



Date: 04.09.2023

To,  
Department of Corporate Filings,  
BSE Limited,  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

**Sub: Submission of Annual Report for Financial Year 2022-2023 in compliance with Regulation 34(1) of SEBI (LODR) Regulations, 2015.**

**Ref: Thirani Projects Limited (Scrip Code: 538464)**

Dear Sir/Madam,

This has reference to captioned subject and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith the soft copy of Annual Report for financial Year 2022-2023 in PDF format.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You,

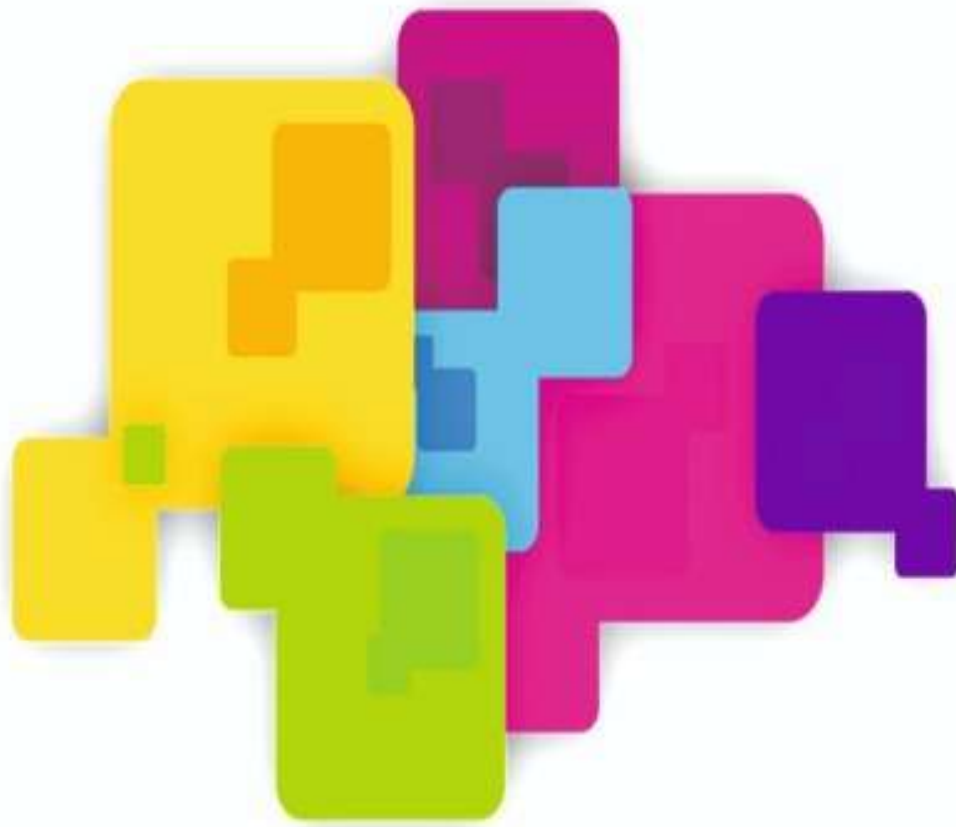
Yours Faithfully,  
**For Thirani Projects Limited**

**PRADEEP**  
**KUMAR DAGA**  
Digitally signed by  
PRADEEP KUMAR DAGA  
Date: 2023.09.05  
10:58:41 +05'30'

**Pradeep Kumar Daga**  
**Director**  
**DIN: 00080515**

**Encl.: As above**

C.C.To : The Calcutta Stock Exchange Ltd.



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# THIRANI PROJECTS LIMITED

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ANNUAL REPORT

2022-2023



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## Corporate Information's

### BOARD OF DIRECTORS

<b>Mr. Utpal Dey</b>	Chairman cum Managing Director
<b>Mr. Pradeep Kumar Daga</b>	Non-Executive Director
<b>Mrs. Santosh Choradia</b>	Non-Executive Woman Director
<b>Mr. Nitesh Singh</b>	Independent Director
<b>Mrs.Pritika Choraria</b>	Independent Director
<b>Mrs.Vaishali Kumari Shaw</b>	Independent Director
<b>Mr. Satyam Jaiswal</b>	Independent Director
<b>Mr. Vijay Kumar Ojha</b>	Chief Financial Officer cum Whole Time Director

### REGISTERED OFFICE

"SUBOL DUTT BUILDING"  
13, Brabourne Road, Mezzanine Floor, Kolkata-700001 (West Bengal)  
Tel.: +91 33 2231 5686  
E-mail : [info@thiraniprojects.com](mailto:info@thiraniprojects.com) ; [thiraniprojects@gmail.com](mailto:thiraniprojects@gmail.com)  
Website: [www.thiraniprojects.com](http://www.thiraniprojects.com)

### AUDITORS

M/s. R. K. Kankaria & Co  
Chartered Accountants  
33, Brabourne Road,  
3rd Floor, Kolkata-700 001  
Tel.: +91 33 2242 5812;  
E-mail: [rajesh@rkkco.in](mailto:rajesh@rkkco.in)

### BANKERS

HDFC Bank Ltd.  
Stephen House Branch, 4, B. B. D. Bag (E), Kolkata-700001

### REGISTRARS AND SHARE TRANSFER AGENTS

Maheshwari Datamatics Pvt. Ltd.  
23, R. N. Mukherjee Road, 5th Floor,  
Kolkata - 700 001 (W.B.) India  
Tel.: +91 33 22435029; 2248 2248; Fax: +91 33 22484787  
Website :[www.mdpl.in](http://www.mdpl.in); E-mail: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

### COMPANY SECRETARY CUM COMPLIANCE OFFICER

Mr. Yogesh Sharma

### Corporate Identity Number (CIN)

L45209WB1983PLC036538

***Audit Committee***

Chairman	Satyam Jaiswal
Member	Nitesh Singh
Member	Utpal Dey

***Stakeholders' Relationship Committee***

Chairman	Satyam Jaiswal
Member	Nitesh Singh
Member	Utpal Dey

***Nomination & Remuneration Committee***

Chairman	Satyam Jaiswal
Member	Nitesh Singh
Member	Pradeep Kumar Daga

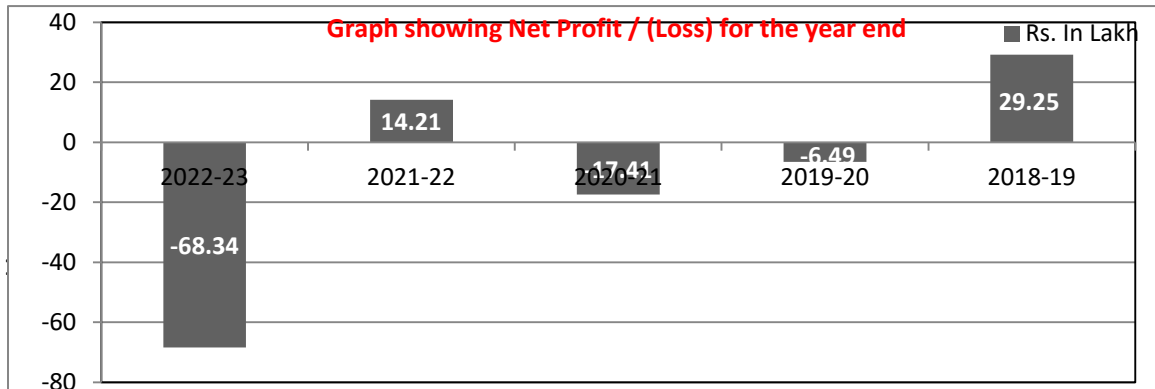
## Directors' Report

To  
The Members,  
Your Directors have pleasure in presenting the **Annual Report** of the Company together with Standalone Audited Accounts for the year ended on **31st March, 2023**.

### 1. FINANCIAL RESULTS :

*(Rs. in Thousand)*

Particulars	Standalone	
	Current Year	Previous Year
Sales & Other Income	7849	8355
Profit Before Depreciation & Taxation	(6834)	1488
Less : Depreciation	0.00	0.00
Less : Current Tax	0.00	0.00
Less : Mat Tax Credit	0.00	0.00
Less : Deferred Tax	0.00	(67)
Profit / ( Loss ) After Taxation	(6834)	1421
Add: Balance Brought Forward from Previous Year	1230	58
Surplus Available for Appropriation	(6,834)	1421
Appropriations	(5629)	1230
Provision for Standard Assets (As per RBI Act)	(25)	49
Provision of Doubtful Assets	0.00	0.00
Transferred to Reserve Fund	0.00	(298)
Balance Carried To Balance Sheet	(5629)	1230



During the year under review, the Company has made a loss of **Rs. -68.34** lakh. Your Directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the company in the current Financial Year.

**2. BRIEF DESCRIPTION OF THE STATE OF COMPANY'S AFFAIRS:**

The Company is a Non-Banking Finance Company and is presently engaged in the business of Investing and Financing.

In the multi-tier financial system of India, importance of NBFCs in the Indian financial system cannot be neglected. The Company expects that with a stable and a reformed government at the center, there will be positive growth and further rationalization of capital market, which will lead to more investment, value creation, capitalization and thus the additional wealth for investors and see better prospects in near future. Also, with the growing economy there will be more opportunities for financing which will prove beneficial for our company. The Company expects better results in near future in anticipation of the policy reforms combined with the dedication of the highly motivated team with excellent understanding of the operations along with magnificent customer relation skills.

**3. DIVIDEND:**

In view of strengthening the financial position of the Company and to enhance the reserve base of the Company your directors are not recommending any dividend during the financial year.

**4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND :**

Since there was no unpaid/unclaimed Dividend declared and paid in previous year, the provisions of Section 125 of the Companies Act, 2013 is not applicable to the Company.

**5. SHARE CAPITAL:**

The paid-up equity capital as on March 31, 2023 was Rs. 2021.29 lakhs. The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

**6. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and the date of this report

**7. TRANSFER TO RESERVES:**

The Company has not transferred any fund to reserves during the financial year 2022-23.

**8. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE:**

Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. No cases have been files under the Act as the Company is keeping the working environment healthy.

**9. CORPORATE SOCIAL RESPONSIBILITY:**

The Provisions of section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the company.

**10. RISK MANAGEMENT:**

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

**11. AUDITORS:**

**Statutory Audit:**

At the Annual General Meeting held on September 15, 2018, the Members approved appointment of M/s. R. K. Kankaria & Co., Chartered Accountants, (Firm Registration No. 321093E), Kolkata, as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2023. The requirement to place the matter relating to appointment of auditors for ratification by Members at every Annual General Meeting has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

The statutory auditor's report does not contain any qualifications, reservations, or adverse remarks or disclaimer.

**Secretarial Audit:-**

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report.

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 Ms. Pooja Bansal, Practicing Company Secretaries (C.P. No. 18524 & Membership Number A50458) to undertake the Secretarial Audit of the Company. The Secretarial Audit report for the financial year ended 31st March, 2023 is annexed herewith as "Annexure - A" to this report.

**12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Director Mr. Vijay Kumar Ojha (DIN: 09281082), who retires by rotation and being eligible, offers himself for re-appointment.

In the opinion of the Board, all the Independent Directors are well experienced business leaders. Their vast experience shall greatly benefit the Company. Further, they possess integrity and relevant proficiency which will bring tremendous value to the Board and to the Company.



Pursuant to the provisions of section 203 of the Act, the Key Managerial Personnel of the Company as on 31.03.2023 are Mr. Utpal Dey (DIN: 06931935), Managing Director, Mr. Vijay Kumar Ojha, Chief Financial Officer cum Whole Time Director (DIN: 09281082) and Mr. Yogesh Sharma, Company Secretary.

**13. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and requirements under the Companies Act, 2013, the Report on Corporate Governance together with Statutory Auditors view and management discussion & analysis report regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

**14. FIXED DEPOSIT:**

Your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 as amended.

**15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

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

**16. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and to maintain its objectivity and independence, the Audit Committee reports to the Chairman of the Audit Committee and & to the Board Chairman & Managing Director.

**17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO**

The provisions of Section 134(3)(m) of the Companies Act, 2013, regarding conservation of energy and technology absorption, are not applicable.

Further there were no foreign exchange inflow or outgo during the period under review.

**18. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS :**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Stakeholders Relation,

Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**19. NOMINATION & REMUNERATION POLICY:**

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

**20. MEETINGS:**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 10 (Ten) Board Meetings, 5 (five) Audit Committee Meetings, 5 (five) Nomination & Remuneration Committee Meetings and 3 (three) Stakeholders' Relationship 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.

**21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY :**

A Related Party Policy has been devised by the Board of Directors for determining the materiality of transactions with related parties and dealings with them. The said policy may be referred to at the website of the Company <http://www.thiraniprojects.com/>. The Audit Committee reviews all related party transactions quarterly. Necessary approval of the Audit Committee and the Board of Directors were taken wherever required.

**22. ENVIRONMENT AND SAFETY :**

The Company is conscious of the importance of environmentally clean & safe environment. Since your company is a Non-Banking financial company so the question of environment pollution does not arise.

However, the company ensures safety of all concerned, compliances environmental regulations and prevention of natural resources.

**23. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of clause (c) of sub-section (1) and sub section (5) of section 134 of the Companies Act, 2013 ('the Act') and based on the representations received from the operating management, the Directors hereby confirm that:

- i. In preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
- ii. The Directors had selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period.

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

**24. SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary, hence the compliance of provisions of section 129(3) of the Companies Act, 2013 are not applicable.

**25. CODE OF CONDUCT:**

The Board of Directors has a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been posted on the Company's website. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

**26. RELATED PARTY TRANSACTION POLICY:**

The policy regulates all transactions between the company and its related parties. The policy is available on the website of the company ([http://www.thiraniprojects.com/download/code of conduct/policy-of-related-party-transaction.pdf](http://www.thiraniprojects.com/download/code_of_conduct/policy-of-related-party-transaction.pdf))

**27. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS :**

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

**28. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The vigil mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The Chairman of Audit and Chairman of the Board looks into the complaints raised.

**29. PREVENTION OF INSIDER TRADING:**

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

**30. EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Return as on March 31, 2023 is available at the website of the Company [www.thiraniprojects.com](http://www.thiraniprojects.com)

**31. PARTICULARS OF EMPLOYEES:**

Human Capital is an important asset for the Company and the Company has taken and shall continue to take adequate steps towards education and enrichment of the human capital. Your Directors place on record the sense of appreciation for the valuable contribution made by the staff members of the company and hope that their continued support will help in achieving the goals of the Company. None of the employees of the company are in receipt of remuneration in excess of the limit prescribed 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.

**32. PRESERVATION OF DOCUMENTS:**

All the documents as required under the Act, has been properly kept at the registered office of the Company.

**33. LISTING WITH STOCK EXCHANGE**

The Company confirms that it has not defaulted in paying the Annual Listing Fees for the financial year 2022-23 to the Bombay Stock Exchange Limited (BSE) and The Calcutta Stock Exchange Limited where the shares of the Company are listed.

Further, The Company has applied to The Calcutta Stock Exchange Ltd. (CSE) for voluntary delisting of equity shares and the same is under process by the Department.

**34. DEPOSITORY SYSTEM :**

Your Company's equity shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As of March 31, 2023, 99.99% of the equity shares of your Company were held in demat form.

**35. SECRETARIAL STANDARDS OF ICSI :**

The Company is in compliance with the relevant provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

**36. ACKNOWLEDGEMENTS:**

The Board wishes to place on record their gratitude for the co-operation and assistance received from all those who contributed by some means or other for the performance of the company and expect the same in the future.

For and on behalf of the Board

Date: **26th day of May, 2023**

Place: **Kolkata**

**Utpal Dey**

**Managing Director cum CEO**

**(DIN: 06931935)**

**Vijay Kumar Ojha**

**Whole Time Director cum CFO**

**(DIN : 09281082)**

**Form No. MR-3**

SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**THIRANI PROJECTS LTD.**  
**CIN: L45209WB1983PLC036538**  
Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor  
Kolkata - 700001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **THIRANI PROJECTS LTD** (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2023 ('Audit Period') 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 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **No events / actions occurred during the Audit Period in pursuance of this regulation;** and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and
- (vi) Other specifically applicable laws to the Company.

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with all the laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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 Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. 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 for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda 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 by the directors.
- All decisions at Board Meetings and Committee Meetings are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



I further report that during the audit period, there was no other event/action having major bearing on the Company's affairs.

**POOJA BANSAL**

**Practicing Company Secretary**

**ICSI Membership Number: A50458**

**Certificate of Practice Number: 18524**

**Peer Review Certificate No.: 1725/2022**

**UDIN: A050458E000392239**

**Place: Kolkata**

**Date: May 26, 2023**

**'ANNEXURE A'**

To,

The Members

**THIRANI PROJECTS LTD.**

**CIN:** L45209WB1983PLC036538

Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor

Kolkata – 700001

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My 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 test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I 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 management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**POOJA BANSAL**

**Practicing Company Secretary**

**ICSI Membership Number: A50458**

**Certificate of Practice Number: 18524**

**Peer Review Certificate No.: 1725/2022**

**UDIN: A050458E000392239**

**Place: Kolkata**

**Date: May 26, 2023**

**SECRETARIAL COMPLIANCE REPORT OF  
THIRANI PROJECTS LTD.  
FOR THE YEAR ENDED MARCH 31, 2023  
(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated February 8, 2019)**

To,  
The Members  
**THIRANI PROJECTS LTD.**  
CIN: L45209WB1983PLC036538  
Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor  
Kolkata - 700001

I, CS Pooja Bansal, Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. THIRANI PROJECTS LTD.** ('the listed entity'), having its Registered Office at **Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata - 700001**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Pooja Bansal, Practicing Company Secretaries, have examined:.

- (a) all the documents and records made available to us and explanation provided by the **Listed Entity**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations,

circulars, guidelines issued thereunder; and

- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable during the Review Period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable during the Review Period;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable during the Review Period;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) Other applicable regulations and circulars/guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	

2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	Yes	
4.	<p><b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	
6.	<p><b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as</p>	Yes	

	per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	
12.	<b>Additional Non-compliances, if any:</b>	Yes	

No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.		
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	No such instances
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its	NA	No such instances

material subsidiary to the Audit Committee:

- a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.
- b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.
- c. The Audit Committee / Board of Directors, as the case may



	<p>be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p><b>ii. Disclaimer in case of non-receipt of information:</b></p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such instances

(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation / CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
<i>No such instances</i>										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
<i>No such instances</i>										

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished,  
are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This  
is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of  
the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**Pooja Bansal**  
**Practicing Company Secretary**  
**ACS No.: 50458**  
**CP No.: 18524**  
**Peer Review No. 1725/2022**

**UDIN: A050458E000392118**

Date : May 26, 2023

Place : Kolkata

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

The Members

**THIRANI PROJECTS LTD.**

**CIN:** L45209WB1983PLC036538

Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor

Kolkata - 700001

I have examined the relevant registers, records, forms, returns and the disclosures received from the Directors of THIRANI PROJECTS LTD, having CIN L45209WB1983PLC036538, and registered office at Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata – 700001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 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:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	Mr. Pradeep Kumar Daga	00080515	07/01/2017
2.	Mr. Utpal Dey	06931935	14/11/2018
3.	Mrs. Santosh Choradia	08471379	31/10/2019
4.	Mr. Nitesh Singh	08751700	03/06/2020
5.	Mr. Pritika Choraria	08752495	03/06/2020
6.	Ms. Vaishali Kumari Shaw	08804508	01/08/2020
7.	Mr. Vijay Kumar Ojha	09281082	17/08/2021
8.	Mr. Satyam Jaiswal	09282921	17/08/2021

Ensuring the eligibility of 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.

**POOJA BANSAL**

**Practicing Company Secretary**

**ICSI Membership Number: A50458**

**Certificate of Practice Number: 18524**

**Peer Review Certificate No.: 1725/2022**

**UDIN: A050458E000392074**

**Place: Kolkata**

**Date: May 26, 2023**

## ANNEXURE TO THE DIRECTORS' REPORT

### " Corporate Governance Report "

The detailed Report on Corporate Governance as per the format prescribed by SEBI and incorporated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out below.

#### A) MANDATORY REQUIREMENTS:

##### 1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy of corporate governance is to achieve business excellence by enhancing the long-term welfare of all its stakeholders. The Company has implemented mandatory requirements of the code of Governance as mentioned in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### 2) BOARD OF DIRECTORS

###### a) Composition

The Board comprises of executive and non-executive Directors of whom four are independent directors. The composition of the Board and other details relating to Directors are given below:

Name of the Director	Designation	Category of Directorship	No of other Directorship in other Companies		Membership of Board committees <sup>2</sup> of other Companies
			Public	Private	
Mr. Utpal Dey	Managing Director cum CEO	Executive	--	2	--
Mr. Pradeep Kumar Daga	Non Executive Director	Non-Executive	4	2	1
Ms. Santosh Choradia	Non Executive Director	Non-Executive	1	--	--
Mr. Vaishali Kumari Shaw	Director	Non-Executive Independent	2	--	2
Ms. Pritika Choraria	Director	Non-Executive Independent	1	--	2
Mr. Satyam Jaiswal	Director	Non-Executive Independent	2	--	1
Mr. Nitesh Singh	Director	Non-Executive Independent	4	--	6
Mr. Vijay Kumar Ojha	Whole Time Director cum CFO	Executive	--	--	--

#### Note:

- Memberships of the Directors in various Committees are within the permissible limits of the Listing Regulations.
- Includes Membership of Audit and Stakeholders Relationship Committees of other Indian Public Limited Companies only.

###### b) Board Procedure:

There is a set of rules and regulations for governing the procedure to be followed while conducting the Board and Committee Meetings. The Company adheres to applicable Secretarial Standards as specified by The Institute of Company Secretaries of India, for conducting the Board Meetings. The Company Secretary of the Company circulates the agenda of the meeting along with all the supporting documents to all the directors entitled to receive the same, to facilitate meaningful and quality discussions at the time of the meeting.

###### c) Code of Conduct

The Board has laid down a Code of Conduct for all directors and senior management of the company. All directors and senior management personnel have affirmed compliance with the

code for the year 2022-23. A declaration by Managing Director in this regard has been given in Annual Report.

During the financial year ending 31.03.2023 the Board of Directors were held 10 (ten) meetings on 25.04.2022, 27.05.2022, 22.06.2022, 11.08.2022, 02.09.2022, 30.09.2022, 14.11.2022, 20.12.2022, 13.02.2023 and 27.03.2023.

**d) Attendance of Directors :**

The attendance Record of Directors at Board Meeting and at the last Annual General Meeting during the financial year 2022-23 is as follows:

Name of the Director	Attendance at the last Annual General Meeting held on 29 <sup>th</sup> September , 2022	Attendance at the Board Meetings held during the year
		Total Meetings Attended
Mr. Utpal Dey	Yes	10
Mr. Pradeep Kumar Daga	Yes	10
Ms. Santosh Choradia	Yes	10
Mr. Satyam Jaiswal	Yes	10
Mr. Nitesh Singh	Yes	10
Mrs. Pritika Choraria	Yes	10
Mrs. Vaishali Kumari Shaw	Yes	10
Mr. Vijay Kumar Ojha	Yes	10

**Brief of directors seeking appointment / re-appointment:**

Director Mr. VIJAY KUMAR OJHA (DIN: 09281082), who retires by rotation and being eligible, offers himself for re-appointment.

**e) Familiarization Programme**

The details of the familiarization programme have been disclosed on the Company’s website [www.thiraniprojects.com](http://www.thiraniprojects.com).

**3) AUDIT COMMITTEE**

The Composition procedure, role / function of the Audit Committee comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review 5 (five) meetings of the Audit Committee were held on 27.05.2022, 22.06.2022, 11.08.2022, 14.11.2022 and 13.02.2023. The brief terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial report process and disclosure of its financial information.
2. Review of quarterly and annual financial results before submission to the Board.
3. Disclosure with Statutory and Internal auditors about the nature and scope of audit and their observations.
4. Investigate any matter referred to by the Board.

**The Composition of the Audit Committee:**

Members	Designation	Category	Numbers of Meetings Attended
Mr. Satyam Jaiswal	Chairman	Non-Executive & Independent	5
Mr. Nitesh Singh	Member	Non-Executive & Independent	5

Mr. Utpal Dey	Member	Executive & Managing Director	5
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#### 4) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Shareholders/Investors Grievance Committee is to look into the specific Complaints received from the Shareholders of the Company. During the year under review 3 (three) meeting of the Stakeholders Relationship Committee were held on 27.05.2022, 20.12.2022 and 27.03.2023. Investor grievances are resolved by the Committee who operates subject to the overall supervision of the Board. The Committee meets on the requirement basis during the financial year to monitor and review the matters relating to investor grievances.

The company had not received any complaints from its investors during the financial year 2022-23. At present there are no complaints pending to be resolved before SEBI SCORES.

**The Composition of the said Committee is as follows:**

Members	Designation	Category	Numbers of Meetings Attended
Mr. Satyam Jaiswal	Chairman	Non-Executive & Independent	3
Mr. Nitesh Singh	Member	Non-Executive & Independent	3
Mr. Utpal Dey	Member	Executive & Managing Director	3

Date	Type of Meeting	Satyam Jaiswal	Nitesh Singh	Utpal Dey
27.05.2022	Stakeholders' Relationship Committee Meeting			
20.12.2022	Stakeholders' Relationship Committee Meeting			
27.03.2023	Stakeholders' Relationship Committee Meeting			



= Present in Meeting.



= Absent in Meeting.


#### 5) REMUNERATION AND NOMINATION COMMITTEE :

The remuneration and nomination committee has been constituted by the Board of Directors to review and / or recommend regarding the composition of the Board; identify independency of Directors and the remuneration of the Executive Directors of the Company in accordance with the guidelines lay out by the statute and the listing agreement with the stock exchange. The committee evaluates and approves the appointment and remuneration of senior executives, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programs such as succession planning, employment agreements, severance agreements and any other benefits. During the year 5 (five) meetings of the nomination and remuneration committee was held on 27.05.2022, 22.06.2022, 11.08.2022, 14.11.2022 and 13.02.2023.



**The Composition of the said Committee is as follows:**

Members	Designation	Category	Numbers of Meetings Attended
Mr. Satyam Jaiswal	Chairman	Non-Executive & Independent	5
Mr. Nitesh Singh	Member	Non-Executive & Independent	5
Mr. Pradeep Kumar Daga	Member	Non Executive	5

Date	Type of Meeting	Satyam Jaiswal	Nitesh Singh	Pradeep Kumar Daga
27.05.2022	Nomination & Remuneration Committee Meeting			
22.06.2022	Nomination & Remuneration Committee Meeting			
11.08.2022	Nomination & Remuneration Committee Meeting			
14.11.2022	Nomination & Remuneration Committee Meeting			
13.02.2023	Nomination & Remuneration Committee Meeting			



= Present in Meeting.



= Absent in Meeting

**Details of remuneration and sitting fees paid to Directors:****Executive Director and KMP**

The Company pays remuneration to its Managing Director and other Managerial Personals by way of salary (as fixed component) subjected to the overall ceiling as stipulated in the Companies Act, 2013. Given below are the details of Remuneration paid to Key Managerial Personal (KMP) Viz., Managing Director, Company Secretary & CFO:

Name of Executive Director & KMP	Category	Total Salary paid during April, 2022 to March, 2023
Mr. Utpal Dey	Managing Director	Rs. 3,00,000/-
Mr. Yogesh Sharma	Company Secretary	Rs. 7,59,000/-
Mr. Vijay Kumar Ojha*	CFO & Whole Time Director	Rs. 3,60,000/-

\* No remuneration paid to him as whole time director.

**Non-Executive Directors**

The Company had not paid sitting fees to Non-Executive Directors for the financial year ended 31.03.2023. None of the Directors has any material financial interest in the Company

**6) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The provision relation to CSR is not applicable to the company and hence no such committee had been formed.

**7) MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT OF INTERESTS OF COMPANY AT LARGE.**

During the year 2022-2023, there were no materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. The Policy on related party transactions and policy for determining material subsidiaries is available on [www.thiraniprojects.com](http://www.thiraniprojects.com). Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Financial Statements, forming part of the Annual Report.

**8) DETAILS OF NON-COMPLIANCE**

There is no non-compliance during the Financial year 2022-23

**9) POLICY TO PREVENT SEXUAL HARASSMENT AT THE WORK PLACE:**

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Thirani Projects Ltd.

**10) DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENT:**

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of listing regulations. The Company has submitted quarterly compliance report on Corporate Governance with Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

Corporate Governance Report for the whole of financial year is given in table below:

<b>I. Disclosure on website in terms of Listing Regulations:</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower Policy	Yes
Criteria of making payments to Non-Executive Directors	Yes
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'Material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes

Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	NA

**II. Annual Affirmations:**

Particulars	Regulation	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2), (3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5), (6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5)&(6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes

Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes

**11) INDEPENDENT DIRECTORS MEETING:** Schedule IV of the Companies Act, 2013 and the Rules under it mandate that the independent directors of the company hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. It is recommended that all the independent directors of the company be present at such meetings. These meetings are expected to review the performance of the non-independent directors and the board as a whole, as well as the performance of the chairman of the Board, taking into account the views of the executive directors and non executive directors, assess the quality, quantity and timeliness of the flow of information between the Management and the Board that is necessary for it to effectively and reasonably perform its duties. The meetings were held on 7<sup>th</sup> January, 2023.

Even before the Companies Act, 2013 came into effect, our Board's policy required our independent directors to hold quarterly meetings attended exclusively by the independent directors. At such meetings, the independent directors discuss, among other matters, the performance of the company and risks faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, human resource matters and performance of the executive members of the board, including the chairman.

**12) DECLARATION BY INDEPENDENT DIRECTORS:**

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

**13) GENERAL BODY MEETINGS**

The previous three Annual General Meetings of the Company held on the dates, at time and venue given below:

(a) (i) The details of Annual General Meetings held in the last three years are as under:-

Financial Year	Date	Time	Venue
2021 - 2022	29.09.2022 Thursday	12:00 Noon	THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM")
2020 - 2021	30.09.2021 Thursday	11:00 A.M.	THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM")
2019 - 2020	30.12.2020 Wednesday	12:00 Noon	THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM")

(ii) Details of Extra-Ordinary General Meeting held in the last three years: NIL

- (b) Whether any special resolutions passed in the previous 3 AGMs/EGMs: NIL
- (c) Whether any special resolution passed last year through postal ballot and details of voting pattern?  
 During the Financial Year 2022-23 Special Resolution were not passed through Postal Ballot and the special Resolution passed at the Annual General Meeting of the company were not put through Postal Ballot.
- (d) Person who conducted the postal ballot exercise? - Not Applicable.

**14) DISCLOSURES**

During the financial year ended March 31, 2023 there were no materially significant related party transactions with the Company's Directors or their relatives. The Company has complied with all the statutory requirements comprised in the Listing Agreements / Regulations / Guidelines / Rules of the Stock Exchanges / SEBI / other Statutory Authorities.

**15) MEANS OF COMMUNICATIONS**

The quarterly / half-yearly and annual financial results of the Company are sent to the Stock Exchanges where the shares of the Company are listed immediately after they have been taken on record by the Board. The same are usually published in the Financial Express (All Edition) and Arthik Lipi Bengali newspaper in the state of Bengal. The Company is also providing information relating to the material events from time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened.

**16) GENERAL SHAREHOLDER INFORMATION**

**(a) ANNUAL GENERAL MEETING:**

AGM Date, Time and Venue	"Tuesday" 26th September, 2023 at 1:00 P.M. <b>THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM")</b>
Financial Calendar	<b>1st April To 31st March</b>
Date of Book Closure	<b>20th September, 2023 to 26th September, 2023 (both days inclusive)</b>
Listing on Stock Exchanges	<b>BSE Limited (Scrip Code : 538464) The Calcutta Stock Exchange Ltd. (Scrip Code: 030078)</b>
Demat ISIN No. for CDSL and NSDL	<b>INE901C01017</b>
Listing Fee	<b>Paid to the exchanges for the year 2022-2023</b>
Custodial Fees	<b>Paid to the NSDL &amp; CDSL for the year 2022-2023</b>
Registrar and Share Transfer Agents	<b>Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001 Tel. : +91 33 2243 5029 &amp; 2248 2248 Fax : +91 33 2248 4787 E-mail : mdpldc@yahoo.com; info@mdpl.in</b>

**(b) LISTING OF SECURITIES:**

The Equity Shares of your Company are listed on BSE Limited and The Calcutta Stock Exchange Ltd. The names and addresses are given below:

Sr. No	Name and Address of the Stock Exchange	Scrip code
1.	BSE Limited(Formerly: Bombay Stock Exchange Limited) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Web: <a href="http://www.bseindia.com">http://www.bseindia.com</a>	<b>538464</b>
2.	The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Kolkata-700001 Web: <a href="https://www.cse-india.com">https://www.cse-india.com</a>	<b>030078</b>

**(c) MARKET PRICE DATA: High-Low During each month in the last Financial Year (Rs):**

The details of monthly highest and lowest closing quotations of the equity shares of the Company has obtained Trading approval from BSE Limited during the financial year 2022-23 are as under :

BSE Ltd.			
Month	High	Low	
April' 2022	4.58	3.14	
May' 2022	3.72	2.85	
June' 2022	3.44	2.42	
July' 2022	3.04	2.36	
August' 2022	3.57	2.43	
September' 2022	3.43	2.62	
October' 2022	3.15	2.48	
November' 2022	2.91	2.24	
December' 2022	2.58	1.80	
January' 2023	2.98	2.00	
February' 2023	2.74	2.02	
March' 2023	2.68	1.94	

**(d) SHARE TRANSFER SYSTEM**

Shares received for transfer by the Company or its Registrar and Share Transfer Agent in physical mode are processed and all valid transfers are approved. The share certificate(s) is/are duly transferred and dispatched within a period of 21 days from the date of receipt. All Shares have been transferred and returned within the prescribed time limit, provided the documents were complete.

**(e) REGISTRAR AND SHARE TRANSFER AGENTS :**

Maheshwari Datamatics Pvt. Ltd.  
 23, R. N. Mukherjee Road, 5th Floor,  
 Kolkata - 700 001  
 Tel. : +91 33 2243 5029 & 2248 2248  
 Fax : +91 33 2248 4787  
 E-mail: mdpldc@yahoo.com ; [info@mdpl.in](mailto:info@mdpl.in)

**(f) DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

The Company's Equity Shares are under Compulsory Demat trading by all categories of investors. As on **31st March, 2023**, 99.99% of the total shares are in dematerialized form.

**DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2023:**

The shareholding distribution of equity shares of face value of Rs. 10/- each as at 31st March, 2023 is given below:

No. of Equity Shares held between	Number of Shareholders	Percentage of shareholders	Number of Shares	Percentage of share
Up to 500	5032	76.6256	746093	3.6912
501 to 1000	766	11.6644	640799	3.1703
1001 to 2000	384	5.8474	588988	2.9139
2001 to 3000	119	1.8121	309009	1.5288

3001 to 4000	41	0.6243	147344	0.7290
4001 to 5000	57	0.8680	268302	1.3274
5001 to 10000	85	1.2944	268302	3.2027
Above 10000	83	1.2639	647349	83.4369
<b>Total</b>	<b>6567</b>	<b>100.0000</b>	<b>20212875</b>	<b>100.0000</b>

**CATEGORY OF SHAREHOLDERS AS ON 31<sup>ST</sup> MARCH, 2023:**

Category	No. of Shares	%Age
Public	79,14,170	39.15
Domestic Bodies Corporate	81,26,783	40.21
Clearing Member, Clearing Corporation and NRI	1,01,922	0.50
Promoters & Associates	40,70,000	20.14
<b>TOTAL</b>	<b>2,02,12,875</b>	<b>100.00</b>

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Directors have pleasure in presenting the Management Discussion and Analysis Report for the year ended on 31<sup>st</sup> March, 2023. This Report have been included in consonance with the Code of Corporate Governance as approved by the Securities and Exchange Board of India (SEBI).

The Management of the Company is presenting herein the overview, opportunities, threats and overall strategy of the Company and its outlook for the future. This outlook is based on Management's own assessment and it may vary due to Economic and other future developments in the Country.

### **ECONOMIC OVERVIEW**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2022- 23 the Indian economy is expected to grow at 7 to 8.25 per cent during FY 2020-21, despite the uncertainties in the global market.

Uncertainties, however, continue to loom over the global economy, which could have a cascading effect on the Indian economy. The build-up of financial vulnerabilities remains a key concern. Non-financial corporate debt has also grown rapidly in some emerging markets, necessitating a policy response. Other factors that could impact global investments are increase in trade barriers and regulatory realignments, while a rise in commodity prices could also adversely affect the non-OPEC (Organization of the Petroleum Exporting Countries) markets.

The overall forecast for the coming years appears positive, with growth rates for many of the Eurozone economies having been revised upwards. Germany, Italy and the Netherlands are, in

particular, reflecting stronger momentum in domestic demand and higher external demand. In EMDEs (Emerging Markets & Domestic Economies), pickup of growth in commodity exports

(forecast to rise to an average of 3.1% in 2020-21) is expected to boost growth to an average of 4.7% in 2019-20.

The Advance Estimates released by the Central Statistics Office, the growth rate of GDP at constant market prices for the year 2020-2021 is placed at 7.0%, as against 6.5% in 2020-21. The major driver for this estimate is the Government final consumption expenditure in the current year.



## **INDUSTRY OVERVIEW**

There are several large and profitable opportunities for NBFC'S and the sector plays an important role in the Indian Financial system. The key is for the NBFC sector to grow in a prudential manner while focusing on financial innovation and in having in place, the adequate risk management systems and procedures before entering into risky areas.

The Indian financial services sector, comprising of a range of institutions from commercial and co-operative banks, pension funds and Non-Banking Financial Companies (NBFCs) to Mutual Funds, insurance companies, etc., is diverse and expanding rapidly. Over the years, the Government of India has initiated several reforms to liberalize this industry and expand its reach to individuals in the hinterlands and Micro, Small and Medium Enterprises (MSMEs) in need of credit and other financial services. Adding a further dimension, the Government and RBI have also allowed new entities such as Payment Banks and Small Finance Banks to enter the financial sector.

Financing needs in India have risen with the notable growth recorded by the economy over the past decade. NBFCs have played a major role in meeting this need, complementing banks and other financial institutions. The regulator constantly endeavors to balance the multiple objectives of financial stability, consumer and depositor protection and regulatory arbitrage concerns.

The financial sector in India predominantly comprises of the banking sector, with commercial banks accounting for more than 58% of the total assets held by the financial system. However, the role of the NBFC sector has been growing. The balance sheet of the NBFC sector expanded by 16.5% during financial year 2019-20. Despite the growth, NBFCs managed their asset quality better than the banks. Gross bad loans of the NBFC industry stood at 4.4% in March 2019, down from 4.9% in September 2018, when banks in general witnessed a rise. Net NPAs as a percentage of total advances also declined from 2.7% to 2.3%.

### **STRENGTHS :**

At MIFL we provide financial services through simple processes and simple procedures in sanction and disbursement of credit as well as timely, friendly and flexible terms of repayment aligned to the unique features of its clientele. Easy and fast appraisal and disbursements make the Company the preferred choice for many of its customers  
Customer Insight:

### **CHALLENGES :**

Newer regulatory updates pose a constant challenge for smooth operations of the Company. With constant updates governing the functional aspects of financial institutions, there lie unseen challenges in the coming years. Focus on a particular market segment might affect the Company's portfolio & sustainability.

**OPPORTUNITIES :**

Business opportunities for finance companies are enormous as the new areas and segments are being explored. A larger segment of customers remain un-served by Banks and large sized Finance Companies. Your Company on its part is also well poised to seize new opportunities as they come. A rural middle income boom has led to rise in rural incomes. This has been fuelled by increased support prices and welfare schemes initiated by the government. Per capita Gross Domestic Product has grown faster in India's rural areas than in its urban centers. New opportunities like home equity, personal finance, and a foray into factoring and bill payment for the rural hard-to-reach customer may take the Company to new scales of success.

**RISING PER CAPITA INCOME :**

Increase in per capita income leads to creation of increasing wealth and positively impacts disposable incomes. This results in a significant investment multiplier effect on the Indian economy, further leading to increasing consumerism and wealth creation and positively impacting savings. Rising per capita income and stability in economic growth have played a role in increasing the pace of urbanization in the country. One of the notable factors behind the growth in the housing industry has been easy availability of finance. Availability of low interest rate finance has increased disbursement of loans among several financial players.

**THREATS :**

The major threat being faced by finance companies are regulatory changes, interest rates hiked by RBI, high inflation etc. The Company is also facing stiff competition from banks / financial institutions due to their ability to raise low cost funds which enables them to provide funds at much cheaper rate. Higher cost of funds might lead to reduced bottom line for the Company. Also, a lesser interest spread, or higher cost of lending might lead to customers turning away to cheaper source of funds. Asset quality deterioration may not only wipe the profits out of the Company but eat into its net worth. The Company must ensure it maintains minimal delinquency levels.

**WEAKNESS :**

The Company does not have strong network & link at remote areas of villages. The Company has significant business presence in the state of West Bengal only. The Company does not have all India based network and establishments to reach out to

large segment of people in the country in both semi-urban and rural areas whereas more than 90% of the unorganized sector has no link with banks and 60% of the rural consumers do not have bank accounts.

### **RISKS & CONCERNS**

As a NBFC, your Company's growth and profitability are dependent on the functioning of Capital Markets. The Company is exposed to several market risks like credit risk, liquidity risk and interest rate risk. The volatility of the capital markets in which your Company operates is also a major cause of concern to the Company.

Risk is managed by using a set of credit norms and policies, as approved by the Board. MIFL has a structured and standardized process including customer selection criteria, comprehensive credit risk assessment, which encompasses analysis of relevant quantitative and qualitative information to ascertain the credit worthiness of the borrower.

### **FINANCIAL PERFORMANCE**

The details of the financial performance of the Company is given in the Directors' Report.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control system commensurate with its size and business and has vigilant process to monitor the internal control system. The management has devised its internal control system to safeguard its assets, efficiency in operations and compliance of statutes. The Audit Committee of the Company consisting of Non-Executive Independent Directors, periodically reviews and recommends the financial statements of the Company. The Audit Committee also monitors the implemented suggestions.

### **HUMAN RESOURCES**

The Company strongly believes that its success lies on its employees achieving their personal and professional goals. The Company's constant endeavour is that its employees feel invested in, and in turn, they invest in the Company, its growth and mission.

To foster a positive workplace environment, free from harassment of any nature, the Company has framed a policy for Prevention of Sexual Harassment at Workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and reviews the same periodically.

**CAUTIONARY STATEMENT**

Statements in the MD&A, describing the Company's objective, projections and estimates, are forward looking statements and progressive within the meaning of applicable security laws and regulations. These statements involve a number of risks, uncertainties and other factors namely; economic conditions, Government Policies that could cause actual results to differ materially from those that may be implied by these forward looking statements.

**For and on behalf of board of directors**

**(Utpal Dey)**

**Managing Director cum CEO**

**DIN : 06931935**

**Place: Kolkata**

**Date : 26th Day of May, 2023**

**ANNEXURE-1**

**DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

To,  
Thirani Projects Limited  
Subol Dutt Building, 13, Brabourne Road,  
Mezzanine Floor, Kolkata - 700 001

I, Utpal Dey (DIN: 06931935), Managing Director cum CEO of the Company, hereby declare that the Board of Directors have laid down a Code of Conduct for the Board Members and Senior Management of the Company and the Board Members and Senior Management have affirmed compliance with the said Code of Conduct.

**(Utpal Dey)**

**Place: Kolkata**

**Managing Director cum CEO**

**Date : 26th Day of May, 2023**

**DIN : 06931935**

**CEO and CFO CERTIFICATION**

We have reviewed financial statements and the Cash Flow statement for the financial year 2022-23 and that to the best of our knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or Contain statements that might be misleading ;
- ii. These statements together present a true and fair view of the Company's affairs and comply with existing accounting standards, applicable laws and regulations.

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

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

We have indicated to the Auditors and the Audit Committee:

1. Significant changes in the internal control during the year;
2. Significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and on behalf of board of directors

**Place: Kolkata**

**Date: 26th Day of May, 2023**

**Utpal Dey**  
**Managing Director cum CEO**  
**DIN: 06931935**

**Vijay Kumar Ojha**  
**Chief Financial Officer**



**R. K. KANKARIA & CO.**

*Chartered Accountants*

12B, ANANDILAL PODDAR STREET,

7<sup>th</sup> FLOOR, KOLKATA - 700071.

Phone: 2242-5812, 9836121421 (O)

E-mail : [rajesh.kankaria@gmail.com](mailto:rajesh.kankaria@gmail.com)

## **AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Thirani Projects Limited**

We have examined the compliance of conditions of Corporate Governance by **Thirani Projects Limited** for the year ended on **31<sup>st</sup> March, 2023**, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For R. K. KANKARIA & CO.**

Chartered Accountants

Firm Reg. No. : 321093E

(R. K. KANKARIA)

(Partner)

M. No. : 082796

Place : Kolkata

Date : 26.05.2023



**R. K. KANKARIA & CO.**

*Chartered Accountants*

12B, ANANDILAL PODDAR STREET,  
7<sup>th</sup> FLOOR, KOLKATA - 700071.

Phone: 2242-5812, 9836121421 (O)

E-mail : [rajesh.kankaria@gmail.com](mailto:rajesh.kankaria@gmail.com)

To

The Board of Directors,

**M/s. THIRANI PROJECTSLIMITED**

As required under Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2016 and on the basis of information and explanation given to me, we report that:

**3A)**

1. The Company is engaged in the Business of Non Banking Financial Institution and it has obtained a certificate of Registration from the Reserve Bank of India.
2. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2023 in our opinion the Company is entitled to continue to hold such certificate of Registration in terms of its asset / income pattern.
3. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03. 2023 in our opinion the Company may be classified as **LOAN/ INVESTMENT COMPANY.**

**3C)**

1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits.
2. The Company has not accepted any deposit from the public during the year ended 31<sup>st</sup> March, 2023.
3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2016.
4. The Company is not a systemically Important Company as defined in Paragraph 2(1)(XIX) of the Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.

**For R. K. KANKARIA & CO.**

Chartered Accountants

Firm Reg. No. : 321093E

(R. K. KANKARIA)

(Partner)

M. No. : 082796

Place : Kolkata

Date : 26.05.2023





**R. K. KANKARIA & CO.**

*Chartered Accountants*

12B, ANANDILAL PODDAR STREET,

7<sup>th</sup> FLOOR, KOLKATA - 700071.

Phone: 2242-5812, 9836121421 (O)

E-mail :[rajesh.kankaria@gmail.com](mailto:rajesh.kankaria@gmail.com)

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## **INDEPENDENT AUDITOR'S REPORT**

To the Members of **THIRANI PROJECTS LIMITED**

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

#### **Opinion**

We have audited the accompanying financial statements of **THIRANI PROJECTS LIMITED** (*"the Company"*) which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2023, and profit/loss (financial performance) and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

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

We have determined the matters described below to be the key audit matters to be communicated in our report:



SN	Key Audit Matter	Auditor's Response
1	<p><b>Revenue Recognition and NPA</b> Refer Note 5, 6, 10 and 14 of accompanied financial statements. The Company has to comply with prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in the terms of NBFC – Non-Systemically Important Non-Deposit taking company (Reserve Bank) Directions, 2016.</p>	<p><b>Our procedures included, but were not limited to the following:</b></p> <ul style="list-style-type: none"><li>• Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around compliance with prudential norms encompassing income recognition, income from investments, accounting standards, accounting for investments, asset classification, provisioning for bad and doubtful debts in the terms of Directions.</li><li>• Examination of whether the management has framed and implemented policy for grant and demand of loans and other credit facilities.</li><li>• Examination of whether advances and other credit facilities have been properly classified as standard/substandard/doubtful/loss and that proper provision has been made in accordance with the Directions.</li><li>• Examination in respect of a Non-Performing Assets, whether the unrealised income in respect of such assets has not been taken to the Profit &amp; Loss Account on accrual basis.</li><li>• Examination of whether all accounts which have been classified as NPAs in the previous year also continue to be shown as such in the current year also. If the same is not treated as a NPA in the current year, specific examination of such accounts to ascertain whether the account has become regular and the same can be treated as performing as per the Directions.</li></ul>



**R. K. KANKARIA & CO.**

*Chartered Accountants*

12B, ANANDILAL PODDAR STREET,

7<sup>th</sup> FLOOR, KOLKATA - 700071.

Phone: 2242-5812, 9836121421 (O)

E-mail : [rajesh.kankaria@gmail.com](mailto:rajesh.kankaria@gmail.com)

### **Information Other than the Financial Statements and Auditor's Report Thereon**

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

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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



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

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

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

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

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

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



### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of 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 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on 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 financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure-B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) 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 impacts its financial position in its financial statements;
    - 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 its 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 or entity, 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;



**R. K. KANKARIA & CO.**

*Chartered Accountants*

12B, ANANDILAL PODDAR STREET,

7<sup>th</sup> FLOOR, KOLKATA - 700071.

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- 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 or entity, 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 performed 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 (a) and (b) contain any material misstatement.
  - v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
  - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023 to the Company and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
3. As required by the “Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions, 1998”, we further state that we have submitted a Report to the Board of Directors of the Company containing a statement on the matters of supervisory concern to the Reserve Bank of India as specified in the said directions, namely the following:
- a. Company has been granted certificate of registration as NBFC by Reserve Bank of India and the Registration No. 05.01500 dated 20.04.1998.
  - b. The Board of Directors of the Company has passed a Resolution for non-acceptance of any public deposits. The Company has not accepted any public deposits during the year under reference.
  - c. The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning of bad doubtful debts as applicable to it.

**For R. K. KANKARIA & CO.**

Chartered Accountants

Firm Reg. No. : 321093E

**R. K. KANKARIA**

Partner

M. No. : 082796

**Place:** Kolkata

**Date:** 26th May, 2023

**UDIN:** 23082796BGYJLR6521



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**ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in Para 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- I. In respect Paragraph 3(i) of the Order for Property, Plant and Equipment:
  - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (b) The Property, Plant and Equipment of the Company are physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification. In our opinion the periodicity of the physical verifications are reasonable having regard to the size of the Company and the nature of its assets.
  - (c) According to the information and explanations given to us, the Company does not have immovable property. Accordingly, paragraph 3(i)(c) of the Order is not applicable on the Company.
  - (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, paragraph 3(i)(d) of the Order is not applicable on the Company.
  - (e) According to the information and explanations given 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. Accordingly, paragraph 3(i)(e) of the Order is not applicable to the Company.
  
- II. In respect Paragraph 3(ii) of the Order for Inventories:

The Company does not hold any inventory within the meaning of inventories, as defined in Accounting Standard -2. So in our opinion, Paragraph 3(ii) of the order is not applicable to the Company.
  
- III. In respect Paragraph 3(iii) of the Order:
  - (a) The Company is a Non-Banking Financial Company whose principal business is to give loans. Hence, paragraph 3(iii)(a) is not applicable to the company.
  - (b) The loans and advances given by the Company and the terms and conditions of such loans are not prejudicial to the interest of the company.
  - (c) In absence of any stipulation of repayment of principal and payment of interest we are unable to make any comment on the regularity of repayment of principal and interest.
  - (d) In absence of any stipulation of repayment of principal and payment of interest we are unable to make any comment on whether the said loans and advances are overdue for more than ninety days or not.
  - (e) No loans and advances in the nature of loans granted which has fallen due, has been renewed or extended or fresh loans granted to settle existing loans to the same parties.
  - (f) 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 to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013
  
- IV. The Company is a Non-Banking Financial Company and it has complied with the provisions of section 185 & 186 of the Act, to the extent applicable to the Company.



- 
- V. The Company has not accepted any deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable on the Company.
- VI. The Central Government has not specified maintenance of cost records under section 148 (1) of the Act for any of the goods or services rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable on the Company.
- VII. In respect of Paragraph 3(vii) for statutory dues:
- (a) According to the records of the Company, 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 have been generally regularly deposited to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as on last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of income-tax, sales-tax, service tax or duty of customs or duty of excise or value added tax or GST that have not been deposited with the appropriate authorities on account of any dispute.
- VIII. According to the information and explanations given to us, there are no such transactions which have not been recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Kindly refer Note No. 26 of the Financial Statements.
- IX. In respect of Paragraph 3(ix):
- (a) According to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Accordingly, the provision of paragraph 3(ix)(a) of the Order is not applicable on the Company.
- (b) According to the information and explanations given to us, the company has not been declared willful defaulter by any bank or financial institution or other lender. Accordingly, the provision of paragraph 3(ix)(b) of the Order is not applicable to the Company.
- (c) According to the information and explanations given to us, the company has not taken any term loan from any bank or financial institution or others. Accordingly, the provision of paragraph 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, no such instances have been noticed wherein funds raised on short term basis have been utilized for long term purposes.
- (e) According to the information and explanations given to us, 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) According to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.





- X. In respect of Paragraph 3(x):
- The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable on the Company.
  - The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable on the Company.
- XI. In respect of Paragraph 3(xi):
- According to the information and explanations given to us, no fraud by the Company or any material fraud on the Company has been noticed or reported during the year.
  - 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.
  - According to the information and explanations given to us, no whistle-blower complaints have been received by the company during the year.
- XII. The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of The Order is not applicable on the Company.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provision of section 177 & 188 of the Act, where applicable and details of such transactions have been disclosed in the notes to financial statements as required by the applicable accounting standards.
- XIV. In respect of Paragraph 3(xiv):
- In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its
  - We have considered internal audit reports issued by internal auditors during our audit.
- XV. According to the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected with him, so the provisions of section 192 of the Act is not required to be complied with.
- XVI. In respect of Paragraph 3(xvi):
- Company has been granted certificate of registration as NBFC by Reserve Bank of India under section 45-IA of the Reserve Bank of India Act, 1934 and the Registration No. Registration No. 05.01500 dated 20.04.1998.
  - Company has been granted certificate of registration as NBFC by Reserve Bank of India under section 45-IA of the Reserve Bank of India Act, 1934 and the Registration No. Registration No. 05.01500 dated 20.04.1998 for conducting Non-Banking Financial activities. However the company has not conducted any Non-Banking Housing Finance activities.
  - The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
  - The Group has no CIC as part of the Group.



**R. K. KANKARIA & CO.**

*Chartered Accountants*

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XVII. The Company has not incurred cash losses in the financial year under review and in the immediately preceding financial year. Accordingly, paragraph 3(xvii) of the Order is not applicable on the Company.

XVIII. There has been no resignation of the statutory auditor during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable on the Company.

XIX. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our 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.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. Section 135 of the Act related to Corporate Social Responsibility is not applicable on the company. Accordingly, paragraph 3(xx)(a) and 3(xx)(b) of the Order is not applicable on the Company.

XXI. The Company does not have any subsidiary, associate or joint venture and hence not required to prepare a Consolidated Financial Statement. Accordingly, paragraph 3(xxi) of the Order is not applicable on the Company.

**For R. K. KANKARIA & CO.**

Chartered Accountants

Firm Reg. No. : 321093E

**R. K. KANKARIA**

Partner

M. No. : 082796

**Place:** Kolkata

**Date:** 26th May, 2023

**UDIN:** 23082796BGYJLR6521



**R. K. KANKARIA & CO.**

*Chartered Accountants*

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## **ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT**

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

### **To the members of M/s. THIRANI PROJECTS LIMITED**

We have audited the internal financial controls over financial reporting of **M/s. THIRANI PROJECTS LIMITED** ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The 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 ("ICAI"). 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 auditors' judgment, 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:



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*Chartered Accountants*

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

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

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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 R. K. KANKARIA & CO.**

Chartered Accountants

Firm Reg. No. : 321093E

#### **R. K. KANKARIA**

Partner

M. No. : 082796

**Place:** Kolkata

**Date:** 26th May, 2023

**UDIN:** 23082796BGYJLR6521

# THIRANI PROJECTS LIMITED

Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata- 700 001  
CIN:L45209WB1983PLC036538

BALANCE SHEET AS AT MARCH 31, 2023

(Amount in Rs.Thousands, unless otherwise stated)

Sr. No	Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
	<b>ASSETS</b>			
<b>(1)</b>	<b>Financial Assets</b>			
(a)	Cash and cash equivalents	4	5,696	27,081
(b)	Bank Balance other than (a) above			
(c)	Derivative financial instruments			
(d)	Receivables			
	(I) Trade Receivables		275	
	(II) Other Receivables			
(e)	Loans	5	1,04,560	80,058
(f)	Investments	6	82,467	80,217
(g)	Other Financial assets (to be specified)			
<b>(2)</b>	<b>Non-financial Assets</b>			
(a)	Inventories			
(b)	Current tax assets (Net)	7	2,301	1,465
(c)	Deferred tax Assets (Net)	8	1	1
(d)	Investment Property			
(e)	Biological assets other than bearer plants			
(f)	Property, Plant and Equipment	9	3	3
(g)	Capital work-in-progress			
(h)	Intangible assets under development			
(i)	Goodwill			
(j)	Other Intangible assets			
(k)	Other non -financial assets (to be specified)			
	Other Receivable		0	-
	<b>Total Assets</b>		<b>1,95,302</b>	<b>1,88,825</b>
	<b>LIABILITIES AND EQUITY</b>			
	<b>LIABILITIES</b>			
<b>(1)</b>	<b>Financial Liabilities</b>			
(a)	Derivative financial instruments		-	-
(b)	Payables		-	-
	(i)Trade Payables			
	(i) total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
	(II) Other Payables			
	(i) total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(c)	Debt Securities		-	-
(d)	Borrowings (Other than Debt Securities)		-	-
(e)	Deposits		-	-
(f)	Subordinated Liabilities		-	-
(g)	Other financial liabilities(to be specified)		-	-
<b>(2)</b>	<b>Non-Financial Liabilities</b>			
(a)	Current tax liabilities (Net)		-	-
(b)	Provisions	10(a)	2,294	837
(c)	Deferred tax liabilities (Net)	9	-	-
(d)	Other non-financial liabilities(to be specified)	10(b)	81	76
	<b>EQUITY</b>			
(a)	Equity Share capital	11	2,02,129	2,02,129
(b)	Other Equity	12	(9,202)	(14,217)
	<b>Total Liabilities and Equity</b>		<b>1,95,302</b>	<b>1,88,825</b>
	Summary of significant accounting policies See accompanying notes forming part of the Financial Statements	1-35		

As per our Report of even date.

**FOR R K KANKARIA & CO**  
Chartered Accountants  
Firm Reg. No : 321093E

For and on Behalf of the Board of Directors  
**Thirani Projects Limited**

**CA. RAJESH KUMAR KANKARIA**  
(Partner)  
M. No. : 082796

Dated: 26.05.2023  
Place :Kolkata  
UDIN:23082796BGYJLR6521

**UTPAL DEY**  
Managing Director  
DIN : 6931935

**PRADEEP KUMAR DAGA**  
Director  
DIN: 00080515

**YOGESH SHARMA**  
Company Secretary  
ACS 55179

**VIJAY KUMAR OJHA**  
Chief Financial Officer

## THIRANI PROJECTS LIMITED

Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata- 700 001

CIN:L45209WB1983PLC036538

### PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2023

(Amount in Rs.Thousands, unless otherwise stated)				
Sr. No	Particulars	Note No.	For the year ended 31.03.2023	For the year ended 31.03.2022
	<b>Revenue from operations</b>			
(i)	Interest Income	13	7,774	8,290
(ii)	Dividend Income		-	-
(iii)	Rental Income		-	-
(iv)	Fees and commission Income		-	-
(v)	Net gain on fair value changes	14	-	-
(vi)	Net gain on derecognition of financial instruments under amortised cost category		-	-
(vii)	Sale of products(including Excise Duty)		-	-
(viii)	Sale of services		-	-
(ix)	Others (to be specified)		-	-
<b>(I)</b>	<b>Total Revenue from operations</b>		<b>7,774</b>	<b>8,290</b>
(II)	Other Income (to be specified)	15	75	65
<b>(III)</b>	<b>Total Income (I+II)</b>		<b>7,849</b>	<b>8,355</b>
	<b>Expenses</b>			
(i)	Finance Costs		-	-
(ii)	Fees and commission expense		-	-
(iii)	Net loss on fair value changes	14	9,350	-
(iv)	Net loss on derecognition of financial instruments under amortised cost category		-	-
(v)	Impairment on financial instruments		-	-
(vi)	Cost of materials consumed		-	-
(vii)	Purchases of Stock -in -trade		-	-
(viii)	Changes in Inventories of finished goods, stock-in-trade and work -in -progress		-	-
(ix)	Employee Benefits Expenses	16	2,207	1,220
(x)	Depreciation, amortization and impairment	9	-	-
(xi)	Others expenses	17	3,126	5,647
<b>(IV)</b>	<b>Total Expenses (IV)</b>		<b>14,683</b>	<b>6,867</b>
(V)	Profit / (loss) before exceptional items and tax (III - IV)		(6,834)	1,488
(VI)	Exceptional items		-	-
(VII)	Profit/(loss) before tax (V -VI)		(6,834)	1,488
(VIII)	Tax Expense:			
	(1) Current Tax		-	-
	(2) Deferred Tax		-	(67)
(IX)	Profit / (loss) for the period from continuing operations(VII-VIII)		(6,834)	1,421
(X)	Profit/(loss) from discontinued operations		-	-
(XI)	Tax Expense of discontinued operations		-	-
(XII)	Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-
<b>(XIII )</b>	<b>Profit/(loss) for the period (IX+XII)</b>		<b>(6,834)</b>	<b>1,421</b>
<b>(XIV)</b>	<b>Other Comprehensive Income</b>			
(A)	(i) Items that will not be reclassified to profit or loss (specify items and amounts)		11,875	(10,728)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	(33)
	<b>Subtotal (A)</b>		<b>11,875</b>	<b>(10,761)</b>
(B)	(i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	<b>Subtotal (B)</b>		<b>-</b>	<b>-</b>
	<b>Other Comprehensive Income (A + B)</b>		<b>11,875</b>	<b>(10,761)</b>
<b>(XV)</b>	<b>Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>		<b>5,041</b>	<b>(9,339)</b>
<b>(XVI)</b>	<b>Earnings per equity share (for continuing operations)</b>			

	Basic (Rs.)		(0.338)	0.070
	Diluted (Rs.)		(0.338)	0.070
<b>(XVII)</b>	<b>Earnings per equity share (for discontinued operations)</b>			
	Basic (Rs.)		-	-
	Diluted (Rs.)		-	-
<b>(XVIII)</b>	<b>Earnings per equity share (for continuing and discontinued operations)</b>			
	Basic (Rs.)		(0.338)	0.070
	Diluted (Rs.)		(0.338)	0.070
	See accompanying notes to the financial statements	1-35		

As per our Report of even date.

**FOR R K KANKARIA & CO**

**Chartered Accountants**

**Firm Reg. No : 321093E**

For and on Behalf of the Board of Directors

**Thirani Projects Limited**

**CA. RAJESH KUMAR KANKARIA**

**(Partner)**

**M. No. : 082796**

Dated: 26.05.2023

Place :Kolkata

UDIN:23082796BGYJLR6521

**UTPAL DEY**  
Managing Director  
DIN : 6931935

**PRADEEP KUMAR DAGA**  
Director  
DIN: 00080515

**YOGESH SHARMA**  
Company Secretary  
ACS 55179

**VIJAY KUMAR OJHA**  
Chief Financial Officer

## THIRANI PROJECTS LIMITED

Subol Dutt Building, 13, Brabourne Road, Mezzanine Floor, Kolkata- 700 001

CIN:L45209WB1983PLC036538

Cash Flow Statement For the Year Ended 31st March, 2023

(Amount in Rs.Thousands, unless otherwise stated)

SN	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
(A)	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Total Comprehensive Income for the period	(6,834.04)	(9,339)
	Adjustment for:		
	Tax Expenses		
	Fixed Assets W/Off		
	Depreciation	-	-
	Impairment of Asset carried at amortised cost or FVTOCI		
	Net Loss / (Gain) in Fair Valuation of Investment	9,349.78	67
	Provision on Sub Standard Asset	1,431.13	-
	Lending Fee on shares		-
	Net Loss / (Gain) in Fair Value Changes through OCI after Tax	-	10,761
	Dividend Paid		-
	Interest Income on Investments		-
	<b>Operating Profit before Working Capital Changes</b>	<b>3,946.86</b>	<b>1,488</b>
	Adjustment for :-		
	Change in Other Financial Liabilities	5.58	38
	Change in Trade Receivables/Other Receivable	(275.26)	-
	Change in Other Financial Assets	-	-
	Loans and Advances Given / Repaid	(24,501.70)	19,619
	<b>Cash Generated from Operations</b>	<b>(20,824.52)</b>	<b>21,145</b>
	Less : Direct Taxes Paid	(836.13)	(508)
	<b>Cash Inflow(+)/Outflow(-) before Extra Ordinary Items</b>	<b>(21,660.65)</b>	<b>20,637</b>
	Add(+)/Deduct(-) Prior Period Adjustments	-	-
	<b>Net Cash Inflow(+)/Outflow(-) in Operating Activities</b>	<b>(21,660.65)</b>	<b>20,637</b>
(B)	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Lending Fee on shares	-	-
	Dividend Income	-	-
	Loans and Advances Given	-	-
	Current Tax Asset(net)	-	-
	Sale/ (Purchase) of Investments	275.22	-
	<b>Net Cash Inflow(+)/Outflow(-) in Investing Activities</b>	<b>275.22</b>	<b>-</b>
(C)	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Loan Taken	-	-
	<b>Net Cash Inflow(+)/Outflow(-) in Financing Activities</b>	<b>-</b>	<b>-</b>
(D)	<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>(21,385.42)</b>	<b>20,637</b>
(E)	<b>OPENING CASH AND CASH EQUIVALENTS</b>	<b>27,080.99</b>	<b>6,444</b>
(F)	<b>CLOSING CASH AND CASH EQUIVALENTS</b>	<b>5,695.57</b>	<b>27,081</b>

As per our Report of even date.

**FOR R K KANKARIA & CO**

Chartered Accountants

Firm Reg. No : 321093E

For and on Behalf of the Board of Directors

**Thirani Projects Limited**

**UTPAL DEY      PRADEEP KUMAR DAGA**

Managing Director

Director

DIN : 6931935

DIN: 00080515

**CA. RAJESH KUMAR KANKARIA**

(Partner)

M. No. : 082796

Dated: 26.05.2023

Place :Kolkata

UDIN:23082796BGYJLR6521

**YOGESH SHARMA**

Company Secretary

ACS 55179

**VIJAY KUMAR OJHA**

Chief Financial Officer



**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023 AND COMPARATIVE PERIOD**

(Amount in Rs.Thousands, unless otherwise stated)

a) **Equity Share Capital**

Particulars	Amount
Balance as at March 31, 2022	2,02,129
Issue of Equity shares	-
Balance as at March 31, 2023	2,02,129

b) **Other Equity for year ended March 31st, 2023**

Particulars				Fair Valuation of Equity Investments	Total
	Special Reserve (RBI)	Amalgamation Reserve	Retained Earnings		
Balance at the beginning of the reporting period	2,496.39	4,993.20	1,230.23	(22,937.06)	(14,217.25)
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance at the beginning of the reporting period	2,496.39	4,993.20	1,230.23	(22,937.06)	(14,217.25)
Total comprehensive Income for the year	-	-	(6,834.04)	11,874.81	5,040.77
Contingent Provision for Standard Assets	-	-	(25.48)	-	(25.48)
Transfer to retained earnings	-	-	-	-	-
Transfer to Statutory Reserve	-	-	-	-	-
<b>Balance at the end of the reporting period</b>	<b>2,496.39</b>	<b>4,993.20</b>	<b>(5,629.30)</b>	<b>(11,062.25)</b>	<b>(9,201.96)</b>

**Other Equity for year ended March 31st, 2022**

Particulars				Fair Valuation of Equity Investments	Total
	Special Reserve (RBI)	Amalgamation Reserve	Retained Earnings		
Balance at the beginning of the reporting period	2,199	4,993	58	(12,176)	(4,927)
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance at the beginning of the reporting period	2,199	4,993	58	(12,176)	(4,927)
Total comprehensive Income for the year	-	-	1,421	(10,761)	(9,339)
Contingent Provision for Standard Assets	-	-	49	-	49
Transfer to retained earnings	-	-	-	-	-
Transfer to Statutory Reserve	298	-	(298)	-	-
<b>Balance at the end of the reporting period</b>	<b>2,496</b>	<b>4,993</b>	<b>1,230</b>	<b>(22,937)</b>	<b>(14,217)</b>

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

### 1. CORPORATE INFORMATION

The Company was incorporated on 16th day of July, 1983 vide Corporate Identity No. L45209WB1983PLC036538 with the object to carry on the business of Finance and Investment in Shares and Securities.

M/s Thirani Projects Ltd. stands as a professionally managed company wherein the overall management is vested in the Board of Directors, comprised of experienced persons in varied facets of the sector.

### 2. SIGNIFICANT ACCOUNTING POLICIES

i.

#### Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015. The Company has adopted Ind AS from April 1, 2019 with effective transition date as April 1, 2018. These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "Act"). The transition was carried out from Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ("IGAAP" or "previous GAAP"). An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note no 3.

ii.

#### Presentation of financial statements

The Balance Sheet, Statement of Profit and Loss (including other comprehensive income) and Statement of changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III to the Companies Act, 2013 ("the Act"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS. Amounts in the financial statements are presented in Indian Rupees.

iii.

#### Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

#### Measurement of fair values:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Items	Measurement Basis
Certain financial assets and liabilities	Fair value
Property, plant and equipment	Value in use under Ind AS 36

Fair value for measurement and/or disclosure purposes for certain items in these financial statements is determined considering following methods: Fair value measurements under Ind AS are categorised 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 measurement 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 that the Company can access at measurement date. For details relating to valuation model and framework used for fair value measurement and disclosure of financial instrument refer to note 22.

iv.

#### Use of estimates and judgements

The preparation of financial statements requires the management of the Company to make judgements, assumptions and estimates that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed as applicable in the respective notes to accounts. Accounting estimates could change from period to period. Future results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### Judgements:

Information about judgements made in applying accounting policies that have a most significant effect on the amount recognised in the financial statements is included following Notes:

-classification of financial assets: assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

#### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment during the year ending March 31, 2020 is included in the following Notes: -

Note (10) - useful life of property, plant, equipment and intangibles.

Note (9) - recognition of deferred tax assets: availability of future taxable profit against which carry forward deferred tax asset can be set off.

Note (22) - determination of the fair value of financial instruments with significant unobservable inputs.

v. **Interest**

Interest consists of consideration for (i) the time value of money; (ii) for the credit risk associated with the principal amount outstanding; (iii) for other basic lending risks and costs; and (iv) profit margin.

Interest income and expense are recognised using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset or amortised cost of the financial liability.

The calculation of the EIR includes all fees paid or received that are incremental and directly attributable to the acquisition or issue of a financial asset or liability.

The interest income is calculated by applying the EIR to the gross carrying amount of noncredit 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 creditimpaired financial assets (i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance (ECLs)). The Company assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired financial assets are either accounted for as income or written off as per the write off policy of the Company.

The interest cost is calculated by applying the EIR to the amortised cost of the financial liability.

The 'amortised cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

vi. **Dividend Income**

Income from dividend on investment in equity and preference shares of corporate bodies and units of mutual funds are accounted when received or on accrual basis when such dividends have been declared by the corporate bodies in their annual general meetings and the CIC's right to receive payment is established.

vii. **Financial Instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet on trade date when the Company becomes a party to the contractual provisions of the instrument. A loan is recorded upon remittance of the funds to the counterparty/obligor. Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair Value Through Profit and Loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the statement of profit or loss.

If the transaction price differs from fair value at initial recognition, the Company will account for such difference as follows:

a) if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss);

b) in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to profit or loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability

**a) Financial assets**

**Classification**

On initial recognition, depending on the Company's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at:

- 1) amortised cost;
- 2) fair value through other comprehensive income (FVTOCI); or
- 3) fair value through profit and loss (FVTPL).

### Initial recognition and measurement

A financial asset is recognised on trade date initially at cost of acquisition net of transaction cost and income that is attributable to the acquisition of the financial asset. Cost equates the fair value on acquisition. A financial asset measured at amortised cost and a financial asset measured at fair value through other comprehensive income is presented at gross carrying value in the Financial Statements. Unamortised transaction cost and incomes and impairment allowance on financial asset is shown separately under the heading "Other non-financial asset", "Other non-financial liability" and "Provisions" respectively.

### Assessment of Business model

An assessment of the applicable business model for managing financial assets is fundamental to the classification of a financial asset. The Company determines the business models at a level that reflects how financial assets are managed together to achieve a particular business objective. The Company's business model does not depend on management's intentions for an individual instrument, therefore the business model assessment is performed at a higher level of aggregation rather than on an instrument-by-instrument basis. The Company could have more than one business model for managing its financial instruments which reflect how the Company manages its financial assets in order to generate cash flows. The Company's business models determine whether cash flows will result from collecting contractual cash flows, selling financial assets or both. The Company considers all relevant information available when making the business model assessment. The Company takes into account all relevant evidence available such as:

- 1) how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel and board of directors;
- 2) the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and
- 3) how managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- 4) At initial recognition of a financial asset, the Company determines whether newly recognised financial assets are part of an existing business model or whether they reflect the commencement of a new business model. The Company reassesses its business models at each reporting period to determine whether the business model(s) have changed since the preceding period. For the current and prior reporting period the Company has not identified a change in its business model.

Based on the assessment of the business models, the Company has identified the three following choices of classification of financial assets:

- a) Financial assets that are held within a business model whose objective is to collect the contractual cash flows ("Asset held to collect contractual cash-flows"), and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI), are measured at **amortised cost**;
- b) Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ("Contractual cash flows of Asset collected through hold and sell model") and that have contractual cash flows that are SPPI, are subsequently measured at **FVTOCI**.
- c) All other financial assets (e.g. managed on a fair value basis, or held for sale) and equity investments are subsequently measured at **FVTPL**.

### Financial asset at amortised cost

Amortised cost of financial asset is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. For the purpose of testing SPPI, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Contractual cash flows that do not introduce exposure to risks or volatility in the contractual cash flows on account of changes such as equity prices or commodity prices and are related to a basic lending arrangement, do give rise to SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form.

The EIR amortisation is included in finance income in the profit and loss statement. The losses arising from impairment are recognised in the profit and loss statement.

### Financial asset at Fair Value through Other Comprehensive Income (FVTOCI)

#### Loans & Advances:

After initial measurement, basis assessment of the business model as "Contractual cash flows of asset collected through hold and sell model and SPPI", & equity instruments such financial assets are classified to be measured at FVTOCI. Contractual cash flows that do introduce exposure to risks or volatility in the contractual cash flows due to changes such as equity prices or commodity prices and are unrelated to a basic lending arrangement, do not give rise to SPPI. The EIR amortisation is included in finance income in the profit and loss statement. The losses arising from impairment are recognised in the profit and loss statement. The carrying value of the financial asset is fair valued by discounting the contractual cash flows over contractual tenure basis the internal rate of return of a new similar asset originated in the month of reporting and such unrealised gain/loss is recorded in other comprehensive income (OCI). Where such a similar product is not originated in the month of reporting, the closest product origination is used as a proxy. Upon sale of the financial asset, actual gain/loss realised is recorded in the profit and loss statement and the unrealised gain/ loss recorded in OCI are recycled to the statement of profit and loss.

#### Investments in equity instruments:

At initial recognition an entity at its sole option may irrevocably designate an investment in an equity instrument as FVOCI, unless the asset is:

- Held for trading, or
- Contingent consideration in a business combination.

Dividends are recognized when the entity's right to receive payment is established, it is probable the economic benefits will flow to the entity and the amount can be measured reliably. Dividends are recognized in profit and loss unless they clearly represent recovery of a part of the cost of the investment, in which case they are included in OCI. Changes in fair value are recognized in OCI and are never recycled to profit and loss, even if the asset is sold or impaired.

**Financial asset at fair value through profit and loss (FVTPL)**

Financial asset, which does not meet the criteria for categorization at amortized cost or FVTOCI, is classified as FVTPL. In addition, the Company may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

**Investment in equity, security receipt, mutual fund, non-cumulative redeemable preference shares and cumulative compulsorily convertible preference shares**

Investment in equity, security receipt, mutual fund, non-cumulative redeemable preference shares and cumulative compulsorily convertible preference shares are classified as FVTPL and measured at fair value with all changes recognised in the statement of profit and loss. Upon initial recognition, the Company, on an instrument-by-instrument basis, may elect to classify equity instruments other than held for trading either as FVTOCI or FVTPL. Such election is subsequently irrevocable. If FVTOCI is elected, all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the gains or losses from OCI to the statement of profit and loss, even upon sale of investment. However, the Company may transfer the cumulative gain or loss within other equity upon realisation.

**Reclassifications within classes of financial assets**

A change in the business model would lead to a prospective re-classification of the financial asset and accordingly the measurement principles applicable to the new classification will be applied. During the current financial year and previous accounting period there was no change in the business model under which the Company holds financial assets and therefore no reclassifications were made.

**viii. Impairment of Financial Asset**

The Company is required to recognise Expected Credit Losses (ECLs) based on forward looking information for all financial assets at amortised cost, lease receivables, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is applicable on equity investments.

At the reporting date, an allowance (or provision for loan commitments and financial guarantees) is required on stage 1 assets at 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognised for the lifetime ECLs for financial instruments for which the credit risk has increased significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3).

The measurement of ECL is calculated using three main components: (i) Probability of Default (PD) (ii) Loss Given Default (LGD) and (iii) the Exposure At Default (EAD). The 12 month ECL is calculated by multiplying the 12 month PD, LGD and the EAD. The 12 month and lifetime PDs represent the PD occurring over the next 12 months and the remaining maturity of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdowns of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

The Company applies a three-stage approach to measure ECL on financial assets accounted for at amortised cost and FVOCI. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

**Impairment of Trade receivable and Operating lease receivable**

Impairment allowance on trade receivables is made on the basis of life time credit loss method, in addition to specific provision considering the uncertainty of recoverability of certain receivables.

**Modification and De-recognition of financial assets****Modification of financial assets**

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Company renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness). Such accounts are classified as Stage 3 immediately upon such modification in the terms of the contract. Not all changes in terms of loans are considered as renegotiation and changes in terms of a class of obligors that are not overdue is not considered as renegotiation and is not subjected to deterioration in staging.

**De-recognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- 1) the rights to receive cash flows from the asset have expired, or
- 2) the Company has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

**Write-off**

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Company's internal processes and when the Company concludes that there is no longer any realistic prospect of recovery of part or all of the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Company has right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss.

**Presentation of ECL allowance for financial asset:**

Type of Financial asset	Disclosure
Financial asset measured at amortised cost	shown separately under the head "Provisions" and not as a deduction
Financial assets measured at FVTOCI	from the gross carrying amount of the assets
Loan commitments and financial guarantee contracts	shown separately under the head "Provisions"

Where a financial instrument includes both a drawn and an undrawn component and the Company cannot identify the ECL on the loan commitment separately from those on the drawn component, the Company presents a combined loss allowance for both components under "Provisions".

**IX. Financial liability and equity**

Financial liabilities and equity Debt and equity instruments issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

**Financial liabilities**

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company or a contract that will or may be settled in the Company's own equity instruments and is a non-derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Company's own equity instruments.

**Classification**

The Company classifies its financial liability as "Financial liability at amortised cost" except for financial liability at Fair Value through Profit and Loss (FVTPL).

**Initial recognition and measurement**

Financial liability is recognised initially at cost of acquisition net of transaction costs and incomes that is attributable to the acquisition of the financial liability. Cost equates the fair value on acquisition. Company may irrevocably designate a financial liability that meet the amortised cost as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (referred to as the fair value option).

**De-recognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

**Equity**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

No gain/loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

**X. Cash, Cash equivalents and bank balances**

Cash, Cash equivalents and bank balances including fixed deposits, margin money deposits, and earmarked balances with banks are carried at amortised cost. 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.

**XI. Property, plant and equipment****(a) Tangible**

Tangible property, plant and equipment (PPE) acquired by the Company are reported at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. The acquisition cost includes any cost attributable for bringing asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration, other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognised 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.

**(b) Intangible**

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. 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. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

**(c) Depreciation and Amortisation**

Depreciable amount for tangible PPE is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible PPE deployed for own use has been provided on the straightline method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Buildings, Computer Equipment, Vehicles, Plant and Machinery, Software, Licenses, Furniture and Fixture and Office Equipment in whose case the life of the assets has been assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimation of useful life/residual value which is accounted on prospective basis. Depreciation for additions to/deductions from, owned assets is calculated pro rata to the remaining period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Intangible Assets are amortised over the estimated useful life during which the benefits are expected to accrue, while Goodwill if any is tested for impairment at each Balance Sheet date. 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. Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

**(d) De-recognition of property, plant and equipment and intangible asset**

An item of PPE is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit or Loss. An intangible asset is derecognised 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, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit or Loss when the asset is derecognised.

**XII Employee Benefits**

**Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

The company does not have any Defined Benefit/Contribution Plan, neither any Long term Employee Benefit as such.

**XIII Earnings per share**

Basic earnings per share has been computed by dividing the profit after tax available for equity shareholders by the weighted average number of shares outstanding during the year. Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

**XIV Taxation**

**Income Tax**

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss, Other Comprehensive Income or directly in equity, when they relate to items that are recognised in the respective line items.

**Current Tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax asset and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

**Deferred Tax**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**XV. Goods and Services Tax**

The company does not deal in taxable goods and service under GST but the company pays Sitting Fees to its Directors which is liable to GST under Reverse Charge Mechanism, hence the company is registered under Goods and Service Tax Act. Any GST input Tax credit is expensed as per relevant accounting standard for the expenses.

**XVI.****Provisions, contingent liabilities and contingent assets**

Provisions are recognised only when:

- (i) an 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.

Contingent assets are not recognised in the financial statements.

**XVII. 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 noncash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; 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.

**XVIII.****FIRST TIME ADOPTION OF IND AS (read with note 2(i))**

The Company has adopted Ind AS as notified by the Ministry of Corporate Affairs with effect from April 1, 2019, with a transition date of April 1, 2018. The Financial Statements for the year ended March 31, 2020 are the first financial statements, that the Company has prepared under Ind AS. For all years up to and including the year ended March 31, 2019, the Company prepared its Financial Statements in accordance with Previous GAAP.

The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements be applied retrospectively and consistently for all financial years presented. Accordingly, the Company has prepared Financial Statements which comply with Ind AS for the year ended March 31, 2019 and the opening Ind AS Balance Sheet as at April 1, 2018, the date of transition to Ind AS.

In preparing these Ind AS Financial Statements, the Company has availed certain exemptions and exceptions in accordance with Ind AS 101, as in Note 3. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). Note 3 explains the adjustments made by the Company in restating its Financial Statements prepared under Previous GAAP, including the Statement of Profit and Loss account for the year ended March 31, 2019 and the Balance Sheet as at April 1, 2018 and as at March 31, 2019.



**Note -9****Property, Plant and Equipments****(Amount in Rs.Thousands, unless otherwise stated)**

Particulars	Gross Block				Depreciation			Net Block	
	As at 01.04.2022	Ind AS Transition	Additions/ Deductions	As at 31.03.2023	As at 01.04.2022	Additions/ Deductions	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
<b>Tangible Assets:</b>									
<i>Office Equipment</i>									
Computer	3	-	-	3	-	-	-	3	3
<b>Total</b>	<b>3</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>3</b>

Particulars	Gross Block				Depreciation			Net Block	
	As at 01.04.2021	Ind AS Transition	Additions/ Deductions	As at 31.03.2022	As at 01.04.2021	Additions/ Deductions	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
<b>Tangible Assets:</b>									
<i>Office Equipment</i>									
Computer	3	-	-	3	-	-	-	3	3
<b>Total</b>	<b>3</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>3</b>

**Footnotes:**

1. Useful lives of assets has been determined as per companies act 2013. No depreciation has been provided for the assets which are carried at or lower than its salvage value.

2. The Company has asset only under the head *Office Equipment* under Property, Plant and Equipment and hence other Heads as given in Schedule III Division III of Companies Act, 2013 has not been shown under Property, Plant and Equipment.

## Note: 4 CASH AND CASH EQUIVALENTS

(Amount in Rs.Thousands, unless otherwise stated)

Particulars	As at March 31st, 2023	As at March 31st, 2022
Cash on hand	251	266
Balances with banks (in the nature of cash and cash equivalents)	5,444	26,815
<b>Total</b>	<b>5,696</b>	<b>27,081</b>

## Note: 5 Loans

Particulars	As at 31 March 2023			As at 31 March 2022		
	Amortised Cost	At fair value through OCI	Total	Amortised Cost	At fair value through OCI	Total
<b>(A)</b>						
i. Loans repayable on demand	1,04,560	-	1,04,560	80,058	-	80,058
<b>Total (A)</b>	<b>1,04,560</b>	<b>-</b>	<b>1,04,560</b>	<b>80,058</b>	<b>-</b>	<b>80,058</b>
<b>(B) Out of above</b>						
i. Unsecured	1,04,560	-	1,04,560	80,058	-	80,058
<b>Total (B)</b>	<b>1,04,560</b>	<b>-</b>	<b>1,04,560</b>	<b>80,058</b>	<b>-</b>	<b>80,058</b>
<b>(C) Out of above</b>						
<b>(I) Loans in India</b>						
i. Others	1,04,560	-	1,04,560	80,058	-	80,058
<b>Total (C)</b>	<b>1,04,560</b>	<b>-</b>	<b>1,04,560</b>	<b>80,058</b>	<b>-</b>	<b>80,058</b>
<b>Total</b>	<b>1,04,560</b>	<b>-</b>	<b>1,04,560</b>	<b>80,058</b>	<b>-</b>	<b>80,058</b>

## Note: 6 Investments

Particulars	As at 31 March 2023				As at 31 March 2022			
	Amortised Cost	Through Other Comprehensive Income	Through Profit And Loss	Total	Amortised Cost	Through Other Comprehensive Income	Through Profit And Loss	Total
<b>(A)</b>								
Equity instruments- Others (quoted)	-	-	-	-	-	-	520	520
Equity instruments- Others (unquoted)	-	82,467	-	82,467	-	79,697	-	79,697
<b>Total</b>	<b>-</b>	<b>82,467</b>	<b>-</b>	<b>82,467</b>	<b>-</b>	<b>79,697</b>	<b>520</b>	<b>80,217</b>

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Units	Amount	No. of Units	Amount
<b>(A) Investment</b>				
-Others:				
1. Investments in Equity Shares				
i. (Valued at Fair Value through OCI) (Unquoted)				
Moreplus Merchants Pvt Ltd	3	10	3	16
Narottamka Commodities Pvt Ltd	279	66,522	279	63,747
Maxxon Trading & Finvest Pvt Ltd	53,750	15,935	53,750	15,934
<b>Total (i)</b>		<b>82,467</b>		<b>79,697</b>
ii. (Valued at Fair Value through Profit or Loss) (Quoted)				
Shree Securities Limited	-	-	35,000	520
<b>Total (ii)</b>		<b>-</b>		<b>520</b>
Less: Provision For Demuniton in value of Assets		-		-
<b>Total (1 = i + ii)</b>		<b>82,467</b>		<b>80,217</b>
<b>Total (A)</b>	<b>54,032</b>	<b>82,467</b>	<b>89,032</b>	<b>80,217</b>
<b>(B) Out of Above</b>				
(a) Investment in India		<b>82,467</b>		<b>80,217</b>
(b) Investment Outside India		-		-
<b>Total (B)</b>		<b>-</b>		<b>-</b>
<b>Total</b>	<b>54,032</b>	<b>82,467</b>	<b>89,032</b>	<b>80,217</b>

Footnotes:

## Note: 7 Current Tax Assets (Net)

Particulars	As at March 31st, 2023	As at March 31st, 2022
Tax Deducted at Source (Net of Provision)	2,301	1,465
<b>Total</b>	<b>2,301</b>	<b>1,465</b>

## Note: 8 Deferred Tax Assets (Net)

The Major Components of Deferred Tax Assets and Liabilities as at March 31, 2023 are as follows:

Deferred Tax Asset (net)	Opening Balance	Recognised / Reversed Through Profit and Loss	Recognised Directly in Equity	Recognised / Reclassified from Other Comprehensive Income	Closing Balance
<b>Deferred Tax Assets :-</b>					
(a) Impairment loss allowance - Stage III	-	-	-	-	-
(b) Impairment loss allowance - Stage I & II	-	-	-	-	-
(c) Depreciation on Property, plant and equipment	-	-	-	-	-
<b>Deferred Tax Liabilities :-</b>					
(c) Gain on Fair Valuation of Equity Instruments (Consolidated Gain)	1	-	-	-	1
<b>Deferred Tax Asset (net)</b>	<b>1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1</b>

The Major Components of Deferred Tax Assets and Liabilities as at March 31, 2022 are as follows:

Deferred Tax Asset (net)	Opening Balance	Recognised / Reversed Through Profit and Loss	Recognised Directly in Equity	Recognised / Reclassified from Other Comprehensive Income	Closing Balance
<b>Deferred Tax Assets :-</b>					
(a) Impairment loss allowance - Stage III	-	-	-	-	-
(b) Impairment loss allowance - Stage I & II	-	-	-	-	-
(c) Depreciation on Property, plant and equipment	-	-	-	-	-
<b>Deferred Tax Liabilities :-</b>					
(c) Gain on Fair Valuation of Equity Instruments (Consolidated Gain)	100	67	-	33	1
<b>Deferred Tax Asset (net)</b>	<b>100</b>	<b>67</b>	<b>-</b>	<b>33</b>	<b>1</b>

Note: 10(a) Provisions (Amount in Rs.Thousands, unless otherwise stated)

Particulars	As at March 31st, 2023	As at March 31st, 2022
Contingent provision against Stage 1 assets*	226	200
Contingent provision against Stage 3 assets*	1,431	-
Provision of Loss Asset	-	-
Income Tax Provision	637	637
<b>Total</b>	<b>2,294</b>	<b>837</b>

\* The Company has made Stage I (Loan Assets) asset provision of 0.25% of Stage I assets AND Stage III (Loan Assets) asset provision of 100% of Stage III assets as of March 31, 2023 as specified by RBI Master Directions Master Direction DNBR.PD.007/03.10.119/2016-17 September 01, 2016.

Note: 10(b) Other Non-Financial Liabilities

Particulars	As at March 31st, 2023	As at March 31st, 2022
Statutory Dues		
Professional Tax Payable	9	6
TDS Payable	9	5
Liabilities For Expenses	63	65
<b>Total</b>	<b>81</b>	<b>76</b>

Note: 11 Equity Share Capital

Particulars	No of Shares	Face Value Per Unit	As at March 31st, 2023	As at March 31st, 2022
<b>a) Authorised:</b>				
Equity Share	2,02,20,000	10	2,02,200.00	2,02,200
<b>b) Issued Subscribed and Paid Up:</b>				
Equity Share	2,02,12,875	10	2,02,128.75	2,02,128.75
<b>Total</b>			<b>2,02,128.75</b>	<b>2,02,128.75</b>

c) Movements in equity share capital

Particulars	No of Shares	Amount(Rs)
As at March 31st, 2022	2,02,12,875	2,02,128.75
Increase during the year	-	-
As at March 31st, 2023	2,02,12,875	2,02,128.75

d) The Company has only one class of equity share having par value of Re 10/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

e) No equity shares have been issued for consideration other than cash.

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

Particulars	31 March 2023		31 March 2022	
	Number of Shares	% Holding	Number of Shares	% Holding
SMILE SUPPLIERS PRIVATE LIMITED	16,13,581	7.98%	16,06,000	7.95%
APANAPAN DISTRIBUTORS LLP	40,70,000	20.14%	40,70,000	20.14%
MOREPLUS MERCHANTS PRIVATE LIMITED	28,02,584	13.87%	28,02,584	13.87%
SUPERIOR COMMDEAL PRIVATE LIMITED	17,95,356	8.88%	10,00,000	4.95%
PLENTY NIRYAT PRIVATE LIMITED	11,33,921	5.61%	11,33,921	5.61%

f) Details of Shareholding of Promoter

Name of the Promoter	% Change	31.03.2023		31.03.2022	
		Number of Shares	% Holding	Number of Shares	% Holding
APANAPAN DISTRIBUTORS LLP	-	40,70,000	20.14%	40,70,000	20.14%

Note: 12 Other Equity

Particulars	As at March 31st, 2023	As at March 31st, 2022
Special Reserve (RBI)	2,496	2,496
General Reserve (Amalgamation Reserve)	4,993	4,993
Retained Earnings	(5,629)	1,230
Fair Valuation of Equity Instrument	(11,062)	(22,937)
<b>Total</b>	<b>(9,202)</b>	<b>(14,217)</b>

a) Special Reserve (RBI)	As at March 31st, 2023	As at March 31st, 2022
Opening	2,496	2,199
Addition during the year		298
<b>Total</b>	<b>2,496</b>	<b>2,496</b>

b) General Reserve (Amalgamation Reserve)	As at March 31st, 2023	As at March 31st, 2022
Opening	4,993	4,993
Addition during the year	-	-
<b>Total</b>	<b>4,993</b>	<b>4,993</b>

c) Retained Earnings	As at March 31st, 2023	As at March 31st, 2022
Opening	1,230	58
Profit after tax during the year	(6,834)	1,421
Less: Contingent Provision for Standard Assets	(25)	49
Less: Transfer to Statutory Reserve	-	(298)
<b>Total</b>	<b>(5,629)</b>	<b>1,230</b>

d) Fair valuation of Equity Instruments	As at March 31st, 2023	As at March 31st, 2022
Opening	(22,937)	(12,176)
Addition during the year	11,875	(10,728)
Deletion during the year	-	(33)
<b>Total</b>	<b>(11,062)</b>	<b>(22,937)</b>

**Note: 13 Interest Income**

(Amount in Rs.Thousands, unless otherwise stated)

Particulars	For YE March 31st, 2023	For YE March 31st, 2022
<b>On Financial Asset measured at Amortised Cost</b>		
Interest on Loans	7,774	8,290
<b>Total</b>	<b>7,774</b>	<b>8,290</b>

**Note: 14 Net gain/ (loss) on fair value changes**

Particulars	For YE March 31st, 2023	For YE March 31st, 2022
a) Net gain/(loss) on investments at fair value through profit or loss		
i. On trading Portfolio		
Investment	9,350	-
Derivatives	-	-
Others	-	-
ii. On financial instruments designated at fair value through Profit or Loss	-	-
b) Others	-	-
<b>c) Total Net gain /(loss) on Fair Value changes</b>	<b>9,350</b>	<b>-</b>
Fair Value Changes:		
Realised	-	-
Unrealised	-	-
<b>Total Net gain /(loss) on fair value changes</b>	<b>9,350</b>	<b>-</b>

**Note: 15 Other Income**

Particulars	For YE March 31st, 2023	For YE March 31st, 2022
Write Off	-	-
Interest on IT Refund	75	65
<b>Total</b>	<b>75</b>	<b>65</b>

**Note: 16 Employee Benefit Expenses**

Particulars	For YE March 31st, 2023	For YE March 31st, 2022
Salary and Wages	2,207	1,220
Staff Welfare	-	-
<b>Total</b>	<b>2,207</b>	<b>1,220</b>

Note: 17

**Other Expenses****(Amount in Rs.Thousands, unless otherwise stated)**

Particulars	For YE March 31st, 2023	For YE March 31st, 2022
Advertisement Expenses	37	37
Payment To Auditors (Refer Note 18)	41	59
Bank Charges	0	0
Certification Fees	27	23
Demat Expenses	1	3
Depository Expenses	177	189
Bad Debt	-	4,308
E-Voting Processing Fees	30	15
Interest on TDS/ Prof Tax /GST/Others	0	0
Internal Audit Fees	5.00	5
Filing Fees	1	5
General Expenses	3	12
Legal and Professional Fees	398	200
Listing Fees	401	389
Postage & Courier	1	21
Printing & Stationery	3	15
Write off	-	305
Rates & Taxes	-	3
Secretarial Audit Fees	15	15
Scrutnizer fee	6	6
Registrar and Transfer Agent Fees	30	30
Sebi Penalty	500	-
Provision Of Sub Standard Assets	1,431	-
Film	12	-
Website expenses	7	7
<b>Total</b>	<b>3,126</b>	<b>5,647</b>

Note: 18

**Auditor's fees and expenses**

Particulars	For YE March 31st, 2023	For YE March 31st, 2022
Audit Fees	41	41
Tax Audit Fees	-	-
Other Services	-	18
<b>Total</b>	<b>41</b>	<b>59</b>

**Note: 19 Financial instruments by category****(Amount in Rs.Thousands, unless otherwise stated)**

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2(iii) to the financial statements.

Particulars	As at 31st March, 2023				As at 31st March, 2022			
	Carrying Amount	Levels of Input used in Fair			Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial Assets</b>								
<b>At Amortised Cost</b>								
Cash and Cash Equivalants	5,696				27,081			
Loans	1,04,560				80,058			
<b>At FVTPL:</b>								
Investment in Equity (Quoted)	-				520			
<b>AT FVTOCI:</b>								
Investment in Equity (Unquoted)	82,467				79,697			
<b>Financial Liabilities</b>								
<b>At Amortised Cost</b>								
Borrowings	-				-			

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

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

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Note: 20 Reconciliation of Expected Credit Loss as per Ind AS and IRACP  
(As required by RBI Master Direction RBI/2019-20/170BDR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020)

(Amount in Rs.Thousands, unless otherwise stated)

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	Provisions 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)
<b>Performing Assets</b>						
Standard	Stage 1	90,249	-	90,249	-	-
	Stage 2	-	-	-	-	-
<b>Subtotal</b>		<b>90,249</b>	<b>-</b>	<b>90,249</b>	<b>-</b>	<b>-</b>
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	14,311	1,431	12,880	1,431.13	-
Doubtful						
up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
<b>Subtotal for doubtful</b>		<b>14,311</b>	<b>1,431</b>	<b>12,880</b>	<b>1,431.13</b>	<b>-</b>
Loss	Stage 3	-	-	-	-	-
<b>Subtotal for NPA</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
<b>Subtotal</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>Stage 1</b>	<b>90,249</b>	<b>-</b>	<b>90,249</b>	<b>-</b>	<b>-</b>
	<b>Stage 2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Stage 3</b>	<b>14,311</b>	<b>1,431</b>	<b>12,880</b>	<b>1,431</b>	<b>-</b>
	<b>Total</b>	<b>1,04,560</b>	<b>1,431</b>	<b>1,03,129</b>	<b>1,431</b>	<b>-</b>

Note: 21 Disclosure of details as required by RBI/DNBR/2016-17/44 i.e Master Direction - Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016

Particulars	Amount Outstanding at:	
	As at March 31st, 2023	As at March 31st, 2022
<b>Liabilities Side:</b>		
<b>1. Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid :</b>		
(a) Debentures : Secured		
Unsecured(other than falling within the meaning of public deposits)		
<b>Total</b>		
<b>Asset Side:</b>		
<b>2. Break-up of Loans and Advances including bills receivables [other than those included in (3) below] :</b>		
(a) Secured		
(b) Unsecured		
<b>3. Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities</b>		
i) Lease assets including lease rentals under sundry debtors:		
(a) Financial Lease	-	-
(b) Operating Lease	-	-

ii) Stock on hire including hire charges under sundry debtors (a) Assets on hire (b) Repossessed assets	- -	- -
ii) Stock on hire including hire charges under sundry debtors (a) Assets on hire (b) Repossessed assets	- -	- -
<b>4. Break up of Investments</b>		
<b>Current Investments:</b>		
<b>1 Quoted:</b>		
(i) Shares:		
(a) Equity	-	520
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>2 Unquoted:</b>		
(i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>Long Term Investments :</b>		
<b>1 Quoted</b>		
(i) Shares		
(a) Equity		
(b) Preference		
(ii) Debentures and Bonds		
(iii) Units of Mutual Funds		
(iv) Government Securities		
(v) Others		
<b>2 Unquoted</b>		
(i) Shares		
(a) Equity	82,467	79,697
(b) Preference		
(ii) Debentures and Bonds		
(iii) Units of Mutual Funds		
(iv) Government Securities		
(v) Others	-	-



**Note: 22** Related Parties disclosures as required by Ind AS 24:

**a) List of Related Parties and Relationship:**

Key Management Personnel & Other Director:	
Utpal Dey	Managing Director
Yogesh Sharma	Company secretary
Pradeep Kumar Daga	Director
Vijay Kumar Ojha	CFO cum Whole Time Director

**b) Details of transaction during the year**

(Amount in Rs.Thousands, unless otherwise stated)

Particulars	Relationship	For YE March 31st, 2023	For YE March 31st, 2022
<b>Director Remuneration:</b>			
Utpal Dey	Key Managerial Personnel	300	240
		<b>300</b>	<b>240</b>
<b>Salary &amp; Bonus</b>			
Yogesh Sharma	Key Managerial Personnel	759	660
Vijay Kumar Ojha		360	240
Pradeep Kumar Daga		300	-
Subrata Panja		-	80
		<b>1,419</b>	<b>980</b>

**Note: 23** Provision for Gratuity is not made since Payment of Gratuity Act, 1972 is not applicable on the company since the number of employees in our company is below ten.

**Note: 24** In the absence of necessary information with the company relating to the registration of suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 the information required under the Act could not be compiled and disclosed.

**Note: 25** The Company has not recognised any Deferred Tax Assets on Unused Tax Losses and Fair Value of Investment as there is no probability and convincing other evidence that there will be sufficient future taxable profits that could be set off against the unabsorbed capital loss and unused tax losses

**Note: 26** Disclosures of various Ratios as required by Division III, Schedule III of The Companies Act, 2013 as revised on 24th March, 2021.

Particulars	As at March 31st, 2023	As at March 31st, 2022	Variance	Explanation
<b>Tier I Capital</b>	1,92,927	1,87,912		
<b>Tier II Capital</b>	-	-		
<b>Total Capital (Tier I + Tier II)</b>				
<b>Risk Weighted Assets</b>	1,87,818	1,60,278		
<b>Ratios:</b>				
<b>1. Tier-I CRAR</b> [(Tier I Capital)/Risk Weighted Assets]	1.03	1.17	(0.12)	
<b>2. Tier-II CRAR</b> [(Tier II Capital)/Risk Weighted Assets]	-	-	-	
<b>3. Total CRAR</b> [(Tier I Capital + Tier II Capital)/Risk Weighted Assets]	1.03	1.17	(0.12)	
<b>4. Liquidity Coverage Ratio</b>				Not Applicable

**Note: 27** No proceedings have been initiated or is pending against the Company fold holding any benami property

**Note: 28** The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

**Note: 29** The Company does not have any transactions with companies struck off under section 248 of the companies Act, 2013 as on the Balance Sheet date

**Note: 30** To the best of the knowledge and belief of the management, as on the date of balance sheet, 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), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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.

**Note: 31** Financial risk management

The Company is a Non-Banking Financial Company registered with the Reserve Bank of India. On account of it's business activities it is exposed to various financial risks associated with financials products such as credit or default risk, market risk, interest rate risk, liquidity risk and inflationary risk. However, the Company has a robust financial risk management system in place to identify, evaluate, manage and mitigate various risks associated with its financial products to ensure that desired financial objectives are met. The Company's senior management is responsible for establishing and monitoring the risk management framework within its overall risk management objectives and strategies, as approved by the Board of Directors. Such risk management strategies and objectives are established to identify and analyse potential risks faced by the Company, set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and assess risk management performance. Any change in Company's risk management objectives and policies needs prior approval of it's Board of Directors.

Market risk:

Market risk is a form of systematic risk associated with the day-to-day fluctuation in the market prices of shares and securities and such market risk affects all securities and investors in the same manner. These daily price fluctuations follows its own broad trends and cycles and are more news and transaction driven rather than fundamentals and many a times, it may affect the returns from an investment. Market risks majorly comprises of two types - interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risks include borrowings and investments

**Note: 32** The Company does not have any transactions not recorded in books of accounts that has been surrendered or disclosed as income during the year and previous year in the tax assessments under the Income Tax Act, 1961.

**Note: 33** The Company has not traded or invested in any crypto currency or virtual currency during the year and previous year.

**Note: 34** There has been no fraud by the Company or on the Company during the year and previous year.

**Note: 35** Previous year figures have been regrouped and re-arranged, wherever necessary, to confirm to the current year's classification

As per our Report of even date.

**FOR R K KANKARIA & CO**

**Chartered Accountants**

**Firm Reg. No : 321093E**

For and on Behalf of the Board of Directors

**Thirani Projects Limited**

**UTPAL DEY**

Managing Director

DIN : 6931935

**PRADEEP KUMAR DAGA**

Director

DIN: 00080515

**CA. RAJESH KUMAR KANKARIA**

**(Partner)**

**M. No. : 082796**

Dated: 26.05.2023

Place :Kolkata

UDIN:23082796BGYJLR6521

**YOGESH SHARMA**

Company Secretary

ACS 55179

**VIJAY KUMAR OJHA**

Chief Financial Officer



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