applicable to it.

**I further report that** I rely on statutory auditors reports in relation to the financial statements and accuracy of financial figures for sales Tax, Wealth Tax, Value Added Tax, Related Party Tax, Provident Fund etc. as disclosed under the financial statements of the Company.



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

I further report that:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of documents/procedures on the test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Roy Jacob & Co**  
Company Secretaries

Place: Mumbai  
Date: 11/08/2023

(Roy Jacob)  
Proprietor  
(C.P. No.8220), (FCS No.9017)  
UDIN: F009017E000790921  
P.R No.686/2020



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

To,  
The Members of  
**BRIJLAXMI LEASING AND FINANCE LIMITED**

We have examined the relevant registers, records, forms, returns and disclosures received from **BRIJLAXMI LEASING AND FINANCE LIMITED** having CIN L65993GJ1990PLC014183 and having registered office at 24, SUWERNAPURI SOCEITY, CHIKUWADI, NEAR JETALPUR ROAD, ALKAPURI VADODARA- 390007, GUJARAT (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr No.	Name of Directors	DIN	Date of Appointment
1.	JaykishorChaitanyakishorChaturvedi	<a href="#">00467706</a>	13/08/1990
2.	AnkurJaykishorChaturvedi	<a href="#">01762845</a>	24/12/2007
3.	SiddharthJaykishorChaturvedi	<a href="#">01968300</a>	30/09/2021
4.	NupurAnkurChaturvedi	<a href="#">02291168</a>	28/08/2013
5.	Pawan Kumar Sikka	<a href="#">07232389</a>	28/09/2017
6.	Ravi Kiran Malik	<a href="#">08037772</a>	12/08/2022
7.	Mukesh Sham Narula	<a href="#">08067354</a>	19/02/2018

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

For **Roy Jacob & Co**  
Company Secretaries

Place: Mumbai  
Date: 04/09/2023

(Roy Jacob)  
Proprietor  
(C.P. No.8220), (FCS No.9017)  
UDIN: **F009017E000935712**  
P.R No.686/2020





## REPORT ON CORPORATE GOVERNANCE

### A. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company's Philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of its business and in meeting its obligations to its shareholders.

### B. BOARD OF DIRECTORS

#### i) COMPOSITION AND CATEGORY

As on March 31, 2023, the strength of the Board was four members Comprising of One Chairman, Three Directors including one women Director and Two Independent Director.

Attendance of each director at the Board Meetings, last Annual General Meetings and number of other directorships, memberships and chairmanships of committee in various companies:

The composition of the Board of Directors and also the number of other Board of Directors or Board Committees of which she/he was a member/Chairman are as under.

Name of Director	Attendance Particulars			No. of Directorship and committee Member/Chairmanship in other Companies		
	Category	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairman-ship
Mr. J.K. Chaturvedi	Non-Executive Director	1	Yes	8	2	0
Mr. AnkurChaturvedi	Non-Executive Director	6	Yes	6	0	0
Mr.SiddharthChaturvedi	Managing Director-cum-Executive Director	6	Yes	9	1	0
Mrs. NupurChaturvedi	Non-Executive Director	6	Yes	2	2	1
Mr. MukeshNarula	Independent Director	2	No	0	2	0
Mr. Pawan Kumar Sikka	Independent Director	5	Yes	2	0	2
Mr. Ravi Kiran Malik	Independent Director	1	Yes	0	3	0

\*The Committee includes Committees ofBrijlaxmi Leasing and Finance Limited.

#### ii) Directors Profile & Chart of skill/ expertise/ competence of Board of Directors:-

The Board of Directors consists of multifaceted experienced directors in different field. A brief profile of all the Directors which outlines their expertise and competence on the Board is given herein below:

Mr. JaykishorChaturvedi



Mr. JaykishorChaturvedi	<ol style="list-style-type: none"><li>1. J.J. CHEMICALS (GUJARAT) PVT. LTD.</li><li>2. BRIJLAXMI LEASING AND FINANCE LIMITED</li><li>3. ASIAN PETRO PRODUCTS AND EXPORTERS LIMITED</li><li>4. RAJ PETROPRODUCTS LIMITED</li><li>5. WORLD TRADIMPEX PVT LTD</li><li>6. JKE POLYMERS PRIVATE LIMITED</li><li>7. BRIJLAXMI INFOTECH LIMITED</li><li>8. BRIJLAXMI HOUSING FINANCE COMPANY LIMITED</li></ol>
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- Shri JaykishorChaturvedi, born on September 5, 1949, is a Director of the Company.
- He is a B.Com, M.Com, and LLB. He is engaged in extracurricular Activities also.
- He was a President of Baroda Youth Congress (1974-1980), Vice President of Gujarat Congress (1974-1980), General Secretary of Maharaja Sayajirao University (1970-71), Faculty representative of Commerce Wing (1967-68), General Secretary of New Era High School (1966) etc.
- With his expertise, skills and knowledge, he articulates and provides his valuable guidance and inputs in all matters pertaining to the financial statements.

#### Mr. AnkurChaturvedi

Mr. AnkurChaturvedi	<ol style="list-style-type: none"><li>1. BRIJLAXMI LEASING AND FINANCE LIMITED</li><li>2. RAJ PETROPRODUCTS LIMITED</li><li>3. WORLD TRADIMPEX PVT LTD</li><li>4. JKE POLYMERS PRIVATE LIMITED</li><li>5. BRIJLAXMI INFOTECH LIMITED</li><li>6. BRIJLAXMI HOUSING FINANCE COMPANY LIMITED</li></ol>
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- AnkurChaturvedi was born on 14<sup>th</sup> May, 1977 in Vadodara.
- He is a dynamic personality and a well-qualified with long term vision.
- He has done his Graduation from M S University in the year 2000 and completed his Post Graduation from University of Greenwich; London U. K. in the year 2003.
- He has a vast experience in Marketing and Finance.
- He has more than 12 years of experience of running a trading business.

#### Mr. SiddharthChaturvedi

Mr. SiddharthChaturvedi	<ol style="list-style-type: none"><li>1. SHREENATH PALSTOPACK PVT. LTD</li><li>2. JJ CHEMICALS (GUJARAT) PVT. LTD.</li><li>3. ASIAN PETRO PRODUCTS AND EXPORTS LTD.</li><li>4. BRIJLAXMI LEASING AND FINANCE LIMITED</li><li>5. RAJ PETROPRODUCTS LIMITED</li><li>6. WORLD TRADIMPEX PVT LTD</li><li>7. JKE POLYMERS PRIVATE LIMITED</li><li>8. BRIJLAXMI INFOTECH LIMITED</li><li>9. BRIJLAXMI HOUSING FINANCE COMPANY LIMITED</li></ol>
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- Mr. SiddharthChaturvedi is highly qualified in Financial as well as legal matters.
- He is holding directorship from 2007 onwards in various Companies.



- He is Commerce graduate From MS University Baroda and MBA from University of Technology, Sydney, Australia.
- He has been holding the position of Executive Director and while holding that position he has been also heading the legal functions of the Company as Director.
- He has been given the additional charge of CFO with effect from 10th August, 2018

Mrs. NupurChaturvedi

Mrs. NupurChaturvedi	1. ASIAN PETRO PRODUCTS AND EXPORTS LIMITED 2. BRIJLAXMI LEASING AND FINANCE LIMITED
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Mrs. NupurChaturvedi is a B.Com and Masters in Business Economics. She had done specialization in Finance. She worked with Gajra Gear, Indore and having directorship of listed companies' viz. BrijlaxmiLeasing And Finance Limited and Asian Petroproducts and Exports Limited.

Mr. MukeshNarula

Mr. MukeshNarula	BRIJLAXMI LEASING AND FINANCE LIMITED
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Mr. MukeshNarula is being eligible to be appointed as an Independent Director of the Company. He has Specialized Knowledge and Skill and he has its own Business. Hence he is Independent Director in this Company.

Mr. PawanKumarSikka

Mr. P K Sikka	1. RIKA GLOBAL IMPEX LIMITED 2. BRIJLAXMI LEASING AND FINANCE LIMITED
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Mr. Pawan Kumar Sikka is an Independent Director in the Company. He has completed his graduation and he has lots of Experience and having vast knowledge in this Field.

Mr. Ravi Kiran Malik

Mr. Ravi Kiran Malik	BRIJLAXMI LEASING AND FINANCE LIMITED
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Mr. Ravi Kiran Malik is an Independent Director in the Company. He has completed his graduation and he has lots of Experience and having vast knowledge in this Field.

## A. AUDIT COMMITTEE

### i) Term of Reference:

The terms of reference of this Committee include matters mandated in the Listing Agreement and the Companies Act, 2013, respectively. The Audit Committee reviews the audit reports submitted by the Internal Auditors, Cost Auditors and Statutory Auditors and to meet them to discuss their findings, suggestions and other related matters, financial results, effectiveness of internal audit processes, Company's risk management strategy and Company's established systems and procedures. The Audit Committee also reviews the functioning of the Whistle Blower mechanism. Besides having access to all the required information from within the Company, the Committee may obtain external professionals advice, whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company.



ii) The Composition of Audit Committee as at 31.03.2023 and details of the Members participation at the Meetings of the Committee are as under:

As on 31<sup>st</sup> March 2023, the Audit Committee comprised of 3 Members viz. Mr. P K Sikka, Mr. Mukesh Narula Mr. Jaykishor Chaturvedi and Mr. Ravi Kiran Malik

Mr. P K Sikka is a Chairman of the Audit Committee. All the members of Audit Committee have financial and accounting knowledge.

Five meetings were held during the financial year 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.

The attendance of each Member of the Committee is given below:

Name of Director	Category	Attendance at Audit Committee Meetings held on				
		30/05/2022	12/08/2022	29/08/2022	14/11/2022	14/02/2023
Mr. P K Sikka	Chairman	✓	✓	✓	✓	✓
Mr. Mukesh Narula	Member	-	-	-	-	-
Mr. Jaykishor Chaturvedi	Member	✓	✓	✓	✓	✓
Mr. Ravi Kiran Malik	Member	NA	✓	✓	-	-

#### B. REMUNERATION COMMITTEE

The Remuneration Committee of the Company comprised three Directors, of which, all are Non-Executive directors which includes Mr. P K Sikka (Chairman), Mr. Mukesh Narula (Member), Mrs. Nupur Chaturvedi (Member) and Mr. Ravi Kiran Malik (Member)

The remuneration committee has the same terms of reference as given in the guidelines set out in the listing agreement with the stock exchange. The committee performs all tasks assigned by the Board and as per the terms of reference given by the listing agreement.

However, the remuneration committee has held one meeting during the financial year under review.

#### E. SHAREHOLDERS' COMMITTEE

The Shareholders' Committee of the Company comprised Three Directors, of which, three were Non-executive directors which includes Mrs. Nupur Chaturvedi (Chairman), Mr. Jaykishor Chaturvedi (Member), Mr. Siddharth Chaturvedi (Member) and Mr. Ravi Kiran Malik (Member)

The Company has authorized Directors to approve the share transfers.

There were no complaints of shareholders outstanding as on 31<sup>st</sup> March, 2023.



#### F. GENERAL BODY MEETINGS

Location and time, where last three Annual General Meetings were held is given below:

Financial Year	Date	Location of Meeting	Time
2019-20	30/09/2020	Through Video Conferencing.	03:00 PM
2020-21	30/09/2021	Through Video Conferencing.	03:00 PM
2021-22	30/09/2022	Through Video Conferencing.	04:00 PM

#### G. Familiarization Programme of Independent Directors and Meeting of Independent Directors:

The Company has familiarized the Independent Directors about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters by way of providing updates at the Meetings of Board and Committee and paying visits in the factory and such other programmes. The details of such programmes are put up on the website of the Company.

In accordance with the provisions of Regulation 25 of the Listing Regulations, during the year under review, Independent Directors met on August 29, 2022, inter alia, to –

- (a) review of the performance of Non-Independent Directors and the Board as a whole;
- (b) review of the performance of the Chairman of the company, taking into account the views of Executive Directors and Non-Executive Directors;
- (c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the said Meeting.

The Board of Directors of your Company confirms that the Independent Directors fulfill the conditions specified in the listing Regulations and are independent of the management

#### H. DISCLOSURES

A. There are no materially significant transactions with related parties viz., Promoters, Directors or the Management or their relatives that may have potential conflict with the interest of the Company at large. There are no pecuniary relationships or transactions with Non-Executive Directors of the Company.

B. During the last three years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market.

#### A. DISCLOSURE OF DIRECTORS RELATIOSHIP INTERSE

Mr. SidharthChaturvedi (Managing Director and CFO) and Mr. AnkurChaturvedi (Director) are Son of Mr. JaykishorChaturvedi (Director) also Mrs. NupurChaturvedi (Women Director) is Daughter in law of Mr. JaykishorChaturvedi and none other Directors are related to each other.



B. In the Opinion of Board Independent Director fulfill the condition specify in Regulation and are Independent of Management

C. Reports of Auditors on statutory financial statements of the Company Statutory Auditor of the Company is given qualification remark as follows,

The company had not conducted the Fair Value Assessment for the Investments held of Rs. 13, 52,545/- in the shares of listed companies as required under Ind AS 109. Hence, we are unable to comment on the realizable value of such investment. We are not able to verify the Investments (13.53 lakhs) made in shares and securities, as management has not provided us with the Demat statement and other related documents. We are not able to express our opinion on the same. The Company has not complied with provision if Ind AS-119 for employee benefits. The Company has not complied with TDS provisions of the Income Tax Act.

D. Auditors' Certificate on Corporate Governance: The Company has obtained a Certificate from the Statutory Auditors of the Company regarding compliance with the provisions relating to Corporate Governance prescribed by Schedule V (E) (Regulation 34 (3) of the Listing Regulations which is attached herewith.

E. The CEO and MD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any untrue statements and these statements represent a true and fair view of the Company's affairs.

#### MEANS OF COMMUNICATION:

1. The quarterly and half yearly results are forthwith communicated to the Stock Exchange with whom the Company has listing agreement as soon as they are approved and taken on record by the Board of Directors of the Company.
2. Management discussion and analysis forms part of the Annual Report, which is posted to the shareholders of the Company.

#### I. Dematerialization of Shares:

Sr. no	Shareholding Pattern as on March 31, 2023		
1	Categories	No. of Shares	% of Holding
2	Promoters	773850	13.70
3	Private Corporate Bodies	444357	7.87
4	Residential Individual	4145764	73.40
5	NRIs / OCBs	81026	1.43
6	Mutual Fund/FII's/Corporate	203349	3.60
7	Clearing Members	154	0.00
8	Total	5648500	100

\*99.87% of the equity shares have been dematerialized up to 31<sup>st</sup> March, 2023.



1	Annual General Meeting	30.09.2023
	Date and Time	04:00 pm
2	Financial Calendar 2023-24 (tentative)	
	Results for the quarter ending 30 <sup>th</sup> June, 2023	14.08.2023
	Results for the quarter ending 30 <sup>th</sup> Sept,2023	14.11.2023
	Results for the quarter ending 31 <sup>st</sup> Dec, 2023	14.02.2024
	Results for the quarter ending 31 <sup>st</sup> March,2024	30.05.2024
3	Cutoff date	23.09.2023
4	Dividend Payment date	The Company has not declared any dividend for the year ended March 31, 2023
5	Equity Shares Listed on Stock Exchanges at	The Bombay Stock Exchange Ltd., Mumbai
6	Stock Code	
	(a) Trading Symbol at The Stock Exchange Mumbai	532113
	(b) Demat ISIN Numbers in NSDL & CDSL Equity Shares	N.A
7	Registrars and Transfer Agents  (Share transfer and communication regarding share certificates, and change of address)	Adroit Corporate Services Private Limited  17-19, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059
8	Share Transfer System	Presently, the share transfers in physical form are processed and the share certificates returned with in a period of 15-20 days from the date of receipt, subject to the documents being clear in all respects.

J. Investor Correspondence for transfer/dematerialization of shares or any other query relating to the shares of the company.

For Shares held in physical form: Adroit Corporate Services Private Limited,17-19, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059,

For Shares held in Demat Form: To the Depository Participant

Any query on Annual Report: 24,Suvernपुरi Society, Chikuwadi,Jetalpur Road, Alkapuri, Vadodara – 390 007



**Declaration on compliance of the Company's Code of Conduct**

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct as applicable to them for the year ended 31<sup>st</sup> March, 2023.

**For Brijlaxmi Leasing and Finance Limited**

**Place: Vadodara,**

**Date: 11<sup>th</sup> August, 2023**

**SD/-  
SiddharthChaturvedi  
Managing Director and CFO  
DIN: 01968300**





# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## MACRO-ECONOMIC OVERVIEW

The Indian economy grew steadily amidst significant reforms announced in FY2022-23. The Recapitalization of Public Sector Banks (PSB), amendments to the Goods and Service Tax (GST), clean-up of Non-Performing Loans (NPA) through National Company Law Tribunal (NCLT), and the Insolvency and Bankruptcy Code (IBC) played a pivotal role in strengthening the economy, effects of which will be seen in the next few years. Amidst the economic reforms, there was also robust development in infrastructure and an increased thrust on financial inclusion.

## OPPORTUNITIES AND THREATS

As India is slowly but steadily moving towards development under the present the growth of the company is subject to opportunities and threats as are applicable to the industry from time to time. Further, the company endeavors to evaluate opportunities considering the macro economic conditions both globally and domestically.

## SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company operates in the financial Service segment. During the financial year under review, the company has loss after other comprehensive income amounting to Rs8.34Lakhsin aggregate. Barring unforeseen circumstances, the Company expects to increase its volume of business in the current year.

## RISK AND CONCERN

It must be clearly understood that each industry in particular and each industry segment in general has its own risk, from which it cannot be fully isolated but mitigated by means of proper risk management. Your Company foresees certain areas of risk, concerns and threats in its arena of operations.

Unless the Government takes strong measures to boost the industrial activity and stimulate the industries by reducing the interest rates and making funds available, it will be difficult in India to achieve the targets.

## INTERNAL CONTROL AND ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Audit Committee periodically reviews the efficacy of Internal Financial Control Systems and risk mitigation process. Your Board believes that appropriate procedures, controls and monitoring assessment procedures are in place and considered adequate. The Company has an adequate system of internal control implemented by the management towards achieving efficiency in operations, optimum utilization of resources and effective monitoring thereof.

The adequacy of the internal control system is reviewed by the Audit Committee of the Board of Directors. The efficacy of the internal checks and control systems are verified by the Statutory Auditors. The Audit Committee reviews the internal audit plan, adequacy and effectiveness of the internal control system, significant audit observations and monitors the sustainability of remedial measures. Your Board believes that appropriate procedures, controls and monitoring assessment procedures are in place and considered adequate.



### **FINANCIAL PERFORMANCE**

During the year under consideration your Company's Net Loss after tax and after other comprehensive income is Rs.8.34 lakh. Further the company is debt free during the current year under review.

### **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis describing the company's objectives, estimates, expectations may be "forward-looking statements" within the meaning of applicable security laws and regulations. Actual results could differ materially from those expressed or implied due to several factors which are beyond the control of the management.

In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the company, no representation is made on its accuracy and comprehensiveness though the same are based on sources believed to be reliable. Utmost care has been taken to ensure that the opinions expressed by the management herein contain its perceptions on the material impacts on the company's operations but it is not exhaustive.



## CERTIFICATION BY CEO AND CFO TO THE BOARD OF DIRECTORS

a) We have reviewed the Balance Sheet and Statement of Profit and Loss and Notes on Accounts as well as the Cash Flow Statement for the year ended on 31<sup>st</sup>March, 2023 and certify that to the best of our knowledge and belief:

i) These statements do not contain any materially untrue statement or omit any material fact nor contain statement that might be misleading;

ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing Accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative to the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and that we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of which such internal controls, if any, of which we are aware, and the steps we have taken or proposed to take to rectify these deficiencies.

d) We have indicated to the auditors and the Audit Committee:

i) Significant changes in internal controls over financial reporting during the year;

ii) Significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Vadodara

Date:30 May, 2023

SD/-  
(J K CHATURVEDI)  
DIRECTOR

SD/-  
(MR. SIDHARTH CHATURVEDI)  
DIRECTOR CHIEF FINANCIAL OFFICER



## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

**The Members,**

**Brijlaxmi Leasing and Finance Limited**

We have examined the compliance of conditions of Corporate Governance by Brijlaxmi Leasing and Finance Ltd for the year ended 31<sup>st</sup> March, 2023 stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

**For D B S & ASSOCIATES**

**Chartered Accountants**

**Firm Registration No. 081627N**

**SD/-**

**Roxy Teniwal**

**Partner**

**Membership No. 141538**

**UDIN: 23141538BGYFQR7997**

**Place: Mumbai**

**Date: 30.05.2023**



## **INDEPENDENT AUDITOR'S REPORT**

To,

The Members of

**BRIJLAXMI LEASING & FINANCE LIMITED**

### **Qualified Opinion**

We have audited the Standalone Financial Statements of **BRIJLAXMI LEASING & FINANCE LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows and notes to the standalone Ind AS financial statements, for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us except for the effects of the matters described in the 'Basis for Qualified Opinion' section of our report the aforesaid standalone financial statements give the information required by the Companies Act 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31 2023 its loss including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

### **Basis for Qualified Opinion**

We draw to attention to:

We are unable to determine the consequential impact of certain specific transactions /matters and disclosures on the Standalone Financial Statements. Such specific transactions/ matters include:

1. The company had not conducted the Fair Value Assessment for the Investments held of Rs. 11.54 lakhs in the shares of listed companies as required under Ind AS 109. Hence, we are unable to comment on the realizable value of such investment.
2. We are not able to verify the Investments (11.54 lakhs) made in shares and securities, as management has not provided us with the Demat statement and other related documents. We are not able to express our opinion on the same.
3. The Company has not complied with provision of Ind AS- 119 for employee benefits.
4. The Company has not complied with the provisions of TDS under Income Tax Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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 qualified audit opinion on the standalone financial statements.



## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the circumstances and facts of the audit and entity, there aren't key audit matters to be communicated in our report.

## **Information other than the Standalone Financial Statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the Standalone Financial Statements and our auditor's report thereon.

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

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

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

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

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

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

## **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone Financial Statements.



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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone 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 Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the '**Annexure A**', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:



- a) We have sought and obtained all the information and explanations except as mentioned in basis of qualified opinion paragraph, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except as mentioned in basis of qualified opinion paragraph
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure B**'.
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and





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

- v. No dividend have been declared or paid during the year by the company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. 1st April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March 2023.

**For DBS & ASSOCIATES**  
**Chartered Accountants**  
**Firm Reg. No. 018627N**

**CA ROXY TENIWAL**  
**Partner**  
**Membership No. 141538**  
**UDIN: 23141538BGYFQR7997**  
**Date: 30th May, 2023**  
**Place: Mumbai**



## Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at the reasonable interval and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.
- (e) As explained to us, 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) (a) The inventory has been physically verified by the management during the year. In our opinion the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such verification.
- (b) According to information and explanations given to us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. Therefore, this clause is not applicable.
- (iii) (a) The Company being a Non-Banking Finance Company, the provisions of clause 3(iii)(a) are not applicable to the company.
- (b) According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest;
- (c) The Company being a Non-banking Finance company is in the business of as granting loans and advances in the nature of loans. The schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular except accounts which are overdue are classified as special mention accounts or non-performing assets as per RBI norms.
- (d) The total amount overdue for more than ninety days is ₹ 136.47 Lakhs (principal plus interest). Based on the information and explanations given to us and in our opinion reasonable steps have not been taken by the company for recovery of principal and interest.
- A) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) The Company is a registered Non-Banking Finance Company to which the provisions of Sections 185 and 186 of the Companies Act, 2013, are not applicable, and hence reporting under clause (iv) of CARO 2020 is not applicable.



(v) company has not received money by way of deposits or loan or any other form which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.

(vi) As per information & explanation given by the management, the company has not required to maintenance of cost records specified by the Central Government under sub-section(1) of section 148 of the Companies Act, hence this clause is not Applicable to Companies.

(vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were following outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable.

S.no.	Nature of Dues	Amount	Due from
1	TDS on professional	5000/-	2019-20
2	Late filing fee on TDS returns	17800/-	Prior to 20219-20 F.Y.
3	Interest on default of TDS payment	4838/-	Prior to 20219-20 F.Y.

(b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except following:

Name of the Statute	Nature of the Dues	Amount* (Rs.)	Period to which the amount relates	Forum where Dispute is pending
Income Tax Act, 1961	Income Tax	8,29,722	2003	CIT appeal
Income Tax Act, 1961	Income Tax	3147770	2018	CIT Appeal
Income Tax Act, 1961	Income Tax	598455	1995	ITAT
Income Tax Act, 1961	Income Tax	598455	1996	ITAT

(viii) As per the information and explanation provided to us and as represented to us, there were no transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.



- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanations given by the management, the Company has not obtained money by way of term loans during the year hence this clause is not Applicable.
- (d) In our opinion and according to the information and explanations given by the management, Company has not raised short term funds hence this clause not applicable.
- (e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors 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 explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.
- (b) The company is in the business of and has carried on the business of Non- Banking Financial activities during with valid Certificate of Registration (CoR) obtained from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and accordingly reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) Based on our examination, the company has incurred 8.48 lakhs cash losses in the financial year.



- (xviii) There is no resignation of the statutory auditors during the year.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) Based on our examination, the provision of section 135 is not applicable on the company. Hence this clause is not applicable on the company.
- (xxi) The reporting under clause 3(xxii) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For DBS & ASSOCIATES**  
**Chartered Accountants**  
**Firm Reg. No. 018627N**

**CA ROXY TENIWAL**  
**Partner**  
**Membership No. 141538**  
**UDIN: 23141538BGYFQR7997**  
**Date: 30<sup>th</sup> May, 2023**  
**Place: Mumbai**



## Annexure 'B'

### *Report on Internal Financial Controls with reference to financial statements*

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

We have audited the internal financial controls over financial reporting of **BRIJLAXMI LEASING & FINANCE LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

#### **Auditors' Responsibility**

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

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

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



### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements 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 the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DBS & ASSOCIATES**  
**Chartered Accountants**  
**Firm Reg. No. 018627N**

**CA ROXY TENIWAL**  
**Partner**  
**Membership No. 141538**  
**UDIN: 23141538BGYFQR7997**  
**Date: 30<sup>th</sup> May, 2023**  
**Place: Mumbai**



**BRIJLAXMI LEASING & FINANCE LTD.  
BALANCE SHEET AS AT 31ST MARCH, 2023**

(Rs. In Lakh)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>I ASSETS</b>			
<b>1. Financial Assets</b>			
a. Cash and Cash Equivalents	1	243.03	51.35
b. Receivables			
(i) Trade Receivables		5.10	1.65
(ii) Other Receivables			
b. Loans	2	1,792.18	1,251.27
c. Investments	3	11.54	13.53
d. Other financial assets	4	68.57	13.02
<b>Total Financial Assets</b>		<b>2,120.42</b>	<b>1,330.81</b>
<b>2. Non - Financial Assets</b>			
a. Current Tax Assets(Net)	5	44.78	31.78
b. Property, plant and equipment	6	8.19	8.33
<b>Total Non - Financial Assets</b>		<b>52.97</b>	<b>40.11</b>
<b>Total Assets</b>		<b>2,173.39</b>	<b>1,370.92</b>
<b>II EQUITY &amp; LIABILITIES</b>			
<b>1. Financial Liabilities</b>			
a. Payable			
Trade Payable	7		
i. Total Outstanding dues of micro enterprises and small enterprises			
ii. Total Outstanding dues of creditors other than micro enterprises and small enterprises		5.60	5.46
b. Borrowings (Other than Debt Securities)	8	1,832.58	989.93
c. Other financial Liabilities	9	58.64	67.09
<b>Total Financial Liabilities</b>		<b>1,896.82</b>	<b>1,062.48</b>
<b>2. Non - Financial Liabilities</b>			
a. Provision	10	-	23.53
c. Deferred Tax Liabilities (Net)		0.22	0.22
<b>Total Non - Financial Liabilities</b>		<b>0.22</b>	<b>23.75</b>
<b>Total Liabilities</b>		<b>1,897.04</b>	<b>1,086.23</b>
<b>3. Equity</b>			
a. Equity Share Capital	11	564.85	564.85
b. Other Equity	12	(288.50)	(280.17)
<b>Total Equity</b>		<b>276.35</b>	<b>284.68</b>
<b>Total equity and Liabilities</b>		<b>2,173.39</b>	<b>1,370.92</b>
<b>Significant Accounting Policies</b>	1 to 20		
<b>See accompanying notes are an integral part of these financial statements</b>			

As per our Report on even date

For DBS & Associates

Chartered Accountants

Firm Registration No. 081627N

Sd/-

CA Roxy Teniwal  
Partner  
Membership No:141538

UDIN-

Place: Mumbai

Date: 30.05.2023

Sd/-

Jaykishorchaturvedi  
Director  
DIN : 00467706  
Place: Vadodara

Sd/-

SiddharthChaturvedi  
Managing Director and CFO  
DIN: 01968300  
Place: Vadodara

Sd/-

Manshi Gandhi  
Company Secretary  
ACS 60088  
Place: Vadodara





**BRIJLAXMI LEASING & FINANCE LTD.**  
**PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023**

**(Rs. In Lakh)**

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Revenue from Operations</b>			
i. Interest Income	13	196.39	77.78
<b>I Total Revenue from Operation</b>		196.39	77.78
<b>II Other Income</b>		187.26	2.14
<b>III Total Income (I+II)</b>		<b>383.64</b>	<b>79.91</b>
<b>Expenses</b>			
i Finance Costs	14	119.44	23.47
v Employee Benefits Expenses	15	25.62	28.69
vi Depreciation and amortisation expense	6	0.14	0.14
vii Other Expenses	16	246.78	17.83
<b>IV Total Expenses</b>		<b>391.98</b>	<b>70.13</b>
<b>V Profit before Tax</b>		(8.34)	9.80
<b>Tax Expense:</b>			
1. Current Tax		-	2.55
2. Deferred Tax		-	0.03
3. Previous Year Tax			
<b>VI Total Tax Expenses</b>		-	2.58
<b>VII Net Profit After Tax</b>		(8.34)	7.22
<b>VIII Other comprehensive income/(loss)</b>		-	-
<b>IX Total Comprehensive Income</b>		<b>(8.34)</b>	<b>7.22</b>
<b>X Earnings Per Equity Share (Face Value Rs. 10/- Per Share):</b>	17		
1.Basic (Rs.)		(0.15)	0.13
2.Diluted (Rs.)		(0.15)	0.13
<b>Significant Accounting Policies</b>	1 to 20		
See accompanying notes are an integral part of these financial statements			

**As per our report of even date**

**For DBS & Associates**

**Chartered Accountant**

**Firm Registration No. 081627N**

Sd/-  
**CA Roxy Teniwal**  
**Partner**  
**Membership No:141538**  
**Place: Mumbai**  
**Date:30.05.2023**

Sd/-  
**Jaykishorchaturvedi**  
**Director**  
**DIN : 00467706**  
**Place: Vadodara**

Sd/-  
**SiddharthChaturvedi**  
**Managing Director and CFO**  
**DIN: 01968300**  
**Place: Vadodara**

Sd/-  
**Manshi Gandhi**  
**Company Secretary**  
**ACS 60088**  
**Place: Vadodara**



**BRIJLAXMI LEASING & FINANCE LTD.**  
Cash Flow Statement for the Year Ended 31st March, 2023

(Rs. In Lakh)

Particulars	31st March, 2023	31st March, 2022	
<b>A Cash flow from operating activities</b>			
Net Profit/(Loss) before tax	(8.34)	9.80	
Depreciation	0.14	0.14	
Interest Expenses	119.44		
Prior period Income Adjustment			
<b>Operating profit / (loss) before working capital changes</b>	<b>111.24</b>	<b>9.93</b>	
Changes in working capital:			
Decrease / (Increase) in receivables	(3.45)	(1.65)	
Increase /(decrease) in trade payables	0.14	1.87	
Increase /(decrease) in other Financial liabilities	(8.45)	28.24	
Increase /(decrease) in other Non Financial liabilities	(23.53)	5.51	
Decrease / (Increase) in loans	842.65	(842.89)	
Decrease / (Increase) in Investment	1.19		
Increase /(decrease) in other Financial Assets	(55.55)		
Decrease / (Increase) in Other Non Financial Assets	(13.00)	0.60	
<b>Cash generated from operations</b>	<b>852.05</b>	<b>(798.39)</b>	
Direct taxes paid (net of refunds)	-	(1.66)	
<b>Net cash flow from / used in operating activities (A)</b>	<b>852.05</b>	<b>(800.05)</b>	
<b>B Cash flow from investing activities</b>			
Tax Payment	-	(2.54)	
<b>Net cash used in investing activities (B)</b>	<b>-</b>	<b>(2.54)</b>	
<b>C Cash flow from financing activities</b>			
Borrowings (Other than Debt Securities)	(540.93)	851.35	
Interest Expense	(119.44)	-	
<b>Net cash from financing activities (C)</b>	<b>(660.37)</b>	<b>851.35</b>	
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>191.69</b>	<b>48.77</b>	
Cash and cash equivalents at the beginning of the year	51.35	2.58	
<b>Cash and cash equivalents at the end of the year</b>	<b>243.03</b>	<b>51.35</b>	
<b>Components of Cash and Cash Equivalents</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>	
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>			
i) Cash in Hand	4.82	0.32	
ii) Balances with scheduled banks	-	-	
Current Accounts	238.21	51.03	
Overdraft Accounts	-	-	
Deposit Accounts	-	-	
iii) Bank Balance Other Than Above	-	-	
<b>Total cash and cash equivalents</b>	<b>243.03</b>	<b>51.35</b>	
<b>As per our report of even date</b>			
For DBS & Associates		-	
Chartered Accountant			
Firm Registration No. 081627N			
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
CA Roxy Teniwal	Jaykishorchaturvedi	SiddharthChaturvedi	Manshi Gandhi
Partner	Director	Managing Director and CFO	Company Secretary
Membership No:141538	DIN : 00467706	DIN: 01968300	ACS 60088
	Place: Vadodara	Place: Vadodara	Place: Vadodara
Place: Mumbai			



Particulars		As at 31st March 2023	As at 31st March 2022
<b>1</b>	<b>CASH AND CASH EQUIVALENTS</b>		
	i. Cash on hand	4.82	0.32
	ii. Balance with banks:		
	- Current Accounts	238.21	51.03
	<b>Total</b>	<b>243.03</b>	<b>51.35</b>
Particulars		As at 31st March 2023	As at 31st March 2022
	<b>Receivables</b>		
	i. Trade Receivables	-	
	ii. Other Receivables	<b>5.10</b>	<b>1.65</b>
	<b>Total</b>	<b>5.10</b>	<b>1.65</b>

2	PARTICULARS	As at 31st March 2023		As at 31st March 2022	
		Amortised Cost	Total	Amortised Cost	Total
	<b>A.</b>				
	Loans Unsecured	1,793.98	1,793.98	1,251.27	1,251.27
	<b>Total - Gross (A)</b>	<b>1,793.98</b>	<b>1,793.98</b>	<b>1,251.27</b>	<b>1,251.27</b>
	Less : Expected Credit Loss	-	-	-	-
	<b>Total - Net (A)</b>	<b>1,793.98</b>	<b>1,793.98</b>	<b>1,251.27</b>	<b>1,251.27</b>
	<b>B.</b>				
	a. Secured by tangible assets		-		-
	b. Unsecured	1,793.98	1,793.98	1,251.27	1,251.27
	<b>Total - Gross (B)</b>	<b>1,793.98</b>	<b>1,793.98</b>	<b>1,251.27</b>	<b>1,251.27</b>
	Less : Expected Credit Loss	-	-	-	-
	<b>Total - Net (B)</b>	<b>1,793.98</b>	<b>1,793.98</b>	<b>1,251.27</b>	<b>1,251.27</b>
	<b>C.</b>				
	Loans in India				
	i. Public Sector				
	ii. Others	1,793.98	1,793.98	1,251.27	1,251.27
	<b>Total - Gross (C)</b>	<b>1,793.98</b>	<b>1,793.98</b>	<b>1,251.27</b>	<b>1,251.27</b>
	Less : Expected Credit Loss	1.80	1.80	-	-
	<b>Total - Net (C)</b>	<b>1,792.18</b>	<b>1,792.18</b>	<b>1,251.27</b>	<b>1,251.27</b>

**Note 1 - The Company's business model is to hold contractual cash flows, being the payment of Principal and Interest till maturity and accordingly the loans are measured at amortised cost.**



3

INVESTMENTS	As at 31st March 2023		As at 31st March 2022		
	PARTICULARS	Nos	Rs. In Lakh	Nos	Rs. In Lakh
<b>Equity Instruments - Quoted</b>					
Asian Petroproducts & Exports Ltd (Equity Shares of Rs. 10/- each)	4,20,800	11.48	4,20,800	13.47	
Raj Irrigation Pipes and Fittings Ltd. (Equity Shares of Rs. 10/- each)	20,000	-	20,000	-	
Transchem Ltd (Equity Shares of Rs. 10/- each)	60.00	0.01	60.00	0.01	
SDFC Finance Ltd (Equity Shares of Rs. 10/- each)	4,500	-	4,500	-	
Aditya Forge Ltd (Equity Shares of Rs. 10/- each)	20,000	-	20,000	-	
CromaKem Ltd (Equity Shares of Rs. 10/- each)	20,000	-	20,000	-	
<b>Total A</b>	<b>4,85,360</b>	<b>11.49</b>	<b>4,85,360</b>	<b>13.48</b>	
<b>Equity Instruments - Unquoted</b>					
Begani Dying Mills P.Ltd	85,000	0.00	85,000	0.00	
Mahalaxmi Infra Com. PL. Ltd	45,000	0.00	45,000	0.00	
International Poly Plast Ltd	20,000	0.00	20,000	0.00	
ICICON Electronics India Ltd	5,000	0.00	5,000	0.00	
Gujarat Vibrant Magnetic Ltd	20,000	0.00	20,000	0.00	
Aaslo Steel Ltd	30,000	0.00	30,000	0.00	
Uniti Foundry Forge Ltd	3,250	0.00	3,250	0.00	
Trans India Steels Ltd	3,200	0.00	3,200	0.00	
ToshwinInds. Ltd	20,000	0.00	20,000	0.00	
BP Alloys Ltd	19,900	0.00	19,900	0.00	
Solar Pharmachem Ltd	20,000	0.00	20,000	0.00	
Forge & Blower Ind. Ltd	20,000	0.00	20,000	0.00	
Speciality Petroleum Ltd	20,000	0.00	20,000	0.00	
Do - Max Steel Ltd	10,000	0.00	10,000	0.00	
Bombay Mercantile Bank Shares	1	0.05	1	0.05	
<b>Total B</b>	<b>3,21,351</b>	<b>0.05</b>	<b>3,21,351</b>	<b>0.05</b>	
<b>Grand Total A+B</b>	<b>8,06,711</b>	<b>11.54</b>	<b>8,06,711</b>	<b>13.53</b>	
<b>Aggregate book value of quoted investment</b>	<b>4,85,360</b>	<b>11.49</b>	<b>4,85,360</b>	<b>13.48</b>	
<b>Aggregate book value of unquoted investment</b>	<b>3,21,351</b>	<b>0.05</b>	<b>3,21,351</b>	<b>0.05</b>	



#### 4 OTHERS FINANCIAL ASSETS

Particulars	As at 31st March 2023	As at 31st March 2022
Advance for business purpose- Sicom Limited	55.55	-
Office deposit	13.02	13.02
<b>Total</b>	<b>68.57</b>	<b>13.02</b>

#### 5 CURRENT TAX ASSETS (NET)

Particulars	As at 31st March 2023	As at 31st March 2022
Other Current Assets(income tax )	44.78	31.78
<b>Total</b>	<b>44.78</b>	<b>31.78</b>

#### 6 PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

Particulars	Gross Block				Depreciation and Amortisation				Net Block	
	As at April 01, 2022	Addition	Deduction	As at March 31, 2023	As at April 01, 2022	For the year	Deduction	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Computers	0.49	-	-	0.49	0.46	-	-	0.46	0.02	0.02
Flat	9.00			9.00	0.70	0.14	-	0.83	8.17	8.44
<b>TOTAL</b>	<b>9.49</b>	<b>-</b>	<b>-</b>	<b>9.49</b>	<b>1.16</b>	<b>0.14</b>	<b>-</b>	<b>1.29</b>	<b>8.19</b>	<b>8.47</b>

Particulars	Gross Block				Depreciation and Amortisation				Net Block	
	As at April 01, 2021	Addition	Deduction	As at March 31, 2022	As at April 01, 2021	For the year	Deduction	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Computers	0.49	-	-	0.49	0.46	-	-	0.46	0.02	0.02
Flat	9.00			9.00	0.56	0.14	-	0.70	8.30	8.44
<b>TOTAL</b>	<b>9.49</b>	<b>-</b>	<b>-</b>	<b>9.49</b>	<b>1.02</b>	<b>0.14</b>	<b>-</b>	<b>1.16</b>	<b>8.33</b>	<b>8.47</b>

#### 7 TRADE PAYABLE

Particulars	As at 31st March 2023	As at 31st March 2022
i. Total Outstanding dues of micro enterprises and small enterprises		
ii. Total Outstanding dues of creditors other than micro enterprises and small enterprises	5.60	5.46
	<b>5.60</b>	<b>5.46</b>



8 **BORROWINGS (OTHER THAN DEBT SECURITIES)**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>BORROWINGS (OTHER THAN DEBT SECURITIES) - AT AMORTISED COST</b>		
<b>Secured</b>		
<b>Loan</b>		
From Banks (Overdraft)	-	-
<b>Total (A)</b>		
Borrowings in India		-
Borrowings outside India	-	-
<b>Unsecured Loans</b>		
Form Related parties	587.36	180.10
Form Others		
Karshapana Credit Solution LLP	0.02	<b>50.02</b>
SARSAN SECURITIES PRIVATE LIMITED	449.70	
RELIANCE MONEY INFRASTRUCTURE LTD	795.50	<b>759.81</b>
<b>Total</b>	<b>1,832.58</b>	<b>989.93</b>

During the year under audit, company has entered into the agreement with an assignee party to recover his outstanding debts on a commission basis. During the financial year, company has recovered Rs. 100.00 Lakhs on behalf of assignee party and transferred Rs. 100.00 Lakhs. .

9 **OTHER FINANCIAL LIABILITIES**

Particulars	As at 31st March 2023	As at 31st March 2022
TDS payable	8.92	-
<b>PROVISION FOR EXPENSES</b>		
AnkurChaturvedi Remuneration	0.95	
JK Chaturvedi Remuneration	0.23	
NupurChaturvedi Remuneration	15.55	
Raj Kishore Chaturvedi Remuneration	-	
SiddharthChaturvedi Remuneration	0.58	
Salary Payable	4.14	
Audit Fees Payable	2.50	
Other Provisions for expenses	3.58	
Other Current Liabilities	0.84	45.74
JkChaturvedi Current A/C	18.94	18.94
SiddharthChaturvedi Current A/C.	2.42	2.42
<b>Total</b>	<b>58.64</b>	<b>67.09</b>



## 10. PROVISION

<b>PARTICULARS</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b><u>I) Provision For Expenses</u></b>		
Ankur Chaturvedi Remuneration	-	0.95
JK Chaturvedi Remuneration	-	0.23
Nupur Chaturvedi Remuneration	-	10.75
Siddharth Chaturvedi Remuneration	-	0.33
Salary Payable	-	3.59
Audit Fees Payable	-	1.50
Other Provisions	-	3.50
Statutory Dues	-	2.61
Mr. Chandraprakash Bhutda	-	0.08
<b>Total</b>	-	<b>23.53</b>

## 11. EQUITY SHARE CAPITAL

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>Authorised</b>		
1,00,00,000 Equity Shares ( Previous Year 1,00,00,000 of Rs. 10/- each)	1,000.00	1,000.00
	<b>1,000.00</b>	<b>1,000.00</b>
<b>Issued, Subscribed and Fully Paid-up :</b>		
5,64,85,00 Equity Shares ( Previous Year 5,64,85,00 of Rs. 10/- each)	564.85	564.85
	-	-
	<b>564.85</b>	<b>564.85</b>



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

<b>Particulars</b>	<b>Nos</b>	<b>Amount</b>	<b>Nos</b>	<b>Amount</b>
Equity shares outstanding as at the beginning of the year	56,48,500	564.85	56,48,500	564.85
Issued during the year	0	-	0	-
Equity shares outstanding as at the end of the year	56,48,500	564.85	56,48,500	564.85

**Details of shareholders holding more than 5% shares in the company**

<b>Particulars</b>	<b>Nos</b>	<b>%</b>	<b>Nos</b>	<b>%</b>
J K Chaturvedi	5,04,084	8.92%	4,69,143	8.31%

**Details of promotor shareholding in the company**

<b>Particulars</b>	<b>Nos</b>	<b>%</b>	<b>Nos</b>	<b>%</b>
J K Chaturvedi	5,04,084	8.92%	4,69,143	8.31%
ANKUR JAYKISHOR CHATURVEDI	1,43,361	2.54%	1,34,649	2.38%
SIDDHARTH JAYKISHOR CHATURVEDI	1,26,405	2.24%	94,188	1.67%

**Terms/Rights attached to equity shares:**

Equity Shares: The Company has only one class of Equity Shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.





## 12. OTHER EQUITY

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Statutory Reserve pursuant to Section 45-IC of the RBI Act, 1934</b>		
Opening balance	-	-
Add: Transfer during the year	-	-
<b>Closing balance</b>	-	-
<b>Securities Premium</b>		
Opening balance	-	-
<b>Closing balance</b>	-	-
<b>Capital Reserve</b>		
Opening balance	123.31	123.31
<b>Closing Balance</b>	<b>123.31</b>	<b>123.31</b>
<b>Retained earnings (Surplus/deficit in statement of profit and loss)</b>		
<b>Opening balance</b>	(353.30)	(360.51)
Add : Profit of the Year	(8.34)	7.22
Less: Provision for Tax 2019-20		
Add: Prior Period Items	-	
Less: Appropriation Transfer to Statutory reserves	-	
Add/Less: Ind AS adjustments on transition		
<b>Amount available for appropriation</b>	<b>(361.66)</b>	<b>(353.30)</b>



### NET LOSS IN ON FAIR VALUE CHANGE

(A) Net Loss on financial instruments at fair value through other comprehensive income		
(i) On financial instruments designated at fair value through other comprehensive income	(50.15)	(50.17)
<b>Total</b>	<b>(50.15)</b>	<b>(50.17)</b>

### 13. INTEREST INCOME

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>INTEREST INCOME</b>		
Interest on Others	196.39	77.78
<b>Total</b>	<b>196.39</b>	<b>77.78</b>

#### Other Revenue from Operatiions

Commission Income	19.85	2.13
Loss on sales of shares	(0.08)	0.01
Sale of Shares	167.49	-
	<b>187.26</b>	<b>2.14</b>

### 14. FINANCE COST

Finance & Other Card Charges	-	-
Interest To Others	119.44	23.47
	<b>119.44</b>	<b>23.47</b>

### 15. EMPLOYEE BENEFITS EXPENSES

Salary, Wages, Bonus etc	14.82	17.54
Director Remuneration	10.80	10.80
Staff Welfare expenses	-	0.35
	<b>25.62</b>	<b>28.69</b>



## 16. OTHER EXPENSES

Donation	-	0.05
Advertisement Expenses	0.37	0.27
Payments to Auditors ( including GST & Service tax)		
- Audit fees	1.00	0.75
- Tax Audit fees		
Bank Charges	0.30	0.12
Business Promotion	0.06	
Conveyance & Travelling Expenses	0.68	4.70
Custodial Fees	0.95	1.04
Dr Balance W/off		1.59
Electric Expenses		0.09
Legal Expenses	0.28	0.14
Legal & Professional Fees	4.19	2.32
Listing Fees	7.08	3.54
Office Exp	0.70	0.57
Printing & Stationery	0.05	0.02
Penalty To BSE Limited	2.56	-
Repair & Maintainance		0.18
Vehicle MaintainanceExp		0.49
Purchase of Share	215.96	-
Rent Paid	12.00	0.60
Demat Charges	0.60	1.36
	<b>246.79</b>	<b>246.80</b>



## 17. Earnings Per Shares

<b>(A)</b>	Net Profit / (Loss ) after tax attributable to equity shareholders for	31.03.2023	31.03.2022
	Basic EPS	(8.34)	7.22
	Add/Less: Adjustment relating to potential equity shares	-	-
	Net Profit / ( Loss ) after tax attributable to equity shareholders for		
	Diluted EPS	(8.34)	7.22
<b>(B)</b>	Weighted average no. of equity shares outstanding during the year		
	For Basic EPS	56.49	56.49
	For Diluted EPS	56.49	56.49
<b>(C)</b>	Face Value Per Equity Share (Rs.)	10.00	10.00
	Basic EPS	(0.15)	0.13
	Diluted EPS	(0.15)	0.13

### Note No. 18 Relayed Party Transactions

#### List of Related parties :-

Name of Related Party	Relationship
SIDDHARTH CHATURVEDI	KEY MANAGERIAL PERSONNEL
JAYKISHOR CHATURVEDI	KEY MANAGERIAL PERSONNEL
ANKUR CHATURVEDI	KEY MANAGERIAL PERSONNEL
NUPUR CHATURVEDI	KEY MANAGERIAL PERSONNEL
PAWANKUMAR SIKKA	KEY MANAGERIAL PERSONNEL
Ravi Kiran Malik	KEY MANAGERIAL PERSONNEL
MUKESH NARULA	KEY MANAGERIAL PERSONNEL
JKE POLYMERS PVT LIMITED	ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONNEL ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE
RAJ PETROPRODUCTS LIMITED	ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONNEL ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE
BRIJLAXMI INFOTECH LIMITED	ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONNEL ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE
ASIAN PETROPRODUCTS AND EXPORTS LIMITED	ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONNEL ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE
SHREENATH PLASTOPACK PRIVATE LIMITED	ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONNEL ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE
WORLD TRADIMPEX PVT LTD	ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONNEL ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE



## Related Parties Transaction

(Amount in Rs.)

Sr No	Related Parties	Relationship	O/s as at 31stMarch2023	O/s as at 31st March, 2022	Nature of Transaction	Amount of Transaction
1	BRIJLAXMI INFOTECH LTD	Common Management	2051158 Cr	683141 Dr	Loan Given	29,44,500
2	BRIJLAXMI INFOTECH LTD	Common Management	2051158 Cr	683141 Dr	Payment Received	56,78,800
	BRIJLAXMI INFOTECH LTD	Common Management	0	-	Rent paid	12,00,000
3	JK CHATURVEDI	Director	10713038 Cr	6510463 Cr	Loan Repayment	24,33,620
4	JK CHATURVEDI	Director	10713038 Cr	6510463 Cr	Loan Taken	66,36,195
5	JK CHATURVEDI HUF	Director' HUF	500000	300000 Cr	Loan Taken	2,00,000
6	JKE POLYMERS PVT LTD	Common Management	6010000 Cr	-	Loan Taken	60,10,000
7	SHREENATH PLASTOPACK PVT LTD	Common Management	5439000 Cr	-	Loan Repayment	18,16,000
8	SHREENATH PLASTOPACK PVT LTD	Common Management	5439000 Cr	-	Loan Taken	72,55,000
9	SIDDHARTH CHATURVEDI	Director	16912184 Cr	10156096 cr	Loan Repayment	12,76,000
10	SIDDHARTH CHATURVEDI	Director	16912184 Cr	10156096 cr	Loan Taken	80,32,089
	SIDDHARTH CHATURVEDI	Director	0		Remuneration Paid	6,00,000
11	WORLD TRADIMPEX PVT LTD	Common Management	8156963 CR	15863 cr	Loan Repayment	3,00,000
12	WORLD TRADIMPEX PVT LTD	Common Management	8156963 CR	15863 cr	Loan Taken	84,41,000
13	MUKESH NARULA	Key Managerial Personnel	95000 Cr	160000 cr	Loan Repayment	65,000
14	RAJ PETROPRODUCTS LTD	Common Management	6634265 Cr	12,765.00	Loan Repayment	1,01,000
15	RAJ PETROPRODUCTS LTD	Common Management	6634265 Cr	12,765.00	Loan Taken	67,22,500
16	NUPUR CHATURVEDI	Key Managerial Personnel	19800 Cr	-	Loan Taken	19800 Cr
	NUPUR CHATURVEDI	Key Managerial Personnel	0		Remuneration Paid	4,80,000
17	Mansi Gandhi	CS	-	-	Salary paid	2,70,000.00
18	J.J.Chemicals (Guj) Pvt Ltd	Common Management	182500 Cr	32500 Cr	Loan Repayment	1,00,000.00
19	J.J.Chemicals (Guj) Pvt Ltd	Common Management	182500 Cr	32500 Cr	Loan Taken	250000
20	ANKUR CHATURVEDI	Key Managerial Personnel	1118019 Cr	723019 Cr	Loan Repayment	165000
21	ANKUR CHATURVEDI	Key Managerial Personnel	1118019 Cr	723019 Cr	Loan Taken	560000

## Trade Payables ageing schedule: As at 31st March,2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME					0.00
(ii) Others	1.17	0.00	4.43		5.60
(iv) Disputed dues - Others					0.00



Trade Payables ageing schedule: As at 31st March,2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME					0.00
(ii) Others	2.02	0.00	3.44		5.46
(iv) Disputed dues - Others					0.00

Trade Receivables ageing schedule as at 31st March,2023

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good						0.00
(i) Undisputed Trade receivables - considered doubtful						0.00
(iii) Disputed trade receivables considered good						0.00
(iv) Disputed trade receivables considered doubtful						0.00

Trade Receivables ageing schedule as at 31st March,2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good		0.00				0.00
(i) Undisputed Trade receivables - considered doubtful						0.00
(iii) Disputed trade receivables considered good						0.00
(iv) Disputed trade receivables considered doubtful						0.00



## Notes to the financial statements for the year ended 31<sup>st</sup> March 2023

### **BRIEF PROFILE**

The company is incorporated on 13<sup>th</sup> August 1990 at Vadodara, Gujarat India. It is a Public limited company by its shares. The company is one of the RBI registered Non-Deposit taking Company NBFC and is into the business of Finance and Investments. The activities of the company includes financing, investing in shares & other securities, Commodities and other related activities of capital market.

The Registered Office of the Company is situated at 24, Suwarnapuri Society, Chikuwadi, Near Jetalpur Road, Alkapuri Vadodara - 390007

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **1.1 Statement of compliance**

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, 2023 of the Company is the financial statements prepared in compliance with Ind AS.

#### **Basis of preparation:**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act and the Master Direction – Non-Banking Financial Company (Reserve Bank) Directions, 2016 (‘the NBFC Master Directions’) issued by RBI. These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

The Financial statements have been prepared on a going concern basis. The Company presents its balance sheet in order of Liquidity.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Fair value measurements under Ind AS are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at reporting date
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities

#### **1.2 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 lakhs (INR) rounded off to zero decimal places as permitted by Schedule III to the Companies Act, 2013. Per share data are presented in Indian Rupee to two decimal places.

### 1.3 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.

Income from arbitrage comprises profit / loss on sale of securities held as stock-in-trade and profit / loss on equity derivative instruments is accounted as per following:

- i. 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.

- ii. Dividend income is recognised when the Company's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.
- iii. Fee and commission income and expense include fees other than those that are an integral part of EIR. The fees included in the Company statement of profit and loss include among other things fees charged for servicing a loan, non-utilisation fees relating to loan commitments when it is unlikely that these will result in a specific lending arrangement and loan advisory fees.
- iv. Profit / loss on sale of securities are determined based on the FIFO cost of the securities sold.
- v. Profit / loss on FNO Segment and Commodity transactions is accounted for as explained below:

Initial and additional margin paid over and above initial margin for entering into contracts for Equity Index / Stock Futures / Commodity Spot Trading/ Currency Futures and or Equity Index / Stock Options / Currency Options, which are released on final settlement / squaring-up of underlying contracts, are disclosed under "Other current assets". Mark-to-market margin-Equity Index / Stock Futures / Currency Futures representing the amounts paid in respect of mark to market margin is disclosed under "Other current assets".

"Equity Index / Stock Option / Currency Option Premium Account" represents premium paid or received for buying or selling the Options, respectively.

On final settlement or squaring up of contracts for Equity Index / Stock Futures / Currency Future, the realized profit or loss after adjusting the unrealized loss already accounted, if any, is recognized in the Statement of Profit and Loss. On settlement or squaring up of Equity Index / Stock Options / Currency Option, before expiry, the premium prevailing in "Equity Index / Stock Option / Currency Option Premium Account" on that date is recognized in the Statement of Profit and Loss.

As at the Balance Sheet date, the Mark to Market / Unrealised Profit / (Loss) on all outstanding arbitrage portfolio comprising of Securities and Equity / Currency Derivatives positions is determined on scrip basis with net unrealized losses on scrip basis being recognized in the Statement of Profit and Loss and the net unrealized gains on scrip basis are ignored.

- vi. 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.





#### **1.4 Property, Plant and Equipments**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation less impairment loss, if any. Historical cost comprises of purchase price, including non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separated items (major components) of property, plant and equipment.

##### **Depreciation methods, estimated useful lives and residual value:**

Depreciation is provided on the straight line method over the estimated useful lives of the assets which in certain cases may be different than the rate prescribed in Schedule II to the Companies Act, 2013, in order to reflect the actual usages of the assets.

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The assets' residual values, useful lives and method of depreciation are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized as income or expense in the statement of profit and loss.

#### **1.5 Intangible assets:**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Direct expenses and administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

Intangible assets are amortised on written down value method over the estimated useful life. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset are recognised in profit or loss when the asset is derecognised.

#### **1.6 Impairment of tangible and intangible assets other than goodwill**

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined in the case of an individual asset, at the higher of the net selling price and the value in use.



Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. For this purpose, the impairment loss recognised in respect of a cash generating unit is allocated first to reduce the carrying amount of any goodwill allocated to such cash generating unit and then to reduce the carrying amount of the other assets of the cash generating unit on a pro-rata basis.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit), except for allocated goodwill, is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss (other than impairment loss allocated to goodwill) is recognised immediately in the Statement of Profit and Loss.

## 1.7 Employee benefits:

### i. Short term employee benefits:

Employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

### ii. Post-employment benefits:

- a) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/ payable under the schemes is recognised during the period in which the employee renders the related service.
- b) Defined benefit plans: The employees' gratuity fund schemes and employee provident fund schemes managed by board of trustees established by the Company, the post-retirement medical care plan and the Parent Company pension plan represent defined benefit plans. The present value of the obligation under defined benefit plans is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to the weighted average maturity profile of the defined benefit obligations at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognised in other comprehensive income and is reflected in retained earnings and the same is not eligible to be reclassified to profit or loss.

Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognised in the Statement of Profit and Loss as employee benefit expenses. Interest cost implicit in defined benefit employee cost is recognised in the Statement of Profit and Loss under finance cost. Gains or losses on settlement of any defined benefit plan are recognised when the settlement occurs. Past service cost is recognised as expense at the earlier of the plan amendment or curtailment and when the Company recognizes related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

### iii. Long term employee benefits:

The obligation recognised in respect of long term benefits such as long term compensated absences is measured at present value of estimated future cash flows expected to be made by the Company and is recognised in a similar manner as in the case of defined benefit plans vide (ii) (b) above.



iv. Termination benefits:

Termination benefits such as compensation under employee separation schemes are recognised as expense when the Company's offer of the termination benefit is accepted or when the Company recognises the related restructuring costs whichever is earlier.

**1.8 Financial instruments:**

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

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

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

**1.9 Write off:**

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

**1.10 Impairment:**

The Company recognises loss allowances for ECLs on the following financial instruments that are not measured at FVTPL:

- Loans and advances to customers;
- Debt investment securities;
- Trade and other receivable;
- Lease receivables;
- Irrevocable loan commitments issued; and
- Financial guarantee contracts issued.

**Credit-impaired financial assets**

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

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

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



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

#### **1.11 Cash and bank balances:**

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

#### **1.12 Securities premium account:**

##### **i. Securities premium includes:**

- The difference between the face value of the equity shares and the consideration received in respect of shares issued pursuant to Stock Option Scheme.
- The fair value of the stock options which are treated as expense, if any, in respect of shares allotted pursuant to Stock Options Scheme.

ii. The issue expenses of securities which qualify as equity instruments are written off against securities premium account.

#### **1.13 Borrowing costs:**

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings, that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### **1.14 Accounting and reporting of information for Operating Segments:**

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments. Segment accounting policies are in line with the accounting policies of the Company.

#### **1.15 Foreign currencies:**

- i. The functional currency and presentation currency of the Company is Indian Rupee. Functional currency of the Company and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.
- ii. In currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the prevailing closing spot rate. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.  

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.
- iii. Financial statements of foreign operations whose functional currency is different than Indian Rupees are translated into Indian Rupees as follows –



- A. assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that Balance Sheet;
- B. income and expenses for each income statement are translated at average exchange rates; and
- C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

#### **1.16 Taxation:**

##### **Current Tax:**

Tax on income for the current period is determined on the basis of taxable income (or on the basis of book profits wherever minimum alternate tax is applicable) and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments/appeals.

##### **Deferred Tax:**

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognized for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

#### **1.17 Provisions, contingent liabilities and contingent assets:**

Provisions are recognised only when:

- i. an Company entity has a present obligation (legal or constructive) as a result of a past event; and
- ii. it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- iii. a reliable estimate can be made of the amount of the obligation

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- i. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- ii. a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

#### **1.18 Statement of cash flows:**

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, un-realised 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.

#### **1.19 Earnings per share:**

The Company presents basic and diluted 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. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

#### **1.20 Key source of estimation:**

The preparation of financial statements in conformity with Ind AS requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment & intangible assets, expected credit loss on loan books, future obligations in respect of retirement benefit plans, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

#### **1.21 Changes in Accounting Standard and recent accounting pronouncements (New Accounting Standards issued but not effective):**

On March 30, 2021, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2019, notifying Ind AS 116 on Leases. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lease accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently for operating lease, rentals are charged to the statement of profit and loss. The Company is currently evaluating the implication of Ind AS 116 on the financial statements.

The Companies (Indian Accounting Standards) Amendment Rules, 2019 notified amendments to the following accounting standards. The amendments would be effective from April 1, 2019

- a) Ind AS 12, Income taxes — Appendix C on uncertainty over income tax treatments
- b) Ind AS 19— Employee benefits
- c) Ind AS 23 – Borrowing costs
- d) Ind AS 28— investment in associates and joint ventures
- e) Ind AS 103 and Ind AS 111 — Business combinations and joint arrangements
- f) Ind AS 109 — Financial instruments

The Company is in the process of evaluating the impact of such amendments.

#### **1.22 Inventories**

Inventories have been valued at the method prescribed in the Accounting Standards.

#### **1.23 Other Income Recognition**

Interest on Loan is booked on a time proportion basis taking into account the amounts invested and the rate of interest.

Dividend income on investments is accounted for when the right to receive the payment is established.

#### **1.24 Purchases**

Purchase is recognized on passing of ownership in share based on broker's purchase note.



### **1.25 Expenditure**

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

### **1.26 Investments**

Current investments are stated at the cost. Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Investments are classified into current and long-term investments.

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

### **1.27 Related Parties**

Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions.

As required by AS-18 "Related Party Disclosure" only following related party relationships are covered:

- i. Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding Companies, subsidiaries and fellow subsidiaries);
- ii. Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture;
- iii. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- iv. Key management personnel (KMP) and relatives of such personnel; and
- v. Enterprises over which any person described in (iii) or (iv) is able to exercise significant influence.

### **1.28 Stock In Trade**

Shares are valued at cost or market value, whichever is lower. The comparison of Cost and Market value is done separately for each category of Shares.

Units of Mutual Funds are valued at cost or market value whichever is lower. Net asset value of units declared by mutual funds is considered as market value for non-exchange traded Mutual Funds.

### **1.29 Fair Value Hierarchy**

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

### **1.30 Financial Risk Management Objectives and Policies:**

The Company's activities are exposed to a variety of Financial Risks from its Operations. The key financial risks include Market risk, Credit risk and Liquidity risk.

#### **i. Market Risk:**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk, foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.

#### **ii. Foreign Currency Risk:**

There are no Foreign Currency transactions during the financial year.



**iii. Foreign Currency Sensitivity:**

There are no Foreign Currency transactions during the financial year.

**iv. Credit Risk:**

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

**v. Trade Receivables:**

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well-defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date.

**vi. Liquidity Risk:**

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

**1.31 Summary of Significant Accounting Policies General**

- Contingent Liabilities & Commitments - details given below
- Additional Information disclosed as per Part II of the Companies Act, 2013 – Nil

**1.32 Cash and cash Equivalents**

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

**1.33 Earnings/(loss) per share**

**i. Basic earnings/ (loss) per share**

Basic earnings / (loss) per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year.

**ii. Diluted earnings / (loss) per share**

Diluted earnings / (loss) per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.





## Note 27 – Contingent Liabilities-

The Company have following contingency Liability as on the Closing of current financial year.

Name of the Statute	Nature of the Dues	Amount* (Rs.)	Period to which the amount relates	Forum where Dispute is pending
Income Tax Act, 1961	Income Tax	829722	2003	Appeal – CIT(A)
Income Tax Act, 1961	Income Tax	598455	1995	ITAT
Income Tax Act, 1961	Income Tax	3147770	2018	Appeal – CIT(A)
Income Tax Act, 1961	Income Tax	598455	1996	ITAT

## Note 28: Corporate Social Responsibility

The Company does not meet the criteria specified in sub section (1) of section 135 of the Companies Act, 2013, read with Companies [Corporate Social Responsibility (CSR)] Rules, 2014. Therefore it is not required to incur any expenditure on account of CSR activities during the year.

## Note 29: Segment Reporting –

The company is primarily engaged in the single business of financing and there is no reportable secondary segment i.e. geographical segment. Hence, the disclosure requirement of Accounting Standard-17 “Segment Reporting” as notified by Companies (Accounting Standards) Rules, 2006 (as amended) is not applicable.

## Note 30: Disclosure of Related Party Transactions:

Wholly owned Subsidiary : Not Any  
Company under same Management : as per details provided below

### Companies in which Directors / relatives of Directors are interested:

1. JKE POLYMERS PVT LIMITED
2. RAJ PETROPRODUCTS LIMITED
3. BRIJLAXMI INFOTECH LIMITED
4. ASIAN PETROPRODUCTS AND EXPORTS LIMITED
5. SHREENATH PLASTOPACK PRIVATE LIMITED
6. WORLD TRADIMPEX PVT LTD
7. JJC(GUJARAT) PRIVATE LIMITED

## Note 31: Details of Loans given, Investments made, guarantees given covered under Section 186(4) of The Companies Act, 2013

Since your Company is one of the RBI registered NBFC (Non-deposit taking Company), provision of Section 186 of the Companies Act, 2013 are not applicable to the Company.



**Note 32: Remuneration to Auditors**

Particulars	31.03.2023	31.03.2022
Remuneration to Auditors for Audit purpose ₹	1.00	0.75

**Note 33:** There are no Micro and Small-Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2023. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. We relied on management representations for the same.

**Note 34: Recent pronouncements**

On March 24, 2021, the Ministry of Corporate Affairs (“MCA”) through a notification amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

**Note 35: Disclosure pursuant to RBI circular dated March 13, 2020 - Circular No. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 -**

Asset classification as per RBI Norms	Asset Classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provision required as per IRACP Norms	Difference Between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets Standard	Stage 1	-	-	-	-	-

**Note 36: Additional information, to the extent applicable, (other than what is already disclosed elsewhere) is disclosed in terms of Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016, as amended**

**i. CAPITAL TO RISK ASSETS RATIO (CRAR) -**

Sl. No.	Particulars	Current Year (₹ in Lakh)	Previous Year (₹ in Lakh)
a)	CRAR (%)	Nil	Nil
b)	CRAR - Tier I capital (%)	-	-
c)	CRAR - Tier II capital (%)	-	-
d)	Amount of subordinated debt raised as Tier-II capital	-	-
e)	Amount raised by issue of Perpetual Debt Instruments	-	-

**Note:** NBS-7 Return yet to be filed

The figures reported for the current year are based on Ind AS financials in terms of RBI Circular dated March 13, 2020 RBI/2019-20/170 DOR (NBFC). CC.PD.No.109/22.10.106/2019-20.



ii. **INVESTMENTS -**

Sl. No.	Particulars	Current Year (₹ in Lakh)	Previous Year (₹ in Lakh)
1	<b>Value of Investments</b>		
(i)	Gross Value of Investments <ul style="list-style-type: none"> <li>▪ In India</li> <li>▪ Outside India</li> </ul>	- -	- -
(ii)	Provision for Depreciation <ul style="list-style-type: none"> <li>a) In India</li> <li>b) Outside India</li> </ul>	- -	- -
(iii)	Value of Investments <ul style="list-style-type: none"> <li>a) In India</li> <li>b) Outside India</li> </ul>	- -	- -
2.	<b>Movement of provisions held towards depreciation on investments :</b>		
(i)	Opening Balance	-	-
(ii)	Add : Provisions made during the year	-	-
(iii)	Less : Write-off / write-back of excess provisions during the year	-	-
(iv)	Closing balance	-	-

iii. **EXPOSURE TO CAPITAL MARKET -**

Sl. No.	Particulars	Current Year (₹ in Lakh)	Previous Year (₹ in Lakh)
a)	direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	11.54	13.53
b)	advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds , convertible debentures , and units of equity-oriented mutual funds;	-	-
c)	advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
d)	advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
e)	secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
f)	bridge loans to companies against expected equity flows / issues;		
g)	all exposures to Venture Capital Funds (both registered and unregistered)		
	<b>Total Exposure to Capital Market</b>	<b>11.54</b>	<b>13.53</b>



**iv. ASSET LIABILITY MANAGEMENT -**

**Maturity pattern of certain items of assets and liabilities as on 31.03.2023**

(₹ in Lakh)

	1 day to 1 month	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Deposits	13.02	-	-	-	-	-	-	-	13.02
Advances	55.55	-	-	-	-	-	-	-	55.55
Investments	11.54	-	-	-	-	-	-	-	11.54
Borrowings	-	-	-	-	-	-	-	-	-
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-

**Maturity pattern of certain items of assets and liabilities as on 31.03.2022**

(₹ in Lakh)

	1 day to 1 month	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Deposits	13.02	-	-	-	-	-	-	13.02	13.02
Advances	-	-	-	-	-	-	-	-	-
Investments	13.53	-	-	-	-	-	-	-	13.53
Borrowings	-	-	-	-	-	-	-	-	-
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-

**In compiling the information in the above note, certain assumptions have been made by the Company and the same have been relied upon by the Auditors.**

**Note 37: Other statutory information**

- a) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- b) As per the information and explanations to us The Company do not have any transactions with companies struck off.
- c) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial Period.
- d) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the Period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- e) The Company has not been declared wilful defaulter by any bank or financial institution or other lender
- f) The Company does not have any Intangible Assets, thus, disclosures relating to revaluation of Intangible Assets is not applicable.
- g) The Company has not revalued its property, Plant and Equipment (including Right of use Assets), thus valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- h) "The Company has not advanced or loaned or invested funds to any other person or entity, including foreign entities (Intermediaries) with the understanding that the intermediary shall:



(i) 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

(ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries."

i) "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:

(i) 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

(ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries"

j) Company has complied with the number of layers prescribed under clause (87) of section 2.

k) Registration of charges or satisfaction with Registrar of Companies: Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

### **Note 38: Other Notes to Accounts**

- i. In the opinion of the management, current assets, loans and advances and other receivables are approximately of the value stated, if realized in the ordinary course of business. The provisions of all known liability are ascertained The Company is confident of receiving the dues and hence no contingency liabilities have been provided.
- ii. Company has not complied with some of the provisions of RBI Act viz. transferring 20% of profit in Statutory Reserve pursuant to Section 45-IC of RBI Act and standard, sub-standard, doubtful assets provisions.
- iii. Previous year figures have been restated to confirm the classification of the current year.
- iv. Balances of Sundry Debtors, Unsecured Loans, and Sundry Creditors are Loans & Advances are subject to reconciliation, since confirmations have not been received from them. Necessary entries will be passed on receipt of the same if required.
- v. The company has not provided for Gratuity and Leave Encashment to Employees on accrual basis, which is not in conformity with Ind AS-19 issued by ICAI. However, in the opinion of management the amount involved is negligible and has no impact on Statement of Profit & Loss.
- vi. During the year under audit, company has entered into the agreement with an assignee party to recover his outstanding debts on a commission basis. During the financial year, company has recovered Rs. 100.00 Lakhs on behalf of assignee party and transferred Rs. 100.00 Lakhs.
- vii. The disclosure regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 have not been made since the requirement does not pertain to financial year ended March 31, 2023.

**As per our Report on even date**

**For DBS & Associates**

**Chartered Accountants**

**Firm Registration No. 081627N**

**CA Roxy Teniwal**

**Partner**

**Membership No:141538**

**UDIN-22141538AKAUGL8623**

**Place: Mumbai**

**Date:30.05.2023**

**JaykishorChaturvedi**

**Director**

**DIN : 00467706**

**Place: Vadodara**

**SiddharthChaturvedi**

**Managing Director and CFO**

**DIN: 01968300**

**Place: Vadodara**

**Manshi Gandhi**

**Company Secretary**

**ACS 60088**

**Place: Vadodara**



Registered Office: 24, Suvernapuri Society, Chikuwadi, Near Jetalpur Road,  
Alkapuri, Vadodara, Gujarat-390007