

SAINIK FINANCE & INDUSTRIES LIMITED

Regd. Office: 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi-110035
Corporate office : 7th Floor, Office Tower, Ambience Mall, Gurugram, Haryana-122002
E-mail: legal.secretarial@sainikmining.com website: www.sainikfinance.com Tel: 0124-2719000 Fax: 0124-2719100
CIN: L26912DL1991PLC045449

Date: 5th September, 2023

To,
The Manager (Listing)
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.

Sub.: Submission of Annual Report of the Company for the financial year ended 31st March, 2023.

Ref.:- Sainik Finance & Industries Limited (“the Company”), Scrip Code- 530265

Dear Sir / Madam,

Pursuant to the provisions of regulation 34 of SEBI (LODR) Regulation, 2015, we are enclosing herewith the copy of Annul Report of the Company for the financial year ended 31st March, 2023 along with Notice of 31st Annual General Meeting of the Company scheduled to be held on Saturday, 30th September, 2023 at 11:15 a.m. through Video Conferencing (VC) and Other Audio Visual Mean (OAVM). Further such Annual Report of the Company for the financial year ended 31st March, 2023 has also been published / uploaded at website of the Company as per following web-link:

<http://sainikfinance.com/2023/SFIL-%2031st%20Annual%20Report%202022-23.pdf>

Kindly take the same in your record.

Thanking You,
For Sainik Finance & Industries Limited

Piyush Garg
Company Secretary &
Compliance officer
M. No. A62134

Encl.: As above

31st

Annual Report

2022 -2023

SAINIK FINANCE & INDUSTRIES LTD.

CIN: L26912DL1991PLC045449

Registered Office :

129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi-110035.

Corporate Office :

7th Floor, Office Tower, Ambience Mall, NH-48, Gurugram, Haryana-122002

E-mail : legal.secretarial@sainikmining.com **Website:** www.sainikfinance.com

Tel: 0124-2719000 **Fax:** 0124-2719100

BOARD OF DIRECTORS

Mr. Rudra Sen Sindhu	: DIN
Mr. Kuldeep Singh Solanki	: 00006999
Mr. Sarvesh Sindhu	: 00009212
Mrs. Nishi Sabharwal	: 06545787
Mr. Ramesh Shah	: 06963293
Mr. Bharat Sinh	: 00029864
	: 00347364

KEY MANAGERIAL PERSONNEL (KMP)

Mr. Chandra Datt	: Chief Executive Officer
Mr. Jagdish Chandra	: Chief Financial Officer
Mr. Piyush Garg	: Company Secretary

AUDIT COMMITTEE

Mr. Rudra Sen Sindhu
Mr. Ramesh Shah
Mrs. Nishi Sabharwal
Mr. Bharat Sinh

NOMINATION AND REMUNERATION COMMITTEE

Mr. Rudra Sen Sindhu
Mrs. Nishi Sabharwal
Mr. Bharat Sinh

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Rudra Sen Sindhu
Mr. Kuldeep Singh Solanki
Mr. Bharat Sinh

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Rudra Sen Sindhu
Mr. Kuldeep Singh Solanki
Mrs. Nishi Sabharwal

STATUTORY AUDITORS

M/s. Kumra Bhatia & Co.
Chartered Accountants,
New Delhi

SECRETARIAL AUDITORS

M/s Rakesh Kumar & Associates
Company Secretaries,
Noida (UP)

INTERNAL AUDITORS

M/s. Divyank Khullar & Associates
Chartered Accountants,
New Delhi

**REGISTRAR AND SHARE TRANSFER
AGENT (RTA)**

Indus Portfolio Private Limited

SHARES LISTED AT

BSE Limited

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NOTICE

Notice is hereby given that the **31st Annual General Meeting** of the Members of M/s Sainik Finance & Industries Limited will be held on **Saturday, 30th day of September, 2023** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 11:15 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended on 31st March, 2023 including the audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statements for the financial year ended on that date together with the reports of the Board of the Directors and Auditors thereon.
2. To appoint Sh. Rudra Sen Sindhu (DIN: 00006999), who retires by rotation as a Director and being eligible, offers himself for reappointment, and in this regard pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Sh. Rudra Sen Sindhu (DIN: 00006999), Director of the Company who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company who is liable to retire by rotation.”

SPECIAL BUSINESS:

3. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, provisions of section 188 of the Companies Act, 2013 read with Rules made thereunder or other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the basis of approval and recommendation of the Audit Committee and Board of Directors of the Company, consent and approval of the members/shareholders be and are hereby accorded for entering into transactions with Global Minetec Limited (GML), the Related Party under Regulation 2(1)(zb) of the Listing Regulations, for providing/granting inter corporate loan & advance to the extent of an amount of Rs.5,00,00,000/-(Rupees Five Crore only), in one or more tranches, these transaction to be carried out in the ordinary course of business of the Company and on arm's length basis on such terms and conditions as board may decide from time to time and as briefly mentioned in the explanatory statement to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and are hereby authorised to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations.”

**By Order of the Board
For Sainik Finance & Industries Limited**

**Rudra Sen Sindhu
Director
DIN: 00006999**

**Dated: 11.08.2023
Place : New Delhi**

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Notes:

1. In view of the massive outbreak of Covid-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs & SEBI pursuant to the Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020 /79 dated 12th May 2020 and SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021 /11 dated 15th January, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the SEBI (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. The physical attendance of the Members to the AGM venue is not required and general meeting may be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 31st AGM through VC/OAVM.

In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars & SEBI Circulars, the 31st AGM of the Company is being held through VC / OAVM on Saturday, 30th September, 2023 at 11.15 a.m. IST.

2. The Members can join the AGM in the VC /OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The deemed venue for the 31st AGM shall be the Registered Office of the Company situated at 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi- 110035.
4. The relevant details, pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment of Directors at this AGM is annexed.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 23rd September, 2023 to Saturday, 30th September, 2023 (both days inclusive)** for the purpose of holding Annual General Meeting of the Company.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, Indus Portfolio Private Limited ("IPPL"), having its corporate office at G-65, Bali Nagar, Delhi - 110015 Ph. No. 011-47671214 for assistance in this regard.

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9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with IPPL in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to IPPL in case the shares are held by them in physical form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be downloaded from the Company's website www.sainikfinance.com Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to IPPL in case the shares are held in physical form.
12. SEBI has mandated submission of PAN and Bank Details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to IPPL.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 28th September, 2023 through email on legal.secretarial@sainikmining.com. The same will be replied by the Company suitably.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or IPPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and followed by SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021 /11 dated 15th January, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.sainikfinance.com, on websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of NSDL www.evoting.nsdl.com
16. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ID's with their respective depository participants or with the Registrar and Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to rs.kushwah@indusinvest.com or legal.secretarial@sainikmining.com mentioning your Folio/DP ID & Client ID.
17. Notice of AGM shall be send electronically to the members / shareholders whose name are appeared on Friday 25th August, 2023 in the records of Depository and Register of Members maintained by RTA and whose email addresses are registered with the Company / Depositories / RTA
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting

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services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- ii. The remote e-voting period commences on Tuesday, 26th September, 2023 (9:00 a.m. IST) and ends on Friday, 29th September, 2023 (5:00 p.m. IST). During this period, Members whose name appear in the register of members/beneficial owners as on the record date (cut-off date) i.e. Saturday, 23rd September, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date, being i.e. Saturday, 23rd September, 2023.
- iv. The Board of Directors has appointed Ms. Payal Sharma (M. No. FCS 8053 CP No. 8116) Proprietor of **M/s. Payal Sharma**, Practicing Company Secretary, Noida, as the Scrutinizer to scrutinize the voting process during the AGM and remote e-voting process in a fair and transparent manner.
- v. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Saturday, 23rd September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting system

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





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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A. new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company

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	<p>name or e-Voting service provider i.e.NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest facility, they can login through their existing user Id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on login icon & New System Myeasi tab and then use your existing my easi username & password. After successful login of Easi/Easiest the user will be able to see the E Voting page. The e-voting page will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If the user is not registered for Easi/Easiest, option to register is available at CSDL website www.cdslindia.com nad click on login & New system myeasi Tab and then click on registration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to cspayalsharma@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
- 3) In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on 022-4886 7000 or 022-2499 7000 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in

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

Physical Holding	Send a request to the Registrar & Transfer Agents of the Company, IPPL at rs.kushwah@indusinvest.com mentioning Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address, and scanned copy of the cancelled cheque bearing the name of the first shareholder shall be provided to update the Bank Account details of the Shareholders.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account by providing DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) or any other documents as advised by your DP. If Shareholder is an Individual shareholders holding securities in demat mode, you may refer to the login method explained at step 1 (A) i.e. <u>Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.</u>
Alternatively	The shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents
	In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
6. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come- first-served principle.
7. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 022-4886 7000 or contact Mr. Amit Vishal, Assistant Vice President – NSDL at amitv@nsdl.co.in/ 022-24994360/ +91 9920264780 or Ms. Pallavi Mhatre, Senior Manager –NSDL at 022-2499 4545.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at legal.secretarial@sainikmining.com at least 72 hours in advance before the start of the meeting i.e. by Wednesday, 27th September, 2023 by 11:15 A.M. (IST). Those Shareholders who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the AGM, depending upon the availability of time.
6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

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7. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 31st AGM.

OTHER INSTRUCTIONS AND RESULTS DECLARATION:

- 1) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and Prepare, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 2) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.sainikfinance.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Place: New Delhi
Dated: 11.08.2023

Rudra Sen Sindhu
Director
DIN: 00006999

Annexure to Item No. 2 of Notice of AGM

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (*in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*)

Brief Resume/ Profile of Directors being appointed/re-appointed:

Name	Mr. Rudra Sen Sindhu
DIN	00006999
Age	68
Date of Appointment	22/08/1991
Qualification	He is ex-army person and has bachelor's degree in arts.
Expertise in specific functional area	He joined the Indian Army in 1977. After completing the short service commission period of five years, he joined his family concern, M/s. Mitter Sen and Co., which was then engaged in the business of iron ore mining. He has approximately 40 years of experience in the field of coal mining and mining logistics and setting up and operation of power plants and non-banking finance business. He has business interests in a number of companies engaged mainly in the business of mining and logistics, coal beneficiation, power generation, manufacturing of sponge iron and steel, stock broking, print media, finance and tourism. He has been the Chairman of the Expert Committee on Coal since 2008 and the Co-Chairman of the National Coal Committee of ASSOCHAM since 2009. He is also engaged in several charitable activities in rural area.
Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	The followings are listed companies in which he holds the directorship and the membership of Committees of the board: 1. Sainik Finance & Industries Limited 2. Sindhu Trade Links Limited He did not resign from any of listed company during past three years.
Shareholding in the Company including shareholding as a beneficial owner shareholding in the Company	Total 260387 Equity Shares of Rs.10/- each fully paid up including shareholding as HUF.
Relationship with any Director(s) of the Company	He is relative of Sh. Sarvesh Sindhu, Non- Executive Director of the Company.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

The members of the Company requested to note that pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions, provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed Rs.1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company is Non-Banking Finance Company registered with Reserve Bank of India and engaged in investment and finance business. The Company intends to enter into with related party transactions to provide or grant inter corporate loan & advance aggregating to an amount not exceeding to Rs.5,00,00,000/- (Rupees Five Crores only) in one or more tranches to Global Minetec Limited (GML), a related party defined under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board may decide from time to time, Such related parties transactions to be entered are in ordinary course of business and are on an arm's length basis.

Even though the provisions of Companies Act, 2013 read with rules made thereunder regarding related party transactions do not attract to the above said transaction because this transaction is in ordinary course of business and on an arm's length basis but the transactions with Global Minetec Limited are expected to exceed the materiality threshold as stated under Regulation 23 of Listing Regulations above. Accordingly, the Board of Directors of the Company ('the Board') on the recommendation of the Audit Committee, recommended to seek approval of the Members for entering into material related party transactions with Global Minetec Limited for an amount to the extent of Rs.5,00,00,000/- (Rupees Five Crore Only), which is repayable on demand. These transactions to be entered into with the Related Parties shall be in the ordinary course of business and on arm's length basis.

The Audit Committee and Board of Directors in their respective meeting held on 11th August, 2023 have reviewed and approved major terms & conditions of this transaction and recommended to the members for their approval by way of an ordinary resolution.

Mr. Kuldeep Singh Solanki, Director of the Company, deemed to be concerned or interested in the aforesaid resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives except as stated above are, in any way, concerned or interested, financially or otherwise, in the said resolution. Members may note that pursuant to the provisions of the Listing Regulations, no related party shall vote to approve this Resolution (whether such related party is a party to the above mentioned transaction or not). The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Place: New Delhi
Dated: 11.08.2023

Rudra Sen Sindhu
Director
DIN: 00006999

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DIRECTORS' REPORT

The Member(s),

Your directors have immense pleasure in presenting 31st Annual Report of Sainik Finance & Industries Limited ('the Company') along with the Audited Standalone Financial Statements and the Auditor's Report thereon for the financial year ended 31st March, 2023.

1. COMPANY OVERVIEW

Sainik Finance & Industries Limited is a public limited company which was incorporated on 22nd August, 1991 with Registrar of Companies, NCT Delhi and Haryana (ROC) in the name & style of Garuda Clays Limited. Later on Ramanuj Leasing Limited which was incorporated on 2nd January 1985 with the object to carry on leasing & finance activities, was merged with Garuda Clays Limited by order of the Hon'ble High Court of Delhi dated 1st November 1999 and the said order was filed with ROC on 4th December 2000. Thereafter, the name of Garuda Clays Limited was changed to the present name i.e. Sainik Finance & Industries Limited. The Company is presently engaged in non-banking finance activities and is registered with Reserve Bank of India as Non-Banking Finance Company (NBFC) without accepting public deposits. The Reserve Bank of India has issued its Certificate of Registration No. N.14.02967 dated 03 September 2003. The Company launched its public offer for equity shares and is presently listed on BSE Limited.

2. FINANCIAL RESULTS

(Amount in Rupees Lakhs)

Particulars	For the financial year 2022-23	For the financial year 2021-22
Revenue from operations	1802.45	1,562.02
Other income	21.74	18.30
Total Revenue	1824.19	1,580.32
Profit before finance costs, depreciation and tax	1727.72	845.32
Finance Costs	1493.89	1767.30
Profit before depreciation and tax	233.83	(921.98)
Depreciation for the financial year	-	-
Profit/(Loss) before tax	233.83	(921.98)
Direct Taxes (current and deferred taxes)	242.58	109.47
Profit / (Loss) after Tax	(8.75)	(812.51)
Other Comprehensive Income for the year (net of tax)	(7.19)	(2.28)
Total Comprehensive income (Loss) for the year	(15.94)	(814.79)
Transfer to Reserve Fund	-	-

3. APPLICABILITY OF INDIAN ACCOUNTING STANDARDS ('IND AS') AND PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared and presented in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with guidelines issued by the Securities and Exchange Board of India (SEBI) and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC'). The financial statements have been prepared on a going concern basis. The Company uses accrual basis of accounting except in case of significant uncertainties. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. The financial statements are presented in Indian rupees.

4. TRANSFERS TO RESERVES AND PROVISIONS

Except as mentioned below, no amount was proposed to transfer to any reserve by the Company during the year under review.

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During the year under review, the Company did not require to transfer any amount to Special Reserve Funds in order to comply with the provisions of Section 45IA read with section 45IC of the Reserve Bank of India Act, 1934 as the Company incurred net losses of Rs.15.94 lakhs during the year under review and also a net losses of Rs.814.79 lakhs during the previous year. As on 31st March, 2023, the Company has made the provision of Rs.261.25 Lakhs for Sub Standard Assets and Rs.237.71 Lakhs for Standard Assets in order to comply with the guidelines of the Reserve Bank of India.

5. STATE OF COMPANY'S AFFAIRS

During the year under review, the Company was engaged in carrying on the business as Non- Banking Financial Company without accepting public deposits for which the Certificate of Registration has been obtained from the Department of Non- Banking Supervision, Reserve Bank of India, New Delhi.

During the year under review, the Company's total revenue has increased to Rs.1,824.19 Lakhs as compared to Rs.1,580.32 Lakhs in the previous year. The Company also earned profit before tax of Rs.233.83 Lakhs as compared to the losses of Rs.921.98 Lakhs in the previous year.

6. NON-PERFORMING ASSETS OF THE COMPANY

Your Company is in adherence to the provisions of Indian Accounting Standards (Ind AS) with respect to computation of Stage-3 Assets Non- performing assets (NPA). Your Company's assets have been classified based on expected performance. Exposure at Default (EAD) is the total amount outstanding including accrued interest as on the reporting date.

During the year under review, your Company was able to contain its gross NPAs at Rs.261.25 Lakhs as compared to Rs.264.38 Lakhs in previous financial year. Your Company reviews the delinquency and loan portfolio on regular basis. Further, the information on the Business overview and outlook and state of affairs of your Company have been discussed in detail in the MDA which forms part of this Annual Report.

7. SHARE CAPITAL OF THE COMPANY

The Authorised share capital of the Company is Rs.1100.00 Lakhs divided into 11000000 Equity shares of Rs.10/- each. Issued, Subscribed and Paid up Share Capital of the Company is Rs.1088.00 Lakhs divided into 10880000 Equity Shares of Rs.10/- each fully paid up.

Out of the above said issued and paid up shares capital, 9469597 Equity shares being 87.04% of the Company's paid up equity shares capital are in dematerialized form as on 31st March, 2023 and balance 1410403 Equity Shares being 12.96% of the Company's paid up equity shares capital are in physical form. However, 100% shareholdings of the promoter and promoters group are in dematerialised form. The Company & its RTA in order to comply the SEBI circular's time to time at frequent level request all the shareholders who hold equity shares in physical form to get their equity shares dematerialised with their depository at earliest. Our Registrar & Transfer Agent is M/s Indus Portfolio Private Limited, having their communication office at G-65, Bali Nagar, New Delhi -110015.

8. PAYMENT OF DIVIDEND

Your directors do not recommend any dividend for payment to the shareholders / members of the Company for the financial year ended on 31st March, 2023.

9. DIRECTORS & KEY MANAGERIAL PERSON (KMP) OF THE COMPANY

As on date, the Board of the Company comprises of Six Directors, consisting of three Independent Directors (including one Women Independent Director) and three Non-Executive Non Independent Directors who bring in a wide range of skills and experience to the Board. Name, designation and DIN of the Board members of the Company are given below:

Name of Director	Designation	DIN
Sh. Rudra Sen Sindhu	Non- Executive Non-Independent Director	00006999
Sh. Kuldeep Singh Solanki	Non- Executive Non-Independent Director	00009212
Sh. Sarvesh Sindhu	Non- Executive Non-Independent Director	06545787
Sh. Ramesh Shah	Non- Executive Independent Director	00029864
Smt. Nishi Sabharwal	Non- Executive Independent Director	06963293

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Name of Director	Designation	DIN
Sh. Bharat Singh*	Non- Executive Independent Director	00347364
Sh. Samai Singh**	Non- Executive Independent Director	00235036

In term of the Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Sh. Rudra Sen Sindhu (DIN-00006999), Non- Executive director of the Company, retires by rotation at ensuing Annual General Meeting and being eligible, offered himself for re-appointment. Your directors recommend his re-appointment, as Non-Executive director of the Company, for approval of the members at the ensuing AGM.

*During the year under review, the Company has appointed Sh. Bharat Singh having DIN: 00347364 as Non-Executive Independent Director of the Company for first term of consecutive five years w.e.f. 12th August, 2022. His appointment as Non-Executive Independent Director of the Company was duly approved by the shareholders / members in their Annual General Meeting held on 30th September, 2022.

**During the year under review, the tenure of Sh. Samai Singh as Independent Director of the Company had expired on 27th September, 2022.

Pursuant to the provisions of section 203 of the Act, as on date following are the key managerial personnel of the Company:

- | | | |
|---------------------------|---|-------------------------|
| a) Sh. Akash Shrivastava* | - | Chief Executive Officer |
| b) Sh. Chandra Datt* | - | Chief Executive Officer |
| c) Sh. Jagdish Chandra | - | Chief Financial Officer |
| d) Sh. Nikhil Sukhija** | - | Company Secretary |
| e) Sh. Piyush Garg** | - | Company Secretary |

*During the year under review, Sh. Akash Shrivastava, a Chief Executive Officer of the Company tendered his resignation from the position of CEO and KMP of the Company w.e.f. 31st August, 2022. Further in accordance of SEBI (LODR) Regulations, 2015 he confirmed that there is no other material reason for his resignation other than those mentioned in his resignation letter. Thereafter, on the recommendation of Nomination and Remuneration Committee, Sh. Chandra Datt has been appointed as Chief Executive Officer of the Company w.e.f. 14th November, 2022 and designated him as KMP of the Company.

**During the year under review, Sh. Nikhil Sukhija, a Company Secretary & Compliance Officer who was designated as KMP of the Company has tendered his resignation w.e.f. 12th December, 2022. Thereafter, on the recommendation of Nomination and Remuneration Committee, Sh. Piyush Garg, a Qualified Company Secretary has been appointed as Company Secretary & Compliance officer of the Company and designated as KMP of the Company w.e.f. 14th February, 2023.

10. DECLARATION BY INDEPENDENT DIRECTORS

The independent directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under section 149(6) of the Act read with regulation 16 of the SEBI Listing Regulations, as amended. The independent directors have also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the SEBI Listing Regulations.

During the year under review, non-executive Independent directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

11. COMPLIANCE WITH CODE OF CONDUCT

All Board members and senior management personnel have affirmed compliance with the Company's Code of Conduct during the year under review. A declaration to this effect signed by the Chief Executive Officer is included in this Annual Report.

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12. PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS, ITS COMMITTEE AND INDIVIDUAL DIRECTORS.

In compliance with the requirement of the Companies Act, 2013 and the SEBI Listing Regulations, as amended from time to time, the Board of Directors on annual basis evaluates the functioning of the Board, its Committees, and of the Individual Directors (including Independent Directors). The Board as a whole and the committee thereof were being evaluated on various parameters including but not limited to their compositions, experience, qualifications, diversity, roles and responsibility of each and every directors towards Stakeholders, strategic participation, governance compliances, culture and dynamics and quality of relationship between Board Members and the Management.

The Individual Directors including Independent Directors are also evaluated on the basis of their qualifications, experience, knowledge and their competency and while evaluating the performance of each and every Director individually, the Board also give utmost check to their ability to work as team, commitment towards the functions assigned, contribution and availability at Board Meeting and other business matters etc.

The review concluded by affirming that the Board as a whole, the Committee(s), and the individual Director continued to display a commitment to good governance by ensuring a constant improvement of processes and procedures and contributed their best in the overall growth of the organization.

13. REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee adopted a “Policy on Nominations and Remuneration for Directors, Key Managerial Executives, Senior Management and other Employees”, which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, along with the criteria for determination of qualification, positive attributes independence of a director and remuneration of Directors, KMPs, Senior Management and other employees and their evaluation and includes other matters, as prescribed under the provisions of Section 178 of the Act and SEBI Listing Regulations. The “Policy on Nominations and Remuneration for Directors, Key Managerial Executives, Senior Management and Other is available on the Company’s website www.sainikfinance.com.

Disclosure under section 197 (12) of the Companies Act, 2013 read with rules made thereunder

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Act and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Rules) is given below:

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Name of the Director	Ratio to the median
	N.A.	N.A.
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Name of Director/ CS/ CFO	% Increase
	Jagdish Chandra, CFO	20
	Chandra Datt, CEO (appointed w.e.f.14.11.2022)	N.A.
	Piyush Garg, CS (appointed w.e.f.14.02.2023)	N.A.
The percentage increase in the median remuneration of employees in the financial year;	NIL	
The number of permanent employees on the rolls of Company at end of the financial year under review;	6	
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	NIL	
Affirmation that the remuneration is as per the remuneration policy of the company.	Yes; the remuneration is as per the remuneration policy of the company.	

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None of employees of the Company has received remuneration of Rs.1,02,00,000 per annum and Rs.8,50,000 per month during the financial under review. Details of employees remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Rules are available at the registered office of the Company during working hours 21 days before the Annual General Meeting and shall be made available to any shareholders on their request in written.

14. BOARD MEETINGS HELD DURING THE YEAR UNDER REVIEW

During the year under review, Five (5) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The maximum interval between any two meetings did not exceed 120 days as prescribed by the Companies Act, 2013

Additionally, a meeting of the Independent Directors of the Company was held on 14th February, 2023, with the participation of Independent Directors of the Company at the meeting.

15. AUDIT COMMITTEE

The Audit Committee comprises of Smt. Nishi Sabharwal (Chairperson), Sh. Rudra Sen Sindhu (Member), Sh. Bharat Sinh (Member) and Sh. Ramesh Shah (Member). During the year, all the recommendations made by the Audit Committee were accepted by the Board.

16. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises of Sh. Rudra Sen Sindhu (Chairperson), Sh. Kuldeep Singh Solanki (Member) and Sh. Bharat Sinh (Member).

17. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of Smt. Nishi Sabharwal (Chairperson), Sh. Bharat Sinh (Member) Sh. Rudra Sen Sindhu (Member).

18. CORPORATE SOCIAL RESPONSIBILITIES COMMITTEE

The Corporate Social Responsibilities Committee comprises of Sh. Rudra Sen Sindhu (Chairperson), Sh. Kuldeep Singh Solanki (Member) and Smt. Nishi Sabharwal (Member).

19. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the Financial Statement for the financial year ended on 31st March, 2023 and state:

- i) That in the preparation of Annual Accounts for the financial year ended as at 31st March, 2023, the applicable Accounting Standards have been followed along with proper explanation relating to the material departures.
- ii) That the Directors have selected such Accounting Policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the financial year ended as at 31st March, 2023 and of the profit and loss of the Company for the financial year ended on 31st March, 2023.
- iii) That 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 or other irregularities.
- iv) That the Directors have prepared the Annual Accounts on a "Going Concern basis".
- v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by

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management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during financial year 2022-23

20. PUBLIC DEPOSITS

The Company has not invited or accepted any public deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made thereunder and section 45-I(bb) of the Reserve Bank of India Act, 1934 during the year under review. The Company does not hold any public deposit as on date and will not accept the same in future without the prior approval of Reserve Bank of India in writing.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company, being an NBFC registered with the RBI and engaged in the business of giving loans in ordinary course of its business, is exempt from complying with the provisions of section 186 of the Act read with Rule 11 of Companies (Meetings of Board and its Powers) Rules, 2014, with respect to loans, investment and guarantees etc.. Accordingly, the Company is exempted from complying with the requirements to disclose in the financial statement / this report the full particulars of the loans given, investment made or guarantee given or security provided.

22. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate system of internal financial control geared towards achieving efficiency in its operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Testing of such Internal Control measures and systems forms a part of Internal Audit function. The Internal Auditors of the Company conduct audits of various departments based on an annual audit plan covering key areas of operations. Internal Audit reviews and evaluates the adequacy and effectiveness of internal controls, ensuring adherence to operating guidelines and systems and recommending improvements for strengthening them. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Audit Committee of the Board of Directors reviews the adequacy of internal financial controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability. The Management ensures adherence to all internal financial control policies and procedures as well as compliance with regulatory guidelines. No significant audit observations and recommendations have been received from the Internal Auditors of the Company.

23. AUDITORS OF THE COMPANY

a) Statutory Auditors:

Pursuant to the provisions section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. Kumra Bhatia & Co. Chartered Accountants, New Delhi (having Firm Regn. No.002848N) has been appointed as the Statutory Auditors of the Company in the 30th AGM of the Company held on 30th September, 2022 for the first term of consecutive five years from the conclusion of 30th AGM till the conclusion of 35th AGM of the Company to be held in the financial year 2027, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

Besides the audit services, the Company also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

b) Statutory Auditors Report:

The Statutory Auditors have not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their Audit Report on the Financial Statements for Financial Year 2022-23. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. Further, the Statutory Auditors have not reported any fraud in terms of Section 143(12) of the Companies Act, 2013

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c) Secretarial Auditors:

Pursuant provisions of section 204 of the Companies Act 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has, at its meeting held on 25th May, 2023 appointed M/s Rakesh Kumar & Associates, a firm of Company Secretaries in practice in place of M/s S.S. Bhati and Associates, Secretarial Auditors who have tendered their resignation vide letter dated 26th April 2023 due to changing their profession from Secretarial to Advocacy, to undertake the Secretarial Audit of the Company and to issue / submit Secretarial Audit Report & Secretarial Compliance Report for the financial year 2022-23.

d) Secretarial Audit Report

The Secretarial Audit Report submitted by the Secretarial Auditor for the financial ended 31st March, 2023 in Form MR-3 is annexed as an **Annexure- A** and is forming integral part of this report. Such Secretarial auditors' report is also self-explanatory and does not contain any qualifications, reservations or adverse remarks or disclaimer.

24. CERTIFICATE FROM PRACTISING COMPANY SECRETARY WITH REGARDS TO NON DISQUALIFICATION OF DIRECOTRS

A certificate from M/s Rakesh Kumar & Associate, Practicing Company Secretary to the effect that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs, Securities and Exchange Board of India or any other statutory authority is attached herewith as **Annexure -B** and is forming part of Corporate Governance Report.

25. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

With an aim to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly, a familiarization program has been designed for the Independent Directors. Pursuant to Regulation 25(7) of SEBI Listing Regulation, the Company makes detailed presentations to the Board including Independent Directors, on the Company's operation and business plans, the nature of industry in which Company operates, and model of respective businesses, major risks involved and risk management strategy of the Company.

The Independent Directors are made aware with their duties, role, responsibilities and liabilities at the time of their appointment/reappointment through a formal letter of appointment which stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities.

26. CODE OF CONDUCT

The Board of directors has approved 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 placed on the Company's website www.sainikfinance.com. 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 dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

27. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with the rules made thereunder and pursuant to the provision of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company has established a Vigil Mechanism to be known as the 'Whistle Blower Policy' for its Directors and Employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of Whistle Blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, Vigil Mechanism / Whistle Blower Policy have been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Officer or the Chairman of the Audit Committee of the Company. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company. During the financial year 2022-23, no such complaint of unethical or improper activity has been received by the Company.

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28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particular as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014 read with the provisions of Section 134(3) (m) of the Companies Act, 2013 are as follow:

A) Conservation of energy-

Sr. No.	Particular	Remark
(i)	The steps taken or impact on conservation of energy;	Your Company carries out its business in an environmental friendly manner and is on the look-out for different ways & means to reduce the consumption of energy in its operations.
(ii)	The steps taken by the company for utilizing alternate sources of energy;	The Company does not require any alternative sources of energy.
(iii)	The capital investment on energy conservation equipment;	The Company's operations do not require capital investment on energy conservation equipment.

B) Technology absorption, adaption and innovation:

Sr. No.	Particular	Remark
(i)	The efforts made towards technology absorption;	The Company continues to use the latest technologies for improving the productivity and quality of its services.
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	Not Applicable
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year. The details of technology imported; The year of import; whether the technology been fully absorbed; If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	The Company's operations do not require significant import of technology.
(iv)	The expenditure incurred on Research and Development.	The Company's operations do not require the expenditure on Research and Development

C) Foreign exchange earnings and Outgo

During the year under review, there was no Foreign Exchange Earnings and Foreign Exchange Outgo.

29. MATERIAL CHANGES AND COMMITMENTS, IF ANY

Apart from the information provided / disclosures made elsewhere in the Directors' Report including Annexures thereof, there are no material changes and commitments affecting the financial position of the Company, which occurred between the end of the financial year of the Company i.e. 31st March, 2023 to which this financial statement relates and till date of this Report.

30. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. The main business of the Company is financing & investment in securities etc. and granting loans to related or unrelated parties. All related party transactions that were entered into during the financial year as per compliance of provision of Companies Act, 2013 & SEBI regulations as certified by CEO & CFO of the Company forming part of Corporate Governance Report. All related party transactions are placed before the Audit committee for their consideration and approval. None of the transactions with related parties falls under the scope of section 188(1) of the Act. However, the related party transactions so entered are disclosed in note No.36 to Financial Statement of the Company as attached herewith. Further details of all related party transactions including material related party transaction are also given in AOC-2 attached herewith as **Annexure- C** is

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forming integral part of this Report. The Material related transactions have been duly approved by the Shareholders of the Company. The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions duly approved by the Board of Directors of the Company has been placed on the Company's website www.sainikfinance.com

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the provisions of Regulation 34(2)(e) of the SEBI Listing Regulations, the Management's Discussion and Analysis Report covering the performance and outlook of the Company is annexed herewith as **Annexure-D** and forming part of this Annual Report.

32. CORPORATE GOVERNANCE REPORT

The Company is committed to good Corporate Governance as the requirement of the Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed report on Corporate Governance together with Certificate issued by M/s Rakesh Kumar & Associates, Practicing Company Secretaries on compliance of conditions of Corporate Governance is annexed herewith as **Annexure-E** and is forming integral part of this Report.

33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company was not required to spend any amount on CSR activities because Company did not meet any of the criteria as provided under provision of section 135 of Companies Act, 2013 as amended and rules made thereunder and any amendment thereof for spending the money of CSR Activities.

During the previous year, the Company's incurred net losses calculated in accordance with the provisions of section 198 of the Companies Act, 2013 is Rs.921.98 lakhs and average net losses of preceding three financial years is Rs. 276.62 Lakhs. Hence, the Company did not require to spend any amount on CSR activities during the financial year 2022-23

The annual report on CSR activities prepared in prescribed format / annexure as per the Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached herewith as Annexure-F and it shall be an integral part of Board Report.

34. DISCLOSURE RELATING TO MAINTENANCE OF COST RECORD

As the Company is Non-Banking Finance Company, the Central Government does not require to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Hence, the provisions of Cost Audit are not applicable to the Company.

35. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 notified on December 9, 2013, the Company has a policy for Prevention of Sexual Harassment of Women at Workplace and has complied with the provisions of this Act. During the financial year ended 31st March 2023, no complaint of sexual harassment has been received by the Company during the year under review.

36. DISCLOSURE ABOUT THE SHARES ISSUED ON PREFERENTIAL BASIS, IF ANY.

During the year under review, your Company has not made any allotment of shares on preferential basis.

37. DISCLOSURE ABOUT SWEAT EQUITY SHARES AND ESOP SCHEME.

Your company has not issued sweat equity shares or given stock option in the year under review.

38. SECRETARIAL STANDARDS OF ICSI

The Company has complied with the requirements prescribed under the Secretarial Standards on meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

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

There are no significant and material orders passed by the regulators / courts that would impact the going concern status of the Company and its future operations.

40. ANNUAL RETURN

In compliance with the provision of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the copy of annual Return in Form MGT-7 as on 31st March, 2023 is being placed on the website of the Company at www.sainikfinance.com

41. OTHER STATUTORY DISCLOSURES

- a) The securities of the Company were not suspended from trading during the year under review on account of corporate actions or otherwise.
- b) The Company has not defaulted in repayment of loans from banks and financial institutions. There were no delays or defaults in payment of interest / principle of any of its debt securities.
- c) During Financial year under review, there was no instance of one-time settlement with Banks or Financial Institutions. Therefore, as per rule 5(xii) of Companies (Accounts) Rules, 2014, reasons of difference in the valuation at the time of one-time settlement and valuation done while taking loan from the Banks or Financial Institutions are not reported.
- d) The Securities of the Company are listed on BSE Limited, Mumbai. The listing fee for the financial year- 2023-24 has been paid.
- e) During the year under review, the Company has neither made any application nor any proceeding were pending under the Insolvency and Bankruptcy Code, 2016 ("IBC Code"). Further, at the end of the financial year, Company does not have any proceedings related to IBC Code.

42. ACKNOWLEDGEMENT

The Board of Directors places its gratitude and appreciation for the support and cooperation from its members, the RBI and other regulators, banks, financial institutions and employees during the year under review. The directors also acknowledge with appreciation the support and co-operation rendered by various Government authorities and departments. Your Directors would also wish to place on record their deep sense of appreciation for the continued support of all the investors of the Company.

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Place: New Delhi
Dated: 11th August, 2023

Kuldeep Singh Solanki
Director
DIN: 00009212

Rudra Sen Sindhu
Director
DIN: 00006999

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Annexure - A

Form No MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
SAINIK FINANCE & INDUSTRIES LIMITED
CIN-L26912DL1991PLC045449
129, Transport Centre,
Rohtak Road, Punjabi Bagh, New Delhi-110035

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAINIK FINANCE & INDUSTRIES LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

- a) Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- d) Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- e) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of;

- I) The Companies Act, 2013 ("the Act") and the rules made there under as amended from time to time.
- II) The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- III) The Depositories Act, 1996 and the regulations and bye-law framed hereunder;
- 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. (No event took place under this act during the audit period).
- V) The following regulations and guidelines prescribed under the Securities and Exchange Board of India , 1992 ("SEBI Act") and as amended from time to time;
 - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (No event took place under these regulations during the audit period).
 - (d) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015.
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (No event took place under these regulations during the audit period).
 - (f) The Securities and Exchange Board of India (Issue and Listing of Securities Debt Instruments and Security Receipts) Regulations, 2008 (No event took place under these regulations during the audit period).
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (No event took place under these regulations during the audit period).
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (No event took place under these regulations during the audit period).
 - (i) 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;
- VI) The Company has also complied with the provisions of the following laws to the extent of which they are applicable to the Company:
- (a) The Employees' Provident Fund and Miscellaneous Provision Act, 1952.
 - (b) Industrial Dispute Act, 1947,
 - (c) The Payment of Wages Act, 1936,
 - (d) The Payment of Minimum Wages Act, 1948
 - (e) The Payment of Bonus Act, 1965,
 - (f) The Payment of Gratuity Act, 1972,
 - (g) The Maternity Benefits Act, 1961,

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

- I. The Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India is applicable to the Company during the audit report.
- II. The Listing Agreements entered into by the Company with BSE Limited, a Stock Exchange in compliance of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations / guidelines/circulars as may be issued by SEBI from time to time.
- III. Reserve Bank of India Act, 1934,
- IV. Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

During the period under review and as per the explanations, clarifications, representations made by the management to us, we report that, the Company has substantially complied with the provisions of the Act, rules, regulations, guidelines and standards etc. that are applicable to the Company.

We further report that compliance of applicable financial laws including direct and indirect tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by Statutory Auditor and other designated professionals.

We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made thereunder and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government etc.;
- c) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- d) Notice of Board Meetings and Committee Meetings of Directors;
- e) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- f) The Annual General Meeting during the period was held on Friday, 30th September, 2022;
- g) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- h) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- i) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including KMPs;
- j) Payment of remuneration to Directors including KMPs,

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- k) Appointment and remuneration of Auditors;
- l) Transfers and transmissions of the Company's shares;
- m) Investment of the Company's funds including investments and loans to others;
- n) Form of Balance Sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedules to the Act;
- o) Directors' report;
- p) Contracts, common seal, registered office and publication of name of the Company; and
- q) Generally, all other applicable provisions of the Act and the Rules made under the Act.

We 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.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairman, decisions at Board meetings and Committee meetings are carried unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be and no dissenting views have been made by any Directors or member of Committees.
- The Company has obtained all necessary approvals under the various provisions of the Act, and
- Except mentioned below, there were no prosecution initiated and no fines or penalties imposed during the year under review;

According to SEBI SOP Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/ 12 Dated January 22, 2020 issued by the SEBI, the Stock Exchange had imposed Fine amounting to Rs. 1,77,000/- to the Company for non-compliance of provisions of the SEBI (LODR) Regulations, 2015, through e-mail dated June 29, 2022 for late Submission of financial result under regulation 33 of SEBI LODR Regulations 2015. The Company has duly paid the such fine within the stipulated time period as directed by the Stock Exchange.

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

We further report that:

As explained by the management, the Company has made related party transaction on ordinary course of business which is on arm's length basis as decided by the Audit Committee in their meeting during the financial year.

With the reference to the compliance of Industry specific acts, the Company is an investment and finance company which is engaged in non-banking financial services and does not accept any public deposits, therefore, the company need to ensure the compliances relevant provision and process of RBI act and other applicable acts on periodically basis. In this regard, we have relied upon management representation issued to us and compliance certificates placed before the Board of Directors and also reports of statutory and internal auditors of the Company. Our report of compliance would be limited to their reporting and subject to the observations and comments made by them in their report, if any.

During the audit period, there were no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. as referred above.

**For Rakesh Kumar & Associates
Company Secretaries**

**Rakesh Kumar
(Proprietor)**

FCS No. 7886; CP No. 8869

UDIN: F007886E000806981

Peer Review Certificate No: 4037/2023

**Place: Noida
Date: 11.08.2023**

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Annexure- B

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Sainik Finance & Industries Limited
129, Transport Centre, Rohtak Road,
Punjabi Bagh, New Delhi- 110035.

1. That Sainik Finance & Industries Limited (CIN-L26912DL1991PLC045449) is having registered office at 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi -110035 (hereinafter referred to as 'the Company'). The equity shares of the Company are listed on BSE Limited.
2. We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Company on our email, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. As on 31st March, 2023, the Board of Directors of the Company comprises of the following directors:

SL. No.	Name of Director	DIN	Date of initial appointment in the Company	Date of re-appointment in the Company (AGM date)*
1.	Rudra Sen Sindhu	00006999	22/08/1991	-
2.	Kuldeep Singh Solanki	00009212	27/03/1997	-
3.	Bharat Sinh	00347364	12/08/2022	30/09/2022
4.	Ramesh Shah	00029864	25/06/2020	30/09/2020
5.	Sarvesh Sindhu	06545787	25/06/2020	30/09/2020
6.	Nishi Sabharwal	06963293	12/11/2020	30/09/2021

4. Based on verification and examination of the disclosures/ register under section 184/ 189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN based search on MCA Portal (www.mca.gov.in), we certify as under:
 - None of the above named Directors on the Board of the Company 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 statutory authority for the Financial Year ending 31st March, 2023.
5. 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.
6. This certificate is based on the information and records available up to date of this certificate and we have no responsibility to update this certificate for the events and circumstances occurring after the date of the certificate.

For M/s Rakesh Kumar & Associates
Company Secretaries

Place: Noida
Date: 11.08.2023

Rakesh Kumar
(Proprietor)
FCS No. 7886; CP No. 8869
UDIN: F007886E000778964
Peer Review Certificate No.4037/2023

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Annexure- C

FORM AOC-2

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

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at arm's length basis:

Sainik Finance & Industries Limited was not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2022-23.

2. Details of contracts or arrangements or transactions at arm's length basis:

S. No.	Name of Related Party	Nature of Relation Ship	Nature of Contracts/ arrangements/ transaction	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transaction	Date of approval by the Board	Amount incurred during the year (Rs. In lakhs)
1.	Indus Portfolio Private Limited	Common directorship and Shareholding	Services received	N.A.	RTA Services received	-	1.84
2.	Hari Bhoomi Communication Private Limited	Common directorship and shareholding	Services Received	N.A.	Advertisement Expense	-	0.65
3.	ACB (India) Limited	Director's relative is director & member and Common shareholdings of Directors.	Interest paid	N.A.	Interest paid on ICD.	-	111.95
			ICD	N.A.	Repayment of ICD	-	4779.20
4.	Kartikay Exploration and Mining Services Private Limited	Director's relative is director and member	Interest Income	N.A.	Interest received on ICD	-	8.87
5.	Kartikay Exploration and Mining Services Private Limited	Director's relative is director and member	ICD	N.A.	Refund of finance provided	-	274.89
6.	Sainik Mining and Allied Services Limited	Director's relative is director & member and Common shareholdings of Directors.	ICD	N.A.	ICD given repayable on demand	-	3465.30
			Interest Income	N.A.	Interest due / received on ICD.	-	252.01
			ICD	N.A.	Refund of finance provided	-	310
7.	Kartikay Coal Washeries Private Limited	Director's Indirectly Interested	ICD	N.A.	Repayment of Finance Received	-	1131.84
			Interest Paid	N.A.	Interest paid on ICD	-	22.88

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S. No.	Name of Related Party	Nature of Relation Ship	Nature of Contracts/ arrangements/ transaction	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transaction	Date of approval by the Board	Amount incurred during the year (Rs. In lakhs)
8.	Mittersen Agro Farms Private Limited	Director's relative is shareholders	Interest paid	N.A.	Interest due / paid on ICD.	-	11.62
9.	Sh. Akash Shrivastava	Chief Executive Officer	Salary paid	N.A.	Payment of Salary to KMP	-	11.96
			Loan given	N.A.	Unsecured Loan	-	2.50
			Interest Income	N.A.	Interest on Loan given	-	1.55
			Loan	N.A.	Refund of Loan provided	-	3.04
10.	Sh. Jagdish Chandra	Chief Financial Officer	Salary Paid	N.A.	Payment of Salary to KMP	-	20.59
11.	Sh. Chandra Datt	Chief Executive Officer	Salary Paid	N.A.	Payment of Salary to KMP	-	8.75
12.	Sh. Nikhil Sukhija	Company Secretary	Salary Paid	N.A.	Payment of Salary of KMP	-	2.66
13.	Piyush Garg	Company Secretary	Salary Paid	N.A.	Payment of Salary of KMP	-	0.72

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Place: New Delhi
Dated: 11th August, 2023

Kuldeep Singh Solanki
Director
DIN: 00009212

Rudra Sen Sindhu
Director
DIN: 00006999

SAINIK FINANCE & INDUSTRIES LIMITED

CIN: L26912DL1991PLC045449

Annexure- D

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Sainik Finance & Industries Limited (SFIL), a listed Company is engaged in the business of investment, finance and lending. It is Non- Systematically Important Non-Deposit Taking Non-Banking Financial Company registered with the Reserve Bank of India (RBI).

1. MACROECONOMIC OVERVIEW

Over the years, NBFCs have consolidated their position as a key intermediary in the Indian financing sector with differentiated offerings such as niche financing, last-mile connectivity and an alternative to bank financing. With respect to liabilities, NBFCs have become increasingly interconnected with the financial system. The RBI, like other central banks, raised the monetary policy rates and reduced excess systemic liquidity. Major areas of concern for the economy were elevated commodity prices leading to a depreciation of the Indian rupee, higher retail inflation (both core and food inflation) leading to the RBI raising interest rates and rationalising systemic liquidity, and a rising current account deficit (CAD).

However, despite these critical challenges, India emerged as the fastest growing major economy in the world.

Table 1 gives the data on real GDP and Gross value added (GVA) and growth for the last four financial years.

Table 1: Real GDP and GVA and growth, India

	FY2020 (2nd RE)	FY2021 (2nd RE)	FY2022 (1st RE)	FY2023 (2nd AE)
Real GDP(₹ in trillion)	145.2	135.6	147.7	159.7
Real GVA(₹ in trillion)	132.2	125.9	136.2	147.1
Real GDP growth	3.7%	(6.6%)	8.9%	7.0%
Real GVA growth	3.7%	(4.8%)	8.3%	6.6%

Source: Government of India, Central Statistics Office (CSO). AE denotes Advance estimate and RE denotes revised estimate.

In terms of growth, NBFCs witnessed a CAGR of 21% between fiscals 2017 and 2023, compared to 8% for other players.

The current account deficit (CAD) widened in FY2023 on account of (i) rising commodity prices, (ii) appreciation of the US dollar and (iii) a slowdown in economic growth and world trade owing to aggressive and synchronized monetary policy tightening across the world. For the first three quarters of FY2023, the CAD stood at 2.7% of GDP.

Simultaneously, the RBI maintained adequate liquidity to support its accommodative stance throughout the year. It resorted to rebalancing liquidity on a dynamic basis without compromising systemic liquidity. Moreover, the RBI change its key policy rates including repo rate, reverse repo rate and bank rate at 6.5%, 3.35% and 5.15% respectively during FY2022-23. On balance, we believe that the Indian economy is well positioned to counter the challenges posed by any new waves of the pandemic. The inflation challenge needs to be tackled carefully without resorting to sharp interest rate hikes, as it may dampen the pace of economic recovery.

The current account deficit (CAD) widened in FY2023 on account of (i) rising commodity prices, (ii) appreciation of the US dollar and (iii) a slowdown in economic growth and world trade owing to aggressive and synchronized monetary policy tightening across the world. For the first three quarters of FY2023, the CAD stood at 2.7% of GDP.

The calendar year 2023 began on a promising note with improved supply conditions, resilient economic activity, and some degree of stability in financial markets. In just a few weeks of March 2023 the sentiment changed as fresh headwinds emerged from the banking sector turmoil in some advanced economies. Bank failures in the USA and Switzerland with their contagion risks came to the forefront. However, the banking and non-banking financial services sector in India remained healthy and evolved in an orderly manner.

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2. INDUSTRY OVERVIEW

NBFCs have become important constituents of the financial sector and have been recording higher credit growth than scheduled commercial banks (SCBs) over the past few years. NBFCs are leveraging their superior understanding of regional dynamics and customised products and services to expedite financial inclusion in India. Lower transaction costs, quick decision making, customer orientation and prompt service standards have typically differentiated NBFCs from banks. Considering the reach and expanse of NBFCs, they are well-suited to bridge the financing gap in a large country like India. Systemically Important NBFCs have demonstrated agility, innovation, and frugality to provide formal financial services to millions of Indians.

This is an enviable track record despite the business models of the NBFCs being severely tested by four large external events in the last few years, namely, (i) demonetisation, (ii) GST implementation, (iii) failure of few large NBFCs, and (iv) the pandemic. The fact that many NBFCs have managed to overcome these stresses without significant impact on financial position is a testimony to their resilience and agility.

In terms of growth, NBFCs witnessed a CAGR of 21% between fiscals 2017 and 2023, compared to 8% for other players.

3. OUTLOOK

The credit demand is expected to grow with reducing uncertainty and investment traction going forward. Credit growth of NBFCs is expected to be driven by rising retail consumerism, formalisation of MSMEs, increasing financial penetration and investment focus on India's manufacturing sector.

4. SFIL PERFORMANCE REVIEW, FY 22-23

i) Share Capital

The Authorised share capital of the Company is Rs.1100.00 Lakhs divided into 11000000 Equity shares of Rs.10/- each. Issued, Subscribed and Paid up share capital of the Company is Rs.1088.00 Lakhs divided into 10880000 Equity Shares of Rs.10/-each fully paid up.

ii) Net Worth

The Net worth of the Company has been decreased to Rs.3,540.56 Lakhs during the current year as compared to Rs. 3555.62 Lakhs during the previous year.

iii) Total Income

During the year under review the total income of the Company is Rs.1824.19 Lakhs as compared to Rs.1580.32 Lakhs during the previous year.

iv) Other Income

During the year under review other income of the Company is Rs.21.74 Lakhs as compared to Rs.18.30 Lakhs during the previous year.

v) Interest and Finance Charges

During the year under review total interest and finance charges are Rs.1493.89 Lakhs as compared to Rs.1767.30 Lakhs during the previous year.

vi) Tax Expense

During the year under review, total current tax expenses is NIL and deferred tax expenses were Rs.242.58 Lakhs as compared to deferred tax expenses Rs.109.47 Lakhs during the previous year.

vii) RBI Guidelines

The Company has complied with all the applicable rules and regulations of the Reserve Bank of India.

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viii) Human Resources/ Industrial Relations

The Company has a dedicated team who has been contributing to the progress and growth of the Company. The manpower requirement at the offices of the Company is assessed continuously and recruitment is conducted accordingly. Concerted efforts have been put in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that Company consistently develops inspiring, strong and credible leadership. Number of people employed is six.

ix) Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

During the year under review, the return on networth as compared to the immediately previous financial year is Incremental due to increase in turnover

x) Operational and Financial Performance

During the year financial year 2022-23, the Company's total income has increased to Rs.1,824.19 Lakhs as compared to Rs. 1580.32Lakhs in the previous year

During the Financial year the Company earned profit before tax of Rs. 233.83 Lakhs as compared to the losses of Rs.921.98 Lakhs in the previous year.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

- (1) Pertaining to maintenance of the records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company
- (2) Providing reasonable assurance that transactions are being recorded as mandatory to permit the preparation of financial statements according to the generally accepted accounting principles and that the receipts and expenditures of the Company are prepared only in accordance with authorisations of management and Directors of the Company, and
- (3) Providing reasonable assurance to prevent or timely detect unauthorised acquisition, use or disposition of the Company's assets which may have a material effect on the financial statements. The Company has a robust internal audit programme, where the internal auditors, an independent firm of Chartered Accountants, conduct a risk based audit to not only test the adherence to policies and procedures but to also suggest improvements in the processes and systems. The audit program is agreed upon by the Audit Committee. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations.

6. POSSIBLE THREATS

As we get into an environment which is likely to be largely positive over medium to long term, there may be significant roadblocks in the shorter term due to funding difficulties which are facing by NBFC. Despite recent push by the RBI, the resolution of stressed assets in the system is likely to take more time. Also the effect of various loan waivers on credit culture in the rural areas is still to be seen. Your Company acknowledges these possible negative factors and has a plan to mitigate them through its deep domain knowledge, strong risk framework and an efficient collection mechanism.

7. FIXED DEPOSITS

The Company is a non-deposit accepting -NBFC. The Company has not accepted any fixed deposit during the period under review.

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8. RISK AND CONCERNS

As an NBFC, SFIL is exposed to credit, liquidity and interest rate risk. It has continued to invest in talent, processes and emerging technologies for building advanced risk and underwriting capabilities. The Company recognizes the importance of risk management and has accordingly invested in appropriate processes, people and a management structure. The Board of Directors of the Company reviews the asset quality at frequent intervals. The nature of business the Company is engaged in exposes it to a slew of complex and variable risks. The rapid and continuous changes in the business environment have ensured that the organization becomes increasingly risk focused to achieve its strategic objectives. SFIL's policies ensure timely identification, management and mitigation of relevant risks, such as credit risk, liquidity risk, interest rate risk, operational risk, reputational and regulatory risks, which help the Company move forward with vigour.

9. DETAIL OF SIGNIFICANT CHANGE IN KEY FINANCIAL RATIOS

There is no significant change in key financial ratios as if compared to the ratios of previous financial year.

10. CAUTIONARY STATEMENT

This statement describes the objectives, projections, expectation and estimations of the Company, which may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Forward- looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. The actual result may differ materially from those expressed in the statement or implied due to the influence of the external factors, which are beyond the Company's control. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments.

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Place: New Delhi
Dated: 11th August, 2023

Kuldeep Singh Solanki
Director
DIN: 00009212

Rudra Sen Sindhu
Director
DIN: 00006999

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CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

1. COMPANY'S PHILOSOPHY

The Corporate Governance refers to set of policies, systems, regulations and procedures to be followed in the best interest of stakeholders i.e. Shareholders, Consumers, Banks, financial institutions and employees of the Company etc. Our Company is making regular compliances and furnishing the information related to the performance and prospect of the Company keeping in view of true spirit of the Corporate Governance. The Company's philosophy is the conduct of its affairs transparently with all persons dealing with the Company and/or having a stake in the Company. As required under SEBI (Listing Obligations and Disclosure Requirements), 2015, all necessary disclosures are set out towards achievements of good Corporate Governance.

2. BOARD OF DIRECTORS

The Board of Directors of the Company provides leadership, strategic guidance to the Company and exercises control over the Company and accountable at all time to the shareholders of the Company. The present Board comprises of 6 (Six) directors (of which 3 are non-executive independent directors including one woman independent director) who possess the requisite qualifications and experience in general corporate management, finance, banking and other allied fields enabling them to contribute effectively in their capacity as Directors of the Company. The Board does not have any institutional nominee director

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2.1 COMPOSITION AND CATEGORY OF BOARD OF DIRECTORS AND SHAREHOLDING IN THE COMPANY AS ON 31ST MARCH, 2023

Name of Director	Category	Promoter/Non-promoter	DIN	No. of shares held	Core Skill, Expertise & / Competencies
Sh. Rudra Sen Sindhu	Non-Executive & Non Independent Director	Promoter	00006999	170787	He is an ex-army man and has bachelor's degree in arts and has more than 40 years' experience in coal mining and mining logistics and setting up and operation of power plants and non-banking finance business.
Sh. Kuldeep Singh Solanki	Non-Executive & Non Independent Director	Promoter	00009212	2503982	He is an ex-army man and has bachelor's degree in arts and has more than 38 years' experience in coal mining and coal washing, operation of power plants and non-banking finance business.
Sh. Sarvesh Sindhu	Non-Executive & Non Independent Director	Promoter	06545787	248866	He has MBA degree from Boston University, United States of America and has been pursuing family business since last 7 years i.e. coal mining, contract mining, mining logistics and setting up and operation of power plants and non-banking finance business.
Sh. Ramesh Shah	Non-Executive & Independent Director	Non-Promoter	00029864	NIL	He is qualified Chartered Accountant and Cost Accountant and having extensive experience of over 30 years of heading functions like statutory audit, taxation, accounts, finance, costing, MIS, internal and management audit, commercial, administration, material management, systems and controls, mergers, acquisition, takeovers, etc.
Sh. Bharat Sinh	Non-Executive & Independent Director	Non-Promoter	00347364	NIL	Mr. Bharat Sinh holds Bachelor Degree in Economics i.e. BA ((Hons) from Fergusson College, Pune. In a career spanning 43 years, he has worked with various government and non-government organisation at senior positions across the

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Name of Director	Category	Promoter/Non-promoter	DIN	No. of shares held	Core Skill, Expertise & / Competencies
					various fields and Jobs. He joined Army and worked as Commissioned Officer from 1977 to 1982. He has been awarded with SENA MEDAL during his army services for his acts of exceptional devotion to duty and courage which has special significance for the Army.
Mrs. Nishi Sabharwal	Non-Executive & Independent Director	Non-Promoter	06963293	NIL	She is a Masters in Economics, from Agra University. In a career spanning 31 years, she has held numerous senior positions across various business segments. She has worked with a multinational bank for 12 years across business segments and worked with a large Indian Private banks for 3 years. She has specialized in Client Experience Management, Relationship Banking, Wealth Management, Investment Advisory, Private Banking, Business Banking, International Trade Services, Branch Banking, Team Building Management, Business Development. She joined our Company in the end of the year 2020.

2.2 Board Meetings held during the year under review:

a) Number, dates of Board and committee Meetings held during the financial year indicating the number of meeting attended by each director

During the year under review, 5 Board meetings, 5 Audit Committee Meetings, 6 Shareholders Relationship Committee Meetings, 4 Nomination and Remuneration Committee meetings and 1 Corporate Social Responsibility Committee Meeting were held. The intervening gap between two board meetings and audit committee meetings was within the period prescribed under the Companies Act, 2013.

During the year under review, the Board met 5 times. The following table summaries the attendance of the Directors of the Company at Board meetings held during the financial year under review:

Name of Directors of the Company	Dates of Board meetings and attendance of Directors					
	28/04/2022	29/07/2022	12/08/2022	14/11/2022	14/02/2023	Meeting Attended
Sh. Rudra Sen Sindhu	Yes	Yes	Yes	Yes	Yes	5
Sh. Kuldeep Singh Solanki	No	Yes	Yes	No	Yes	3
Sh. Samai Singh (Resigned w.e.f 27.09.2022)	Yes	Yes	No	No	No	2
Sh. Sarvesh Sindhu	No	No	Yes	Yes	Yes	3
Sh. Ramesh Shah	Yes	Yes	Yes	No	No	3
Smt.Nishi Sabharwal	Yes	Yes	Yes	Yes	Yes	5
Sh. Bharat Sinh (Appointed w.e.f.12.08.2022)	No	No	Yes	Yes	Yes	3

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b) Attendance record of Directors at Board Meeting and Annual General Meeting of the Company held during the financial year 2022-23 and details of number of Directorships / chairmanship/ memberships in the committees of other companies are given as under:

Name of Director	Attendance details		Number of other Companies in which he / she is Director (other than foreign companies, LLP and section 8 Companies)	No of post of Chairperson in Audit/ Stakeholder Committee including this listed entity	Number of memberships in Audit / Stakeholder Committee including this listed entity	Name of Listed Entities including this listed entity where the person is a Director
	At Board Meeting	At AGM held on 30-09-2022				
Sh. Rudra Sen Sindhu	5	No	9	4	8	Sainik Finance & Industries Limited Sindhu Trade Links Limited
Sh. Kuldeep Singh Solanki	3	Yes	10	1	2	Sainik Finance & Industries Limited
Sh. Samai Singh (Resigned w.e.f. 27.09.2022)	2	No	6	2		Sainik Finance & Industries Limited
Sh. Sarvesh Sindhu	3	No	12	-	-	Sainik Finance & Industries Limited
Sh. Ramesh Shah	3	Yes	8	3	8	Sainik Finance & Industries Limited, Apex Capital and Finance Limited Sindhu Trade Links Limited
Mrs. Nishi Sabharwal	5	Yes	10	5	10	Sainik Finance & Industries Limited Globus Power Generation Limited Shyam Telecom Limited
Bharat Sinh (Appointed w.e.f.12.08.2022)	3	Yes	2	-	3	Sainik Finance & Industries Limited

None of the directors was a member in more than 10 committees, nor a chairperson in more than five committees across all public companies in which he/she was a director. For reckoning of membership and chairmanship in committees, we will count only audit committee and stakeholders committees

2.3 Board Procedures and flow of information

The Board meets at least once in a quarter to, inter-alia, review quarterly financial results, compliance report(s) of all laws applicable to the Company, regulatory developments, minutes of the Board Meetings, significant transactions and arrangements entered into by the Company, risk management and any other proposal from the management. In case of matters requiring urgent approval of the Board, resolutions are passed through circulation.

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All directors take active part in the deliberations at the Board and Committee Meetings by providing valuable guidance and expert advice to the Management on various aspects of business, governance, etc. and play a critical role on strategic issues and add value in the decision-making process of the Board of Directors. The Company also provides video conferencing facility to its Directors to enable them to participate in the discussions held at the meetings.

2.4 Independent Directors:

The Board of Directors of the Company is duly constituted with Independent Directors and non-independent directors. The Board also has a woman director. Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy. The maximum tenure of Independent Directors is in accordance with the Act and the Listing Regulations.

The Company issues a formal letter of appointment to Independent Directors in the manner provided under the Act. As per regulation 46(2) of the Listing Regulations, the terms and conditions of appointment of independent directors are placed on the Company's website www.sainikfinance.com. The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

During the year under review, a Separate Meeting of Independent Directors held on 14th February, 2023 without the attendance of Non-Independent Directors and all the Independent Directors were present at the meeting. The following issues were discussed in detail:

- A. Reviewed the performance of non-independent directors of the Company and the Board as a whole;
- B. Reviewed the performance of the Board as a whole;
- C. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors have submitted declaration(s) that they meet the criteria of Independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations.

The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions of independence specified in the Listing Regulations and are independent of the management of the Company.

Based on intimations/ disclosures received from the Directors periodically, none of the Directors of the Company hold memberships/ chairmanships more than the prescribed limits.

All the Independent Directors of the Company also comply with the criteria's pertaining to the maximum number of directorship as per Regulation 17A of Listing Regulations.

Resignation of Independent Director during Financial Year 2022- 2023

Sh. Samai Singh who was holding office of Independent directorship for a second consecutive term till 27-09-2022, stepped down as Independent director w.e.f. 27-09-2022.

Directors also confirmed that there are no material reasons for resignation other than those mentioned in their respective resignation letters. The resignation of the director also updated on the BSE and website of the Company www.sainikfinance.com.

2.5 Selection of new Directors

The Board is responsible for the election of new directors. The Board delegates the screening and selection process to the Nomination & Remuneration Committee, which consists majority of Independent Directors. The Committee, based on defined criteria, makes recommendations to the Board on the induction of new Directors.

2.6 Certificate from Practicing Company Secretary

The Company has received a certificate from M/s Rakesh Kumar & Associates, Practicing Company Secretaries, Noida, to the effect that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of

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Corporate Affairs or any other statutory authority. The copy of the same is attached with Corporate Governance Report, which is forming part of this report.

3. COMMITTEES OF THE BOARD

The Board has constituted various Committees with specific terms of reference in line with the provisions of Listing Regulations, the Companies Act, 2013 and rules issued thereunder. The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/ activities as mandated by applicable regulations. The Board periodically reviews the composition and terms of reference of its Committees in order to comply with any amendments/ modifications under the provision of Listing Regulations, the Companies Act, 2013 and the rules issued thereunder.

As on 31st March, 2023, the Board has constituted 4 (four) Statutory Committees namely Audit Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee with specific terms of reference / scope to focus on the issue and ensure expedient resolution of diverse matters.. The Committees operate as empowered agents of Board as per their charter/ terms of reference.

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairperson/Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are placed before the Board for discussion / noting.

The resolutions passed by all Committees are placed before the next Board Meeting and noted by the Directors at the Board Meetings. The role, composition and terms of reference of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee including the number of meetings held during the year under review and the related attendance are as follows:

3.1 AUDIT COMMITTEE

The Audit Committee has been constituted by the Board of Directors in order to meet the requirements of section 177 of the Companies Act, 2013 as well as regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the committee are financially literate.

The terms of reference of the audit committee are broadly included:

- (i) the remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters; and
- (ix) oversee the vigil mechanism established by the Company for directors and employees to report genuine concerns."
- (x) Any other terms which may be covered or to be covered under section 177 of the Companies Act, 2013 as well as regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee shall also exercise the following powers in addition to the powers specified above:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice;
- To secure attendance of outsiders with relevant expertise, if it considers necessary;
- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

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- a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(5) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditors any significant findings and follow up there on.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - To review the functioning of the Whistle Blower mechanism, in case the same is in existing.
 - Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee."

As on date the Audit Committee comprise the following members:

Smt. Nishi Sabharwal	Chairperson	Independent Director.
Sh. Rudra Sen Sindhu	Member	Non-Executive - Non Independent Director.
Sh. Bharat Sinh	Member	Independent Director
Sh. Ramesh Shah	Member	Independent Director

During the year under review, 5 (Five) Audit Committee meetings were held. The attendance record of the members during these meetings is set down below:

Date of Meeting	Sh. Samai Singh (Resigned w.e.f. 27-09-2022)	Sh. Rudra Sen Sindhu	Mrs. Nishi Sabharwal	Sh. Ramesh Shah	Sh. Bharat Sinh (Appointed w.e.f. 12.08.2022)
28-04-2022	Yes	Yes	Yes	Yes	N.A.
29-07-2022	Yes	Yes	Yes	Yes	N.A.
12-08-2022	Yes	Yes	Yes	Yes	N.A.

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14-11-2022	N.A.	Yes	Yes	No	Yes
14-02-2023	N.A.	Yes	Yes	No	Yes

3.2 STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee looks into the matters of complaints of the investors and shareholders relating to the non-receipt of dividend warrants, annual reports, share transfers/ transmission in time, issue of duplicate share certificate, re-mat / de-mat of shares, change of address etc. and the redressal of their complaints.

The Stakeholder Relationship Committee has been constituted by the Board of Directors in order to meet the requirements of section 178 of the Companies Act, 2013 as well as the regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on date the Stakeholder Relationship Committee comprise the following members:

Sh. Rudra Sen Sindhu	Chairperson	Non –Executive Non Independent Director.
Sh. Kuldeep Singh Solanki	Member	Non –Executive Non Independent Director.
Sh. Bharat Sinh	Member	Non- Executive Independent Director

Sh. Rudra Sen Sindhu, Non- Executive Director, heading the Stakeholders Relationship Committee as Chairperson.

Sh. Piyush Garg, Company Secretary & Compliance officer of the Company, shall act as Secretary of the Stakeholders Relationship Committee.

The Committee met 6 times during the year under review. The following table summarizes the attendance of the members at the Stakeholders Relationship Committee of the Company:

Date of meeting	Sh. Rudra Sen Sindhu	Sh. Samai Singh (Resigned w.e.f 27-09-2022)	Smt. Nishi Sabharwal	Sh. Bharat Sinh (Appointed w.e.f. 12-08-2022)	Sh. Kuldeep Singh Solanki
29-07-2022	Yes	Yes	Yes	N.A.	N.A.
12-08-2022	Yes	Yes	Yes	N.A.	N.A.
14-11-2022	Yes	N.A.	N.A.	Yes	Yes
14-02-2023	Yes	N.A.	N.A.	Yes	Yes
28-02-2023	Yes	N.A.	N.A.	No	Yes
31-03-2023	Yes	N.A.	N.A.	No	Yes

The details of shareholders complaints received from shares holders, status thereof etc. are summarized as under during the year under review:

SL. No.	Particulars	No.
1.	Number of shareholders complaints received from shareholders/ investors from April 01, 2022 to March 31, 2023 regarding non-receipt of dividend / interest warrants, non-receipt of shares sent for transfer, Annual Reports etc.	Nil
2.	Number of complaints not solved to the satisfaction of shareholders	NIL
3.	Number of complaints pending	NIL

3.3 NOMINATION AND REMUNERATION COMMITTEE

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria lay down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

The broad terms of reference of the nomination and remuneration committee are as under:

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- identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down
- recommend to the Board their appointment and removal
- shall carry out evaluation of every director's performance.
- formulate the criteria for determining qualifications, positive attributes and independence of a director
- recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- While formulating the policy under sub-section (3) of section 178 of the Act ensure that:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

As on 31st March, 2023, the Nomination and Remuneration Committee comprise the following members:

Smt. Nishi Sabharwal	Chairperson	Independent Director
Sh. Rudra Sen Sindhu	Member	Non -Executive Non Independent Director
Sh. Bharat Sinh	Member	Independent Director

The Committee met 4 times during the year under review. The following table summarizes the attendance of the members at the Nomination and Remuneration Committee of the Company:

Date of meeting	Sh. Rudra Sen Sindhu	Sh. Samai Singh (Resigned w.e.f . 27-09-2022)	Smt. Nishi Sabharwal	Sh. Bharat Sinh (Appointed w.e.f. 12-08-2022)
29-07-2022	Yes	Yes	Yes	N.A.
12-08-2022	Yes	Yes	Yes	N.A.
14-11-2022	Yes	No	Yes	Yes
14-02-2023	Yes	No	Yes	Yes

3.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of Directors of Company has pursuant to the provisions of section 135 of the Companies Act, 2013 read with rules made thereunder, constituted Corporate Social Responsibility Committee.

As on 31st March, 2023, the Corporate Social Responsibility Committee comprises of the following members:

Sh. Rudra Sen Sindhu	Chairperson	Non -Executive Non Independent Director
Sh. Kuldeep Singh Solanki	Member	Non -Executive Non Independent Director
Mrs. Nishi Sabharwal	Member	Independent Director

CSR Committee has in exercise of its authority and discharge of its responsibility, formulated a CSR Policy known as the Corporate Social Responsibility Policy of the Company which has been placed at the company's website www.sainikfinance.com

The CSR Committee met 1 times during the year under review. The following table summarizes the attendance of the members at the Corporate Social Responsibility Committee of the Company:

Date of meeting	Sh. Rudra Sen Sindhu	Sh. Kuldeep Singh Solanki	Smt. Nishi Sabharwal
12-08-2022	Yes	Yes	Yes

4. THE MANNER OF THE BOARD EVALUATION INCLUDING INDEPENDENT DIRECTOR

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning,

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

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The director who is subject to evaluation shall not participate. The performance evaluation of other non-independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole was evaluated, taking into account the views of executive directors and non-executive directors.

5. POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

a) Criteria of selection of Non-executive Directors and remuneration thereof.

The Non-executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Nomination and remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non-executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

The Company believes that non-executive directors’ including independent directors compensation must reflect the time, effort, attendance and participation in Board and Committee meetings. The payment is proportionate to attendance and ensures directors’ remuneration is commensurate with their time, effort, attendance and participation.

b) Executive Chairman / Director /KMP– Criteria for selection / appointment

For the purpose of selection of the Executive Chairman / Director / KMP, the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Nomination and Remuneration Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

c) Remuneration to the independent directors or for the Executive Director /KMP at the time of appointment or re-appointment

At the time of appointment or re-appointment, the Executive Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Committee and the Board of Directors) and the Executive Chairman / Director within the overall limits prescribed under the Companies Act, 2013.

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The remuneration shall be subject to the approval of the Members of the Company in General Meeting. The remuneration of the Executive Director comprises of fixed and variable component as per the provisions of Companies Act, 2013. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

The remuneration for the KMP at the time of the appointment has to be approved by the Board but any subsequent material increments thereof shall be approved by the Managing Director of the Company, if appointed, as per the HR policy of the Company and ratified by the Board.

d) Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees, the Committee shall ensure the relationship of remuneration and performance benchmark is clear. The Board will carry out the individual performance review based on the respective defined objectives, qualification, expertise, experience and other factors whilst recommending the annual increment and performance incentive to the Committee for its review and approval. There are changes in KMPs since closure of previous year.

6 BUSINESS RISK MANAGEMENT

The Internal Auditors also report to the Board from time to time from the purpose of risk management. Business Risk Evaluation and Management is an outgoing process within the Organization. The Company has a strong risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management includes broadly comprise of

1. Oversight of risk management performed by the executive management.
2. Reviewing the policy and framework in line with legal requirements and SEBI guidelines.
3. Reviewing risks and evaluate treatment including initiating mitigation actions.
4. Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.
5. Within its overall scope as aforesaid, the Board shall review risks trends, exposure, potential impact analysis and mitigation plan.

7. GENERAL BODY MEETINGS

A. Location and time of the last three Annual General Meetings:

Year	Date	Time	Location
2022	30 th September, 2022	11.15 A.M.	Annual General Meeting held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
2021	30 th September, 2021	11.15 A.M.	Annual General Meeting held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
2020	30 th September, 2020	11:15 A.M.	Annual General Meeting held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

B. The following table summarizes the details of the special resolutions passed in the previous three Annual General Meeting:

Sl.	Particulars	Status	Remarks
1	Whether any Special Resolutions were passed at the last three Annual General Meeting.	Yes, in the AGM held on 30 th September, 2022	Special resolution passed u/s 149,150 and 152 of the Companies Act, 2013 for appointment of Mr. Bharat Sinh as independent director for first term of five consecutive years
2.	Whether any special resolutions passed last year through postal ballot.	No	N.A.
3.	Persons who conducted the postal ballot	N.A.	
4.	Whether any special resolution is proposed to be conducted through postal ballot.	N.A.	
4.	Procedure for postal ballot	N.A.	

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8. DISCLOSURES

a)	Except as disclosed in annual report of the Company for the financial year ended on 31 st March, 2023, there was no related party transactions with its promoters, Directors or the management, their subsidiaries / relatives that may have potential conflict with the interests of the Company at large.
b)	There were no serious fraud or non-compliances by the Company, only penalty imposed for non-filing of Financial Statement in the previous year within the time prescribed and thereafter submission of penalties, Company has complied with all the compliances applicable to the Company.
c)	The related party details are disclosed in the notes to financial statements. The Register of Contracts containing the transactions in which Directors are interested, is regularly placed before the Board for its approval.
d)	Except as disclosed in annual report of the Company for the financial year ended on 31 st March, 2023, there was no transaction with any person or entity belonging to the promoter / promoter group which hold(s) 10% or more shareholding in the Company.
e)	No personnel have been denied access to the Chairman or members of the Audit Committee. The mechanism of Whistle Blower Policy and Vigil Mechanism is in place.
f)	To the extent possible, the Company has complied with the mandatory requirement of this clause.
g)	The Company has complied with all applicable Accounting Standards in preparation of its financial statements pursuant to the amended Schedule III of Companies Act, 2013.
h)	As the Company does not hold debt instruments or does not have fixed deposit programme or any scheme or proposal of involving mobilization of funds, whether in India or abroad, it did not obtained any Credit Rating from any agencies.
i)	The Company did not raise any fund through preferential allotment or qualified institutions placement during the year under review.

9. MEANS OF COMMUNICATIONS WITH THE INVESTORS/SHAREHOLDERS

a)	Half Yearly report sent to each household of shareholders	No, the results were published by the Company in National and Regional Language Newspapers in English and Hindi.
b)	Quarterly results and newspaper wherein result normally published.	Quarterly and annually financial results are submitted on BSE (Stock Exchange) and published in the following newspapers: The Financial Express - English / and Dainik Haribhoomi - Vernacular language (Hindi)
c)	Any website where displayed	www.sainikfinance.com
d)	Whether the website also displays official news releases	Yes, all financial and other vital official news release and other documents under SEBI (LODR) Regulations are communicated to the BSE and also placed on Company's Website.
e)	Presentations made to institutional investors and analysts	No
f)	Whether Management Discussion and Analysis Report forms part of the Annual Report	Yes
g)	BSE Listing Centre (Listing Centre)	Listing Centre is a web-based application designed for corporates. All periodical and other compliance fillings are filed electronically on the Listing Centre.
h)	SEBI Complaints Redress System (SCORES)	Investor complaints are processed at SEBI in a Centralised web-based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status. Company has its SCORES ID.
i)	Designated E-mail ID	The Company has the designated e-mail ID of the Company i.e. legal.secretarial@sainikmining.com

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10. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

- Date : 30th September, 2023
- Day : Saturday, Time:11.15 A.M., Indian Standard Time (“IST”)
- Venue : The Company will conduct 31st AGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) Facility. The deemed venue of the meeting will be registered office of the Company situated at 129, Transport Centre, Rohtak Road, New Delhi-110035 .
- ISIN : INE584B01013

Financial Calendar (tentative): Financial year - April 01, 2023 – March 31, 2024

Quarterly results- For Quarter ending:

- 30-06-2023 – 11th August, 2023
- 30-09-2023 – Second week of November, 2023
- 31-12-2023 – Second week of February 2024
- 31-03-2024 – Third week of May 2024

Book closure:

Information about the Book Closure dates has been provided in the Notice convening the Annual General Meeting, which is annexed with the Annual Report.

Listing on Stock Exchange(s): BSE Limited, Floor 25, P. J. Towers, Dalal Street, Mumbai.

The Listing fees have been paid to the Stock Exchange for the financial year 2023-24.

Stock Exchange Code: BSE Limited - 530265 (SAINIK)

Market Price data as traded at BSE Limited) during the year under report:

The Company’s shares are listed at BSE Limited. Stock Exchange Code of the Company is 530265.

The market data as traded at BSE Limited during the year 2022-23 are as under:

MONTH(S) For the year 2022-23	BSE Limited	
	High (In Rs.)	Low (In Rs.)
April, 2022	35.25	24.65
May, 2022	35.75	27.15
June, 2022	35.70	26.80
July, 2022	28.60	25.15
August, 2022	29.25	24.50
September, 2022	37.30	25.15
October, 2022	52.40	35.35
November, 2022	49.00	29.90
December, 2022	33.10	26.60
January, 2023	30.20	25.10
February, 2023	34.00	25.75
March, 2023	27.00	23.00

Share Transfer/ Transmission System:

The Company’s Shares are traded on BSE Limited, compulsorily in the dematerialized form. During the year under review, all requests received if any, for transmission / transfer of shares for off market transaction in physical form, furnishing with a copy of PAN card of the transferee(s) in compliance with the SEBI circular, in that behalf were processed by the Registrar and Transfer Agents and were approved by Stakeholders Relationship Committee. However, the SEBI has amended regulation 40 of the Listing Regulations, pursuant to which transfer of securities

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cannot be processed unless securities are held in dematerialised form (except transmission of securities or transposition of names) subsequent to 31 March 2019. Accordingly, the Company has sent letters to those members holding shares in physical form advising them to dematerialize their holding so that the shareholders may transfer their shares easily and eliminates possibility of loss of certificate.

Dematerialization of Shares and details thereof

The Company's Demat - ISIN in NSDL (National Securities Depository Limited) and CDSL (Central Depository Services (India) Limited) is **INE584B01013**.

The shareholders desirous of getting the shares dematerialized should approach a depository participant (DP) (For example, Indus Portfolio Private Limited) and get a depository account opened. The share certificates should be deposited with the same Depository Participant who shall approach the Company and Company's RTA and get the shares dematerialized. As on 31st March, 2023, 9469597 Equity shares of the Company i.e. 87.037% of total paid up share capital are held in dematerialized form.

Disclosure in relation to the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has a policy for Prevention of Sexual Harassment of Women at Workplace and complied with the provisions of this Act. During the financial year ended 31st March 2023, no complaint of sexual harassment has been received during the year and no complaints pending as on end of the financial year.

Disclosure with respect to demat suspense account / unclaimed suspense account:

As the Company, does not have any demat suspense account /unclaimed suspense account, the disclosure with respect to the same is not required to be given.

Outstanding GDR /ADR/ Warrants / Convertible Instruments:

The Company has no outstanding GDR/ADR/Warrants/Convertible Instruments.

Share Registrar & Transfer Agents: Indus Portfolio Private Limited,

G - 65, Bali Nagar, New Delhi-110 015.

Telephone Nos.: 91-11-47671200

Fax no: 91-11- 25449863.

Email: rs.kushwaha@indusinvest.com

Website: www.indusinvest.com

Business Hours: 10:00 a.m. to 6:00 p.m. (Monday to Saturday except second and fourth Saturdays)

The shares of the Company are traded on the stock exchange in dematerialized form with effect from 18th July, 2000.

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2023

Category wise shareholding (in shares)	Number of Shareholders	Number of Share held	% to total Shareholders	%to total share capital
Upto-500	2941	291745	85.12	2.68
501 – 1000	175	134897	5.07	1.24
1001 – 5000	238	580654	6.89	5.34
5001– 10000	42	305711	1.22	2.81
10001-50000	26	612184	0.75	5.63
50001-100000	11	728545	0.32	6.70
100001-500000	19	4623482	0.55	42.50
ABOVE 500000	3	36,02,782	0.09	33.11
Total	3455	10880000	100.00	100.00

SHAREHOLDING DETAILS AS ON 31ST MARCH, 2023:

Category	No. of Shares held	Percentage of Shareholdings
Promoters	7642582	70.24
Institutional Investors	-	-

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Mutual Funds and UTI	-	-
Banks, Financial institutions, Insurance Companies (Central / State Govt. Institutions/Non-govt. Institutions)	-	-
FII's	-	-
Private Bodies Corporate	964915	8.87
Indian Public	2240045	20.59
NRIs	32458	0.30
Clearing House/ Member	-	-
TOTAL	1,08,80,000	100.00

TOP 10 SHAREHOLDERS OF THE COMPANY AS ON 31ST MARCH, 2023:

Sr. No.	Name	Equity Shares	Percentage of Shareholding
1.	Kuldeep Singh Solanki	2503982	23.01
2.	Vritpal Sindhu	557968	5.13
3.	Abhimanyu Sindhu	540832	4.97
4.	Yuvraj Singh Solanki	432833	3.98
5.	Satya Pal Sindhu	428368	3.94
6.	Manak Vanijya Private Limited	424320	3.90
7.	Dev Sindhu	337980	3.11
8.	Indu Solanki	337833	3.11
9.	Vir Sen Sindhu	323996	2.98
10.	Meghdoot Vanijya Private Limited	320175	2.94

ADDRESS FOR CORRESPONDENCE:

For any query related to Annual Report, Transfer of shares and other query related to shares, please contact at the following addresses.

Registered Office of the Company

129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi-110035

Tel. No: 011-28315036, Fax. No: 011-28315044

E-mail: info@sainik.org

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Business Hours: 10:00 a.m. to 6:00 p.m. (Monday to Saturday- 'except second and fourth Saturdays')

Corporate office of the Company

7th Floor, Office Tower, Ambience Mall, N.H-48, Gurugram-122002, Haryana

Tel. No: 0124-2719000

E-mail: legal.secretarial@sainikmining.com

Business Hours: 10:00 a.m. to 6:00 p.m. (Monday to Saturday- 'except second and fourth Saturdays')

Registrar & Transfer Agents

Indus Portfolio Private Limited,

G-65, Bali Nagar, New Delhi-110 015.

Tel. Nos: 91-11-47671200 Fax no: 91-11- 25449863.

Email: rs.kushwaha@indusinvest.com Website: www.indusinvest.com

Business Hours: 10:00 a.m. to 6:00 p.m. (Monday to Saturday except second and fourth Saturdays')

Order of the Board of Directors
For SAINIK FINANC & INDUSTRIES LIMITED

Place: New Delhi
Dated: 11.08.2023

Kuldeep Singh Solanki
Director
DIN: 00009212

Rudra Sen Sindhu
Director
DIN: 00006999

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Annexure- E

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Sainik Finance & Industries Limited
129, Transport Centre, Rohtak Road,
Punjabi Bagh – 110035, New Delhi

I, Rakesh Kumar, Company Secretary in Practice, the Secretarial Auditor of Sainik Finance & Industries Limited (“the Company”), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time (the “Listing Regulations”).

MANAGEMENT’S RESPONSIBILITY

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

AUDITORS’ RESPONSIBILITY

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

I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

OPINION

Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March 2023.

I 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 Rakesh Kumar & Associates
Company Secretaries**

Place: Noida
Date: 11.08.2023

**Rakesh Kumar
(Proprietor)
FCS No. 7886; CP No. 8869
UDIN: F007886E000807069
Peer Review Certificate No.: 4037/2023**

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Annexure- F

THE ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCAL YEAR ENDED 31st MARCH, 2023

1. Brief outline on CSR Policy of the Company:

a) Introduction

The Corporate Social Responsibility (CSR) activities of Sainik Finance & Industries Limited (“SFIL” or “the Company”) are guided by the vision and philosophy of its Promoters. They believe SFIL does not grow by making financial profits only, it grow if it contribute consistently for the growth of the society and environment to which they belong. The Company strongly believes in the theory of participative growth, enhancing societal /environment commitments. Corporate Social Responsibility (CSR) is a tool which can be used for sustainable development. SFIL recognizes this and intends to contribute to the social cause by making donations towards various charitable activities and supporting rural development and education initiatives by financing various activities like building of educational institutions, repair and maintenance of roads, installation of hand pumps and other accessories in villages etc. The Company being a corporate entity falling within the purview of Section 135 of the Act read with CSR Rules made thereunder. The CSR Committee constituted by the Board of Directors of the Company (“Board”), has in exercise of its authority and discharge of its responsibility, formulated a CSR Policy, which has been approved by the Board as the Corporate Social Responsibility Policy of the Company.

The Company addresses the needs of communities in the areas of health, education, environment conservation, infrastructure and community development and response to natural calamities. The Company intended to fine tune its activities around the activities specified in schedule VII of the Companies Act, 2013.

b) Guiding Principles

Sainik Finance & Industries Limited believes that social investments should:

- i) **Benefit Generations:** The Company believes in ‘investment in resource creation’ for use over generations. The Company tries to identify sustainable projects which will benefit the society for long periods.
- ii) **Promote Health:** The Company believes that good health is pre-requisite for both education and productivity.
- iii) **Encourage for Self-help:** To guide and do hand-holding for self-help, individually and collectively, to create excellence for self and for the team.
- iv) **Target those who need it most:** Care for the sections of the society that are socially and economically at the lowest rung irrespective of their religion or caste or language or colour.
- v) **Sustain Natural Resources:** The Company encourages balanced development and ensure least adverse impact on environment- ‘Growth with Mother Nature blessings’

c) CSR Policy

A detailed CSR policy was framed by the Company with approvals of the Corporate Social Responsibility Committee (CSR Committee). CSR policy has been approved by the Board. CSR policy gives an overview of the projects or programs or activities which are proposed to be undertaken by the Company in the during the year including all coming years. The CSR policy is placed on the Company’s website www.sainikfinance.com

The policy holds itself out as a forward-looking aspirational charter which recommends liberal interpretation, promotes activity under the spirit of partnership and recommends that initiatives be targeted to the needs of the disadvantaged, vulnerable and marginalized sections of society. While the underlying guidance is to bring alignment of varied activities under the focus umbrella, it recognizes the need to record presence and contribution in such weak links in society where its mere presence and support could drive significant social benefit. In keeping with such themes, program/s such as supporting charitable healthcare infrastructure, disaster relief, preventive healthcare awareness through different channels of communication, remain well within the range of the policy objectives.

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2. Composition of CSR Committee

The composition of the CSR committee as on March 31, 2023 is as follows:

Sl. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Sh. Rudra Sen Sindhu	Chairman Non-Executive Director	1	1
2.	Sh. Kuldeep Singh Solanki	Member Non- Executive Director	1	1
3.	Smt. Nishi Sabharwal	Member-Independent Director	1	1

- Web-link where Composition of CSR committee and CSR Policy are disclosed on the website of the Company are <http://www.sainikfinance.com/management.html>
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **Not applicable**
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (Rs.in Lakh)	Amount required to be set-off for the financial year, if any (in Rs.in Lakh)
Not Applicable			

- Average net profit of the Company as per section 135(5): Average **net losses** of the Company for the last three financial years i.e. 31-03-2020, 31-03-2021 and 31-03-2022: **Rs. 276.62 Lakh.**
- Details net profit, set off, CSR obligations etc.:

a)	Two percent of average net profit of the company as per section 135(5)	NIL
b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	NIL
c)	Amount required to be set off for the financial year, if any	NIL
d)	Total CSR obligation for the financial year (7a+7b- 7c)	NIL

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

Total Amount Spent for the financial year ended 31 st March, 2023 (Rs. in Lakh)	Amount Unspent (Rs. in Lakh)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount.	Date of transfer.
NIL	NIL	N.A.	N.A.	NIL	N.A.

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

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the CSR Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation -Direct (Yes/No).	Mode of implementation -Through implementing agency.	
				State.	District.			Name.	CSR registration number.
NIL									

(d) Amount spent in Administrative Overheads : NIL

(e) Amount spent on Impact Assessment, if applicable : NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : NIL

(g) Excess amount for set off, if any:

Sl No.	Particular	Amount (Rs in Lakh)
(i)	Two percent of average net profit of the company as per section 135(5)	Not applicable
(ii)	Total amount spent for the Financial Year	Not applicable
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Not applicable
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not applicable
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Not applicable

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

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

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

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

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

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

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

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

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

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

By Order of the Board of Directors
For SAINIK FINANCE & INDUSTRIES LIMITED

Kuldeep Singh Solanki
Director
DIN: 00009212

Rudra Sen Sindhu
Director
DIN: 00006999

Place: New Delhi
Dated: 11th August,2023

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Annexure-G

CEO AND CFO CERTIFICATION

Certificate in pursuant to Regulation 17(8) of The SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 For the year ended 31st March, 2023

To
The Board of Directors & Management
Sainik Finance & Industries Limited

1. We have reviewed financial statements and the cash flow statement of Sainik Finance & Industries Limited for the financial year ended on 31st March, 2023 and certify that these statements, 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 are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
 - i) There are no significant changes in internal control over financial reporting during the year;
 - ii) There are no significant changes in accounting policies during the year; however, the financial statement for the year ended 31 March, 2023 has been prepared in accordance with the provisions of Indian Accounting Standard (IndAS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with guidelines issued by the Securities and Exchange Board of India (SEBI) and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC')
 - iii) There are no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Company
SAINIK FINANCE & INDUSTRIES LIMITED

Place: New Delhi
Dated: 11.08.2023

Chandra Datt
Chief Executive Officer

Jagdish Chandra
Chief Financial Officer

Annexure- H

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

To,
The Board of Directors,
Sainik Finance & Industries Limited

This is to confirm that the Company has adopted a Code of Conduct for its employees. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the 'Code of Conduct' and 'Our Code' in respect of the Financial Year 2022-23.

Place: New Delhi
Date: 11.08.2023

Chandra Datt
Chief Executive Officer

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INDEPENDENT AUDITORS' REPORT

To the Members of Sainik Finance & Industries Limited Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Sainik Finance & Industries Limited comprising of the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss, including other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, their losses including other comprehensive income, their cash flows and the statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

- a) We draw attention to note no. 39 to the Ind AS financial statements in terms of which it has been reported that in certain cases, the Company has advanced loans on which no amount has been received against the principal and interest accrued thereon but the same is in accordance with the loan agreements entered by the Company which provides for payment of interest along with principal amount or at the expiry of the said loan agreements. Although, the Company is confident of the recovery of the said amounts as per respective terms of the loan agreements and has obtained declarations and confirmations from the respective parties. Our report is not modified in respect of this matter.
- b) We draw attention to note no. 40 to the Ind AS financial statements in terms of which it has been reported that in respect of loan given to Tejswi Impex Private Limited, as per the ICD agreement dated 30 November 2011 expired on 30 November 2021. Tejswi Impex Private Limited has offered a settlement amount of Rs.6.50 crore as against total outstanding loan of Rs.8.34 crore, and the Company has agreed to settle the loan vide agreement dated 01 May 2022. Accordingly, during the month of May'22 & June'22, amount of Rs.6.5 crore has been recovered. Hence, no interest has been provided during the FY 2022-23 as per the above settlement.

Also, in respect of loan given to TRN Energy Private Limited (Borrower) as per ICD agreement dated 31 May 2021 it is specified therein that the payment of interest on ICD or repayment of ICD shall be made by the Borrower upon clearing the dues of its term lenders as per financing agreement entered between the Borrower and its term lenders, who have sanctioned term facilities to TRN Energy Private Limited, which will be repaid up to 30 June 2038. Hence, the Company entered into a Novation Agreement dated 31 March 2022 with ACB (India) Power Limited, the holding company of the Borrower, wherein it was agreed that ACB (India) Power Limited shall take over the loan of TRN Energy Private Limited from the Company by way of novation on cash basis with total consideration of Rs.76.75 crore as against total outstanding loan of Rs.84.09 crore in full and final settlement.

Accordingly, during the month of June 2022 an amount of Rs.76.75 crore has been paid by ACB (India) Power Limited in full and settlement of the ICD given to TRN Energy Private Limited.

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Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Sl.	Key Audit matter	Auditors' Response
1.	<p>Impairment on financial assets (expected credit losses).</p> <p>Ind AS 109 requires the Company to recognise impairment loss allowance towards its financial assets (designated at amortised cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including:</p> <ul style="list-style-type: none"> • unbiased, probability weighted outcome under various scenarios; • time value of money; • impact arising from forward looking macro-economic factors and; • availability of reasonable and supportable information without undue costs. <p>Applying these principles involves significant estimation in various aspects, such as:</p> <ul style="list-style-type: none"> • grouping of borrowers based on homogeneity by using appropriate statistical techniques; • staging of loans and estimation of behavioral life; • determining macro-economic factors impacting credit quality of receivables; • estimation of losses for loan products with no/minimal historical defaults. <p>Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter.</p>	<p>We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109.</p> <ul style="list-style-type: none"> • We tested the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3 and vice versa. • We evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation. • Tested the ECL model, including assumptions and underlying computation. • Assessed the floor/minimum rates of provisioning applied for loan products with inadequate historical defaults. • Audited disclosures included in the Ind AS financial statements in respect of expected credit losses.

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Information other than the Financial Statements and Auditors' Report thereon

- The Company's Board of Directors is responsible for the preparation of other information which comprises the Director's Report including annexures to Director's Report, Management Discussion and Analysis Report and Report on Corporate Governance, 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 accordingly, 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 financial statements or our knowledge obtained during the course of audit or otherwise appears to be materially misstated.
- Based on the work we have performed, if we conclude that there is a material misstatement of this other information; we are required to report the fact. We have nothing to report in this regard.

Responsibility of Management for Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the Companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Ind AS financial statements by the Directors of the Company, as aforesaid.

In preparing the Ind AS financial statements, the respective Board of Directors of the companies are responsible for assessing the ability of the Company 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 respective Board of Directors of the Companies are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement on the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charge with governance, we determine those matters that were of most significance in the audit of Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public benefits of such communication.

Other Matters

The financial statements of the Company for the year ended 31 March 2022 were audited by the predecessor auditor who resigned due to casual vacancy, have expressed an unmodified opinion on those financial statement.

Our report is not modified in respect of this matter.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the said order, to the extent applicable.
2. As required by section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid Ind AS financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Ind AS financial statements;

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- d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure (B)”.
- g) With respect to the other matters to be included in the Auditors’ Report in accordance with the requirements of Section 197(16) of the Act, as amended, In our opinion and to the best of our information and accordingly to the explanations given to us, no remuneration has been paid by the company to its directors during the year.
- 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. There is no pending litigation which would have its impact on Ind AS financial statement of the Company.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023
 - 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 fund or share premium or any other source or kind of funds) by the Company to or in any other persons(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The management has represented that, to best of its knowledge and belief, no funds have been received by the Company from any other person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recording 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 Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under clause (a) and (b) contain any material misstatement.
 - v. The Company has neither declared nor paid any dividend during the year.

For Kumra Bhatia & Co.

Chartered Accountants

ICAI Firm Registration No.: 002848N

Harish Kumar Bhargava

Partner

Membership No.: 090572

UDIN: 23090572BGUEAD8378

Place: New Delhi

Date: 25 May 2023

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ANNEXURE (A) TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SAINIK FINANCE & INDUSTRIES LIMITED

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March, 2023, we report that:

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment. Further, the Company does not have any intangible assets as on 31 March 2023.
- (b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed during physical verification of property, plant and equipment.
- (c) According to the information and explanations given to us, the Company does not have any immovable properties on 31 March 2023.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no Property Plant and Equipment (including Right of Use assets) or has been revalued during the year. Further, the Company does not have any intangible assets as on 31 March 2023.
- (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 and rules made thereunder.
- (ii) The company does not hold any inventory as at year end. Accordingly paragraph 3(ii) of the order is not applicable to the company.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not made investments or provided any guarantees or securities during the year. Although, the company has granted unsecured loans to companies and individuals.
- a) As the Company is a Non-Banking Financial Institution (NBFC) and its principal business is to give loans and advances. Accordingly, paragraph 3(iii)(a) is not applicable to the Company.
- b) Based on our examination and the information and explanation given to us, in our opinion, the terms and conditions under which such loans were granted are not prejudicial to the company's interest. Further, no investment, guarantees and security have been provided by the Company to any person.
- c) In our opinion, the borrowers have been regular in the repayment of the principal and payment of interest on loans where so stipulated unless the arrangement does not contain any such schedule for repayment of principal/interest except for the parties which have been declared Non Performing Assets.
- The terms of arrangement in case of loans given to Companies do not stipulate any repayment schedule and the loans are repayable on demand along with interest in most of the cases.
- d) Detail of amount overdue for more than 90 days along with necessary steps taken by Company are as follows:

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(amount in rupees lakhs)

S. No.	Party Name	Principal Amount Overdue	Interest Overdue	Total Overdue
1	Ambience Private Limited-NPA	-	18.11	18.11
2	Ambience Projects & Infr. Pvt. Ltd.-NPA	-	4.60	4.60
3	Sainik Automobiles-NPA	23.25	27.63	50.88
4	Samarth Erectors And Developers-NPA	-	6.50	6.50
5	SRC And Associates-NPA	200.00	125.43	325.43
6	Anil Kumar Sachdeva-NPA	1.25	0.45	1.70
7	Mr Rajesh Kumar-NPA	0.69	0.23	0.92
8	Usha Phogut w/o Sukhbir Phogut-NPA	35.00	6.30	41.30
9	Mr Rajesh Kumar-NPA	1.05	1.40	2.45
	Total	261.24	190.65	451.89

In relation to cases where terms of arrangement do not stipulate any repayment schedule and loans are repayable on demand, no question of overdue amounts will arise in respect of the loans granted to parties. Further, the Company has taken reasonable steps for recovery of principal and interest amount.

- e) As the Company is a Non-Banking Financial Institution (NBFC) and its principal business is to give loans and advances. Accordingly, paragraph 3(iii)(e) is not applicable to the Company.
- f) Detail of loans and advances repayable on demand or without specifying any terms or period of repayment are as follows:

(amount in rupees lakhs)

	All Parties	Promoters	Related Parties
- Aggregate amount of loans/ advances in nature of loans:-Repayable on demand (A)	14745.47	-	3413.35
- Agreement does not specify any terms or period of repayment(B)	-	-	-
Total (A+B)	14745.47	-	3413.35
Percentage of loans/ advances in nature of loans to the total loans	98.04 %	-	23 %

- (iv) According to the information and explanation, the Company is a NBFC Company. So provisions of section 185 and 186 of the Act. are not applicable to the Company.
- (v) According to the information and explanations provided to us, the Company has not accepted any deposits from the public. Accordingly, the directives issued by Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder in this regard, are not applicable.
- (vi) According to the information and explanations provided to us, the Central Government has not specified for maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of the activities carried on by the Company. Hence, the provisions of paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) In respect of statutory dues;
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and other material statutory dues, as applicable have been deposited with slight

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delays in few cases during the year by the Company with the appropriate authorities.

Further, there are no undisputed amounts payable outstanding as at 31 March, 2023 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, the Company has not deposited outstanding demand amount of INR 9.90 lakhs with the appropriate authorities on account of demand pertaining to the A.Y. 2008-09.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) In our opinion and according to the information and explanations given to us, The Company has not taken any loan from bank, financial institutions and government. Further, in case of other lenders the terms and conditions for payment of loan and interest thereon have been stipulated in such a way that they are further extended from time to time and in rest of the cases payment of loan and interest are payable on demand, such loans and interest thereon have been paid as and when demanded for payment during the financial year under reporting.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any lender.
- (c) According to the explanation and information given to us and on the basis of our audit procedures, no money has been obtained by the Company by way of term loans during the year. Accordingly, paragraph 3 (ix) (c) of the Order is not applicable to the Company.
- (d) According to the explanation and information given to us and on the basis of our audit procedures, the company has not obtained any term loans. Accordingly, paragraph 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the explanation and information given to us and on the basis of our audit procedures, the Company does not have any investment in subsidiary, associate or joint ventures. Accordingly paragraph 3 (ix) (e) and (f) of the Order is not applicable to the Company.
- (x) (a) According to the information and explanations provided to us, the company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year under audit and therefore paragraph 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit & therefore paragraph 3(x)(b) of order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company during the year, nor have we been informed of any such case by the management.

SAINIK FINANCE & INDUSTRIES LIMITED

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- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received whistle-blower complaints during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. Further, according to the information and explanations given to us, the Company has complied with the provisions of Section 177 of the Act.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is required to and has been registered under Section 45-IA of the Reserve Bank of India Act, 1934 as a Non-deposit taking non-systematically important Company.
- (b) As the Company has registration under Section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3(xvi) (b) is not applicable to the Company.
- (c) According to the explanation and information given to us for verification, Company is not a Core Investment Company. Accordingly, paragraph 3(xvi) (c) is not applicable to the Company.
- (d) Based on the information and explanation provided by the management of the Company, the Group has three CICs as part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.
- (xvii) The Company has incurred cash loss during the current financial year amounting to Rs.548.81 lakhs. However, the Company has also incurred cash loss of Rs.300.40 lakhs in the preceding financial year.
- (xviii) According to the information and explanations given to us, there has been resignation of the statutory auditor due to dissolution of firm resulting in casual vacancy and outgoing auditor has not raised any issues, objections or concerns.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which

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

- (xx) In our opinion and according to the information and explanations given to us, the Company is not required to comply with the Provisions of section 135 of Companies Act, 2013. Since there is no average profit in the preceding three financial years calculated as per the provisions of the Act. Accordingly, paragraph 3(xx) of the Order is not applicable to the Company.
- (xx) The Company is not required to prepare consolidated financial statement. Accordingly, reporting under paragraph 3 (xxi) of the Order is not applicable to the Company.

For Kumra Bhatia & Co.

Chartered Accountants

ICAI Firm Registration No.: 002848N

Harish Kumar Bhargava

Partner

Membership No.: 090572

UDIN: 23090572BGUEAD8378

Place: New Delhi

Date: 25 May 2023

ANNEXURE- (B) TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF SAINIK FINANCE & INDUSTRIES LIMITED

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

We have audited the internal financial controls over financial reporting of **Sainik Finance & Industries 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. 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 with reference to these Ind AS financial statements. 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

SAINIK FINANCE & INDUSTRIES LIMITED

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

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

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 Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 Kumra Bhatia & Co.

Chartered Accountants

ICAI Firm Registration No.: 002848N

Harish Kumar Bhargava

Partner

Membership No.: 090572

UDIN: 23090572BGUEAD8378

Place: New Delhi

Date: 25 May 2023

Sainik Finance & Industries Limited**Balance sheet as at 31 March 2023***(All amounts are in rupees lakhs, unless otherwise stated)*

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
ASSETS			
Financial Assets			
Cash and cash equivalents	3	189.08	6.01
Loans	4	13,192.90	24,179.12
Investments	5	0.71	0.43
Other financial assets	6	1,348.14	1,162.51
		14,730.83	25,348.07
Non-financial Assets			
Current tax assets (Net)	7	336.98	407.24
Deferred tax assets (Net)	8	138.35	378.51
Property, plant and equipments	9	0.01	0.01
Other non-financial assets	10	-	0.01
		475.34	785.77
Total assets		15,206.17	26,133.84
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Payables			
Trade Payables -			
(a) total outstanding dues of micro and small enterprises		-	-
(b) total outstanding dues of creditors other than micro and small enterprises	11	-	-
Other Payables-			
(a) total outstanding dues of micro and small enterprises		-	-
(b) total outstanding dues of creditors other than micro and small enterprises		-	-
Borrowings (other than Debt Securities)	12	9,709.52	20,875.16
Other financial liabilities	13	1,739.90	1,473.88
		11,449.42	22,349.04
Non-financial Liabilities			
Provisions	14	50.69	36.36
Other non-financial liabilities	15	165.50	192.82
		216.19	229.18
EQUITY			
Shareholder's funds			
Equity Share capital	16	1,088.00	1,088.00
Other equity	17	2,452.56	2,467.62
		3,540.56	3,555.62
Total liabilities and equity		15,206.17	26,133.84
Significant accounting policies and notes to accounts	1-2		

As per our report of even date

For **Kumra Bhatia & Co.**

Chartered Accountants

ICAI Firm Registration No. : 002848N

Harish Kumar Bhargava

Partner

Membership No. 090572

On behalf of the Board of Directors

For **Sainik Finance & Industries Limited****Rudra Sen Sindhu**

Director

DIN-00006999

Chandra Datt

Chief Executive Officer

PAN-AAAPPD9901J

Jagdish Chandra

Chief Financial Officer

PAN-AAJPU3255G

Kuldeep Singh Solanki

Director

DIN-00009212

Piyush Garg

Company Secretary

PAN-AZAPP6975E

Place : New Delhi

Date : 25 May 2023

Sainik Finance & Industries Limited
Statement of Profit & Loss for the year ended 31 March 2023
(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 March 2023	For the year ended 31 March 2022
I Revenue from operations:			
Interest Income	18	1,802.45	1,562.02
II Other income	19	21.74	18.30
III Total Income (I+II)		1,824.19	1,580.32
Expenses:			
Finance costs	20	1,493.89	1,767.30
Impairment of financial instruments	21	(782.64)	621.58
Employee benefits expense	22	72.04	70.21
Depreciation and amortization	23	-	-
Other expenses	24	807.07	43.21
IV Total expenses		1,590.36	2,502.30
V Profit before exceptional and extraordinary items and tax (III-IV)		233.83	(921.98)
VI Exceptional items		-	-
VII Profit before tax (V-VI)		233.83	(921.98)
VIII Tax expense:			
(1) Current tax		-	-
(2) Deferred tax(Credit)		242.58	(109.47)
		242.58	(109.47)
IX Profit/(Loss) for the period from continuing operations (VII-VIII)		(8.75)	(812.51)
X Profit/(Loss) for the period from discontinuing operations		-	-
XI Tax expense of discontinuing operations		-	-
XII Profit/(Loss) from discontinuing operations (after tax) (X-XI)		-	-
XIII Profit for the period (IX-X)		(8.75)	(812.51)
XIV Other Comprehensive Income			
Items that will not be reclassified to profit & loss			
Remeasurement gain/(losses) on defined benefit plan		(9.61)	(3.04)
Tax impact on above		2.42	0.76
Other Comprehensive Income for the year (net of tax)		(7.19)	(2.28)
Total Comprehensive Income for the period		(15.94)	(814.79)
Earnings per equity share:			
Basic and diluted earning per share (in Rs.) [face value of Rs. 10 each]	38	(0.08)	(7.47)
See accompanying notes to the financial statements	1-2		

As per our report of even date

For Kumra Bhatia & Co.
Chartered Accountants

ICAI Firm Registration No. : 002848N

Harish Kumar Bhargava
Partner
Membership No. 090572

Place : New Delhi
Date : 25 May 2023

On behalf of the Board of Directors

For Sainik Finance & Industries Limited

Rudra Sen Sindhu
Director
DIN-00006999

Chandra Datt
Chief Executive Officer
PAN-AAPPD9901J

Jagdish Chandra
Chief Financial Officer
PAN-AAJPU3255G

Kuldeep Singh Solanki
Director
DIN-00009212

Piyush Garg
Company Secretary
PAN-AZAPP6975E

Sainik Finance & Industries Limited
Statement of Cash Flows for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
A) Cash flow from operating activities:		
Profit before tax	233.83	(921.98)
Adjustments for :-		
Depreciation and amortisation	-	-
Impairment of financial instruments	(782.64)	621.58
Profit on sale of fixed assets	-	-
Sundry balance written back	-	(18.26)
Net Gain on fair value changes	(0.28)	(0.04)
Increase/Decrease in provisions	4.72	3.92
Operating profit before working capital changes-	(544.37)	(314.78)
Adjustments for :-		
(Increase) in loans and advances	11,775.74	(3,331.10)
(Increase)/Decrease in other financial assets	(184.83)	302.53
Decrease in other non financial assets	0.01	4.49
Increase/ (Decrease) in trade payables & other liabilities	238.70	(1,148.68)
Cash used in operations-	11,285.25	(4,487.54)
Income tax refund	243.74	5.39
Income tax paid	(180.28)	(155.93)
Cash Flow Before Extraordinary Items	11,348.71	(4,638.08)
Extraordinary items	-	-
Net cash flow from operating activities (A)	11,348.71	(4,638.08)
B) Cash flow from investing activities:		
Proceeds from Sale of Assets	-	-
Net cash flow from investing activities (B)	-	-
C) Cash flow from financing activities:		
Proceeds/(Repayment) of borrowing	(11,165.64)	4,634.34
Net cash used in financing activities (C)	(11,165.64)	4,634.34
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	183.07	(3.74)
Cash and cash equivalents as at the beginning of the year (refer note no. 3)	6.01	9.75
Cash and cash equivalents as at the end of the year (refer note no. 3)		
- Cash and cash equivalents	189.08	6.01
- Non-current bank balances	-	-
	189.08	6.01

Cash and cash equivalents comprises: - 0.00

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash-in-hand	0.18	0.29
Balance with banks- in Current account	132.55	4.72
Balance with banks- in Term deposit account	50.00	-
Cheques in hand	6.35	1.00
	189.08	6.01

Note : The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in Ind AS 7 on 'Statement of Cash Flows'.

As per our report of even date

For Kumra Bhatia & Co.

Chartered Accountants

ICAI Firm Registration No. : 002848N

On behalf of the Board of Directors

For **Sainik Finance & Industries Limited**

Harish Kumar Bhargava

Partner

Membership No. 090572

Rudra Sen Sindhu

Director

DIN-00006999

Kuldeep Singh Solanki

Director

DIN-00009212

Place : New Delhi

Date : 25 May 2023

Chandra Datt

Chief Executive Officer

PAN-AAPPD9901J

Piyush Garg

Company Secretary

PAN-AZAPP6975E

Jagdish Chandra

Chief Financial Officer

PAN-AAJPU3255G

Sainik Finance & Industries Limited
Statement of Changes in Equity for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

a. Equity share capital

	Amount
Balance as at 01 April 2021	1,088.00
Changes in Equity Share Capital due to prior period error	-
Restated balance at the beginning of the previous reporting period	-
Changes in equity share capital during the year 2021-22	-
Balance as at 31 March 2022	1,088.00
Changes in Equity Share Capital due to prior period error	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year 2022-23	-
Balance as at 31 March 2023	1,088.00

b. Other equity

Particulars	Other equity					Total
	Securities premium account	General reserve	Statutory Reserve under Section 45-IC of the RBI Act, 1934	Retained earnings	Items of Other comprehensive income	
Balance as at 01 April 2021	400.15	71.92	839.94	1,928.39	(4.70)	3,235.69
Profit for the year	-	-	-	(812.51)	-	(812.51)
Other comprehensive income (net of tax)	-	-	-	-	(2.28)	(2.28)
Total comprehensive income for the year	-	-	-	(812.51)	(2.28)	(814.79)
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	-	-	-	-	-
Demand/(excess) provision of income tax for earlier years	-	-	-	46.71	-	46.71
Changes in other equity due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-
Balance as at 31 March 2022	400.15	71.92	839.94	1,162.60	(6.98)	2,467.62
						-
Balance as at 01 April 2022	400.15	71.92	839.94	1,162.60	(6.98)	2,467.62
Profit for the year	-	-	-	(8.75)	-	(8.75)
Other comprehensive income (net of tax)	-	-	-	-	(7.19)	(7.19)
Total comprehensive income for the year	-	-	-	(8.75)	(7.19)	(15.94)
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	-	-	-	-	-
Demand/(excess) provision of income tax for earlier years	-	-	-	0.88	-	0.88
Changes in other equity due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Balance as at 31 March 2023	400.15	71.92	839.94	1,154.73	(14.17)	2,452.58

As per our report of even date

For Kumra Bhatia & Co.

Chartered Accountants

ICAI Firm Registration No. : 002848N

Harish Kumar Bhargava

Partner

Membership No. 090572

On behalf of the Board of Directors

For Sainik Finance & Industries Limited

Rudra Sen Sindhu

Director

DIN-00006999

Chandra Datt

Chief Executive Officer

PAN-AAPPD9901J

Jagdish Chandra

Chief Financial Officer

PAN-AAJPU3255G

Kuldeep Singh Solanki

Director

DIN-00009212

Piyush Garg

Company Secretary

PAN-AZAPP6975E

Place : New Delhi

Date : 25 May 2023

SAINIK FINANCE & INDUSTRIES LIMITED

Notes on the financial statement for the year ended 31 March 2023

(All amount are in rupees lakhs, unless otherwise stated)

1. Background

The Company was incorporated on 22 August 1991 with Registrar of Companies, NCT Delhi and Haryana (ROC) in the name of Garuda Clays Limited. Later on Ramanuj Leasing Limited which was incorporated on 02 January 1985 with the object to carry on leasing & finance activities, was merged with Garuda Clays Limited by order of the Hon'ble High Court of Delhi dated 01 November 1999 and the said order was filed with ROC on 04 December 2000. The name of Garuda Clays Limited was changed to the present name i.e. Sainik Finance & Industries Limited.

The Company is presently engaged in non-banking finance activities and is registered with Reserve Bank of India as Non-Banking Finance Company (NBFC). The Reserve Bank of India has issued its Certificate of Registration No. N.14.02967 dated 03 September 2003.

2. Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The accompanying financial statements are prepared and presented in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with guidelines issued by the Securities and Exchange Board of India (SEBI) and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non Banking Finance Company ('NBFC'). The financial statements have been prepared on a going concern basis. The Company uses accrual basis of accounting except in case of significant uncertainties. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. The financial statements are presented in Indian rupees.

2.2 Presentation of financial statements

The Company presents its Balance Sheet in order of liquidity. The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

Critical accounting estimates and judgments

The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based. Accounting estimates and judgments are used in various line items in the financial statements for e.g.:

- Fair value of financial instruments [Refer note no.2.15, 31]
- Effective Interest Rate (EIR) [Refer note no. 2.4]
- Impairment on financial assets [Refer note no.2.14(i), 30]
- Provisions and other contingent liabilities [Refer note no. 2.7, 34]
- Provision for tax expenses [Refer note no. 2.9, 28]
- Residual value and useful life of property, plant and equipment [Refer note no.2.5]

2.3 Current/ Non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realized within 12 months after the reporting date; or
- (d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

SAINIK FINANCE & INDUSTRIES LIMITED

Notes on the financial statement for the year ended 31 March 2023

(All amount are in rupees lakhs, unless otherwise stated)

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within 12 months after the reporting date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other liabilities are classified as non-current.

Operating cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.4 Revenue recognition

Interest income

The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets regarded as 'stage 3', the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Delayed payment interest (penal interest) levied on customers for delay in repayments/non-payment of contractual cash flows is recognised on realisation.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognised at the contractual rate of interest.

2.5 Property, Plant and Equipment

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'

Depreciation on property, plant and equipment

Depreciation / amortisation are provided over the useful life of the assets, pro rata for the period of use, on a straight-line method. The useful life estimates prescribed in Part C of Schedule II to the 2013 Act have been considered as useful life for tangible assets. Acquired intangible assets are amortised over a period as per management estimates of their useful life. Depreciation is provided on a pro-rata basis i.e. from the month in which asset is ready for use.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains / losses on disposal of assets

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included under other income in the Statement of Profit and Loss when the asset is derecognised.

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Notes on the financial statement for the year ended 31 March 2023

(All amount are in rupees lakhs, unless otherwise stated)

2.6 Impairment of non- financial assets

An assessment is done at each Balance Sheet date to ascertain whether there is any non-financial assets indication that may be impaired. If any such indication exists, an estimate of the recoverable amount is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

2.7 Provisions and contingent liabilities

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.8 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding at end of the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.9 Taxes

i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current tax relating to items recognised outside profit or loss is recognised in correlation to the underlying transaction either in OCI or directly in other equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

ii) Deferred tax

Deferred tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets, if any, are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised either in OCI or in other equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.10 Employee benefits

i) Short Term Employee Benefits: (i.e. benefits payable within one year) are recognized in the period in which employee services are rendered.

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Notes on the financial statement for the year ended 31 March 2023

(All amount are in rupees lakhs, unless otherwise stated)

- ii) Contributions towards provident fund are recognized as expense. Provident Fund contributions in respect of all employees are made to Provident Fund Authorities.
- iii) Provision for gratuity payable has been made in accordance with the period of qualifying service put in by each employee of the Company from the date of joining and up to the end of the financial year.
- iv) Contribution to Central Government Employees State Insurance Scheme for eligible employees is recognized as charge for the year.

2.11 **Finance costs**

Borrowing costs on financial liabilities are recognised using the EIR.

2.12 **Provisions and contingencies**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.13 **Cash and cash equivalents**

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.14 **Financial Instruments**

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments.

All the financial instruments are recognised on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognises the financial instruments on settlement date.

(i) Financial assets

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivables and cash and cash equivalents.

Initial measurement

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into four categories:

- (a) Debt instruments at amortised cost
- (b) Debt instruments at FVOCI
- (c) Debt instruments at FVTPL
- (d) Equity instruments designated at FVOCI

(a) Debt instruments at amortised cost

The Company measures its financial assets at amortised cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Sole Payments of Principal and Interest (SPPI) on the principal amount outstanding.

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Notes on the financial statement for the year ended 31 March 2023

(All amount are in rupees lakhs, unless otherwise stated)

To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio and the period for which the interest rate is set.

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument by instrument basis, but at a higher level of aggregated portfolios. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated financial assets going forward.

The business model of the Company for assets subsequently measured at amortised cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios in the books of the Company, it may sell these portfolios to banks and/or asset reconstruction companies.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective interest rate (EIR). The expected credit loss (ECL) calculation for debt instruments at amortised cost is explained in subsequent notes in this section.

(b) Debt instruments at FVOCI

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

Debt instruments included within the FVOCI category are measured at each reporting date at fair value with such changes being recognised in other comprehensive income (OCI). The interest income on these assets is recognised in profit or loss. The ECL calculation for debt instruments at FVOCI is explained in subsequent notes in this section.

Debt instruments such as long term investments in Government securities to meet regulatory liquid asset requirement of the Company's deposit program and mortgage loans portfolio where the Company periodically resorts to partially selling the loans by way of assignment to willing buyers are classified as FVOCI.

On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

(c) Debt instruments at FVTPL

The Company classifies financial assets which are held for trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of debt instruments are recognised on net basis through profit or loss.

The Company's investments into mutual funds, Government securities (trading portfolio) and certificate of deposits for trading and short term cash flow management have been classified under this category.

(d) Equity investments designated under FVOCI

All equity investments in scope of Ind AS 109 'Financial Instruments' are measured at fair value. The Company has strategic investments in equity for which it has elected to present subsequent changes in the fair value in other comprehensive income. The classification is made on initial recognition and is irrevocable.

All fair value changes of the equity instruments, excluding dividends, are recognised in OCI and not available for reclassification to profit or loss, even on sale of investments. Equity instruments at FVOCI are not subject to an impairment assessment.

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Notes on the financial statement for the year ended 31 March 2023

(All amount are in rupees lakhs, unless otherwise stated)

De-recognition of Financial Assets

The Company derecognises a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset have expired; or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognised, the Company does not have any continuing involvement in the same.

The Company transfers its financial assets through the partial assignment route and accordingly derecognises the transferred portion as it neither has any continuing involvement in the same nor does it retain any control. If the Company retains the right to service the financial asset for a fee, it recognises either a servicing asset or a servicing liability for that servicing contract. A service liability in respect of a service is recognised at fair value if the fee to be received is not expected to compensate the Company adequately for performing the service. If the fees to be received are expected to be more than adequate compensation for the servicing, a service asset is recognised for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

On derecognition of a financial asset in its entirety, the difference between:

- the carrying amount (measured at the date of derecognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

Impairment of financial assets

ECL is recognised for financial assets held under amortised cost, debt instruments measured at FVOCI, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12 month ECL is recognised.

Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognised for stage 2 and stage 3 financial assets.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

Treatment of the different stages of financial assets and the methodology of determination of ECL

(a) Credit impaired (stage 3)

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

- Contractual payments of either principal or interest are past due for more than 90 days;
- The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months– post renegotiation, and there are no other indicators of impairment. Having satisfied the conditions of timely payment over the observation period these loans could be transferred to stage 1 or 2 and a fresh assessment of the risk of default is done for such loans.

Interest income is recognised by applying the EIR to the net amortised cost amount i.e. gross carrying amount less ECL allowance.

(b) Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage, 30 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk. Based on other indications such as borrower's frequently delaying payments beyond due dates though not 30 days past due are included in stage 2 for mortgage loans.

The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioural trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioural trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

(c) Without significant increase in credit risk since initial recognition (stage 1)

ECL resulting from default events that are possible in the next 12 months is recognised for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioural trends witnessed for each homogenous portfolio using application/behavioural score cards and other performance indicators, determined statistically.

(d) Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macro economic factors.

Measurement of expected credit losses are based on 3 main parameters:

• **Probability of default (PD):**

It is defined as the probability of whether borrowers will default on their obligations in future. Since the company don't have any history of past losses therefore it was not adequate enough to create our own internal model through which actual defaults for each grade could be estimated. Hence, the default study published by one of the recognised rating agency is used for estimating the PDs for each range grade.

• **Loss given default (LGD):**

It is the magnitude of the likely loss, if there is a default. 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. The default study published by one of the recognised rating agency is used for estimating the LGD for secured and unsecured loans.

• **Exposure at default (EAD):**

EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities.

Write offs – The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off and when there is no reasonable expectation of recovery from the collaterals held. However, financial assets that are written-off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR.

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Notes on the financial statement for the year ended 31 March 2023

(All amount are in rupees lakhs, unless otherwise stated)

- Determination of PD is covered above for each stages of ECL.
- EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities.
- 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.

(ii) **Financial liabilities**

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial asset to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings and subordinated debts.

Initial measurement

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, other payables, debt securities and other borrowings.

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR. Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

(iii) **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an enforceable legal right to offset the recognised amounts with an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

2.15 **Fair value measurements**

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole.

For assets and liabilities that are fair valued in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy

Sainik Finance & Industries Limited
Notes on financial statements for the year ended 31 March 2023
(All amounts are in rupees lakhs, unless otherwise stated)

3 Cash and cash equivalents

	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Cash in hand #	0.18	0.29
Balances with banks		
- in Current account	132.55	4.72
- in Term Deposit	50.00	-
Cheques in hand	6.35	1.00
	<u>189.08</u>	<u>6.01</u>
# Cash Balance in hand including imprest with employees		

4 Loans

(measured at amortised cost)

	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Corporate loan/Inter corporate deposit's		
To related parties (refer note no. 36)	3,478.56	227.63
To others (refer note no.40)	9,948.12	25,144.20
Trade advances		
To related parties	66.10	55.73
To others	392.39	378.22
Less : Unmatured interest	193.30	159.23
	<u>13,691.87</u>	<u>25,646.55</u>
Loans	13,691.87	25,646.55
Less:Impairment loss allowance -		
To related parties	79.74	27.96
To others	419.23	1,439.47
Total(A)	<u>13,192.90</u>	<u>24,179.12</u>
(B) Out of above		
(i) Secured	<u>-</u>	<u>-</u>
(ii) Unsecured	13,691.87	25,646.55
Less:Impairment loss	498.97	1,467.43
	<u>13,192.90</u>	<u>24,179.12</u>
Total(B)=(i)+(ii)	<u>13,192.90</u>	<u>24,179.12</u>
(C) Out of above		
(I) Loans in India		
(i)Public sector	-	-
Less:Impairment loss	-	-
Subtotal(i)	<u>-</u>	<u>-</u>
(ii) Others	13,691.87	25,646.55
Less:Impairment loss	498.97	1,467.43
Subtotal(ii)	<u>13,192.90</u>	<u>24,179.12</u>
(II) Loans outside india	-	-
Total (C)=(I+II)	<u>13,192.90</u>	<u>24,179.12</u>

Sainik Finance & Industries Limited
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(D) Out of above

Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person

	As at 31 March 2023				As at 31 March 2022			
	Amount of loan/advances	Impairment Loss	Net Amount	% of total loan/advances	Amount of loan/advances	Impairment Loss	Net Amount	% of total loan/advances
(a) repayable on demand								
Promoter	-	-	-	-	-	-	-	-
Directors	-	-	-	-	-	-	-	-
KMPs	-	-	-	-	-	-	-	-
Related Parties-								
-Sainik Automobiles	23.26	23.26	-	0.18	23.68	23.68	-	0.10
-Kartikay Exploration and Mining Services P	23.26	0.41	22.85	0.18	227.63	4.03	223.60	0.94
-Sainik Mining And Allied Services Ltd.	3,155.30	55.85	3,099.45	23.92	-	-	-	-
	3,201.82	79.52	3,122.30	24.27	251.31	27.71	223.60	1.04

Summary of loans by stage distribution

Particulars	As at 31 March 2023			As at 31 March 2022		
	Stage 1	Stage 2	Stage 3	Stage 1	Stage 2	Stage 3
Gross carrying amount	13,430.63	-	261.25	16,139.84	9,242.33	264.38
Less: Impairment Loss	237.72	-	261.25	285.68	917.37	264.38
Net Carrying amount	13,192.91	-	-	15,854.16	8,324.96	-

Analysis of changes in the gross carrying amount and corresponding ECL allowances in relation to loans is as follows

Particulars	As at 31 March 2023							
	Stage 1		Stage 2		Stage 3		Total	
	Loans	Impairment Loss	Loans	Impairment	Loans	Impairment Loss	Loans	Impairment Loss
As at 31 March 2022	16,139.84	285.67	9,242.33	917.37	264.38	264.38	25,646.55	1,467.42
Transfer during the year -								
transfer to stage 1	(11,954.67)	(968.46)					(11,954.67)	(968.46)
transfer to stage 2	9,242.33	917.37	(9,242.33)	(917.37)			-	-
transfer to stage 3	3.13	3.13			(3.13)	(3.13)	-	-
New credit exposures during the year. Net of repayments	-		185.25	-	0.57	-	185.82	-
Amount written off during the year	-		(185.25)		(0.57)		(185.82)	-
As at 31 March 2023	13,430.63	237.71	-	-	261.25	261.25	13,691.88	498.96

Particulars	As at 31 March 2022							
	Stage 1		Stage 2		Stage 3		Total	
	Loans	Impairment Loss	Loans	Impairment Loss	Loans	Impairment Loss	Loans	Impairment Loss
As at 01 April 2021	13,449.14	238.05	8,766.23	525.97	272.38	272.38	22,487.75	1,036.40
Transfer during the year -								
transfer to stage 1	3,158.80	431.03					3,158.80	431.03
transfer to stage 2	(476.10)	(391.40)	476.10	391.40			-	-
transfer to stage 3	8.00	8.00			(8.00)	(8.00)	-	-
New credit exposures during the year. Net of repayments	0.13		190.00	-	0.42	-	190.55	-
Amount written off during the year	(0.13)		(190.00)		(0.42)		(190.55)	-
As at 31 March 2022	16,139.84	285.67	9,242.33	917.37	264.38	264.38	25,646.55	1,467.43

Details of impairment on financial instruments disclosed in the Statement of Profit and Loss

Particulars	As at 31 March 2023	As at 31 March 2022
(i) Net impairment loss allowance charge/(release) for the year	(968.46)	431.03
(ii) Amounts written off during the year	185.82	190.55
	(782.64)	621.58

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	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
5 Investments		
(At fair value through Profit & loss)		
<u>(i) Quoted</u>		
Equity Shares *	0.43	0.19
Add:Fair value gain/(losses)	0.28	0.24
	<u>0.71</u>	<u>0.43</u>
<u>(ii) Un-quoted</u>		
Equity Shares	-	0.20
Add:Fair value gain/(losses)	-	(0.20)
	<u>-</u>	<u>-</u>
Total(i+ii)	<u>0.71</u>	<u>0.43</u>
* Includes 9 (nine) equity shares of Arvind Limited transferred to IEPF Authority on 08 October 2021. The process to re-claim the same is undergoing..		
Particulars	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Out of above		
In India	0.71	0.43
	<u>0.71</u>	<u>0.43</u>
6 Other financial assets		
	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Interest accrued but not due	1,348.14	1,162.51
	<u>1,348.14</u>	<u>1,162.51</u>
7 Current tax assets		
	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Advance tax & TDS	336.98	407.24
	<u>336.98</u>	<u>407.24</u>
8 Deferred Tax Assets (Net)		
Reconciliation of tax expenses and profit before tax multiplied by corporate tax rate		
Particulars	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Profit before tax	233.83	(921.98)
At corporate tax rate of 25.17% (Previous year 25.17%)	58.85	(232.06)
Tax on non-deductible expenditure	(58.85)	232.06
Tax expense	<u>-</u>	<u>-</u>
Deferred tax recorded in balance sheet	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Deferred tax relates to the following:		
Deferred tax assets:		
- Related to property, plant and equipment	-	0.01
-Provision for ECL	125.59	369.35
- Related to gratuity	12.76	9.15
Deferred tax assets/(liabilities), net	<u>138.35</u>	<u>378.51</u>
Changes in deferred tax assets recorded in profit or loss		
Deferred tax relates to the following:		
- Related to Property, plant and equipments	(0.01)	(0.01)
-Provision for ECL	(243.76)	108.49
- Related to gratuity	3.61	1.75
	<u>(240.16)</u>	<u>110.23</u>

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Notes on financial statements for the year ended 31 March 2023
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9 Property, Plant and Equipment

Particulars	As at 31 March 2023					
	Land	Building	Furniture & Fixtures	Office Equipments	Computer & printers	Total
At cost as at 1st April 2022	-	-	-	-	0.21	0.21
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
At cost at the end of the year	-	-	-	-	0.21	0.21
Accumulated depreciation as at the beginning of the year	-	-	-	-	0.20	0.20
Depreciation for the period	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Accumulated depreciation as at the end of the year	-	-	-	-	0.20	0.20
Net carrying amount as at the end of the year**	-	-	-	-	0.01	0.01

Particulars	As at 31 March 2022					
	Land	Building	Furniture & Fixtures	Office Equipments	Computer & printers	Total
Gross Carrying amount (Deemed cost)						
At cost as at 1st April 2021	-	-	-	-	0.21	0.21
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
At cost at the end of the year	-	-	-	-	0.21	0.21
Accumulated depreciation as at the beginning of the year	-	-	-	-	0.20	0.20
Depreciation for the period	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Accumulated depreciation as at the end of the year	-	-	-	-	0.20	0.20
Net carrying amount as at the end of the year	-	-	-	-	0.01	0.01

*Computers are appearing at 5% carrying value (i.e. scrap value) and depreciation has been charged accordingly.

Sainik Finance & Industries Limited
Notes on financial statements for the year ended 31 March 2023
(All amounts are in rupees lakhs, unless otherwise stated)

10 Other non-financial assets

	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Balances with government authorities	-	0.01
	<u>-</u>	<u>0.01</u>

11 Payables

	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
(I) Trade payables		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(II) Other payables		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	<u>-</u>	<u>-</u>

Disclosure relating to Micro, small and medium enterprises (MSME) :

(a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of the year	-	-
(b) The amount of interest paid under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"), along with the amounts of the payment made beyond the appointed day during the year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
(d) The amount of interest accrued and remaining unpaid at the end of the year	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the MSMED Act	-	-
* There is no micro, small and medium Enterprises, to whom the company owes dues which are outstanding for more than 45 days during the year. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.	<u>-</u>	<u>-</u>

12 Borrowings (other than Debt Securities)

	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
(A) In India		
(At amortised cost & Unsecured)		
Inter corporate deposits	9,709.52	20,875.16
	<u>9,709.52</u>	<u>20,875.16</u>
(B) Out of above		
Unsecured		
From related parties		
Inter corporate deposits (<i>refer note no. 36</i>)	129.12	5,886.04
From others		
Inter corporate deposits	9,580.40	14,989.12
	<u>9,709.52</u>	<u>20,875.16</u>

*Inter corporate deposits received by the Company are at interest rate between 7% to 10% p.a. and repayable on demand

13 Other financial liabilities

	<u>As at 31 March 2023</u>	<u>As at 31 March 2022</u>
Interest accrued and due on borrowings	-	67.25
Interest accrued and not due on borrowings	1,739.90	1,406.63
	<u>1,739.90</u>	<u>1,473.88</u>

Sainik Finance & Industries Limited
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14 Provisions

	As at 31 March 2023	As at 31 March 2022
<u>Provision for employee benefit</u>		
For gratuity	50.69	36.36
	50.69	36.36

15 Other non-financial liabilities

	As at 31 March 2023	As at 31 March 2022
Statutory dues	149.77	179.46
Expenses payable	15.73	13.36
	165.50	192.82

16 Equity Share capital

	As at 31 March 2023	As at 31 March 2022
<u>Authorised share capital</u>		
110,00,000 equity shares face value of Rs. 10/- each (Previous year 110,00,000 equity shares)	1,100.00	1,100.00
<u>Issued, subscribed & paid up capital</u>		
108,80,000 equity shares of face value Rs. 10/- each fully paid up (Previous year 108,80,000 equity shares)	1,088.00	1,088.00
	1,088.00	1,088.00

a) Reconciliation of shares outstanding at the beginning and at the end of reporting period

Particulars	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
At the commencement and at the end of the year	10880000	1,088	10880000	1,088

b) Terms/rights attached to equity shares

The Company has only one class of equity shares, having a par value of Rs.10 per share. All shares rank pari passu with respect to dividend, voting rights and other terms. Each shareholder is eligible to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and buy back of shares are possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) The details of shareholders holding more than 5% shares

Name of shareholder	As at 31 March 2023		As at 31 March 2022	
	No. of shares	(%)	No. of shares	(%)
Kuldeep Singh Solanki	2503982	23.01%	2503982	23.01%
Vritpal Sindhu	557968	5.13%	557968	5.13%
Total	3061950	28.14%	3061950	28.14%

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d) Disclosure for Promoter's Shareholding

S. No.	Promoter name	As at 31 March 2023		As at 31 March 2022		% Change during the year***
		No. of Shares	%of total shares	No. of Shares	%of total shares	
1	Saroj Sindhu	1,01,569	0.93	1,01,569	0.93	-
2	Vritpal Sindhu HUF	13,166	0.12	13,166	0.12	-
3	Vir Sen Sindhu HUF	2,47,066	2.27	2,47,066	2.27	-
4	Col.Girdhari Singh HUF	1,09,400	1.01	1,09,400	1.01	-
5	Capt.Kuldeep Singh Solanki HUF	1,72,800	1.59	1,72,800	1.59	-
6	Rudra Sen Sindhu HUF	89,600	0.82	89,600	0.82	-
7	Asha Rathore	75,200	0.69	75,200	0.69	-
8	Rajbir Singh	4,665	0.04	4,665	0.04	-
9	Ekta Sindhu	5,000	0.05	5,000	0.05	-
10	Kuldeep Singh Solanki	25,03,982	23.01	25,03,982	23.01	-
11	Indu Solanki	3,37,833	3.11	3,37,833	3.11	-
12	Satya Pal Sindhu	4,28,368	3.93	4,28,368	3.93	-
13	Dev Suman Sindhu	3,37,980	3.11	3,37,980	3.11	-
14	Shashi Sindhu	18,466	0.17	18,466	0.17	-
15	Rajshree Rathore	64,000	0.59	64,000	0.59	-
16	Vritpal Sindhu	5,57,968	5.13	5,57,968	5.13	-
17	Vir Sen Sindhu	3,23,996	2.98	3,23,996	2.98	-
18	Anika Sindhu	500	0.00	500	0.00	-
19	Sumati Maharia	1,94,333	1.79	1,94,333	1.79	-
20	Rachna Sindhu	51,900	0.48	51,900	0.48	-
21	Abhimanyu Sindhu	5,40,832	4.97	5,40,832	4.97	-
22	Rudra Sen Sindhu	1,70,787	1.57	1,70,787	1.57	-
23	Usha Sindhu	52,675	0.48	52,675	0.48	-
24	Manisha Solanki	1,17,800	1.08	1,17,800	1.08	-
25	Maj Niranjan Singh	6,200	0.06	6,200	0.06	-
26	Madhu Singh	36,033	0.33	36,033	0.33	-
27	Surabhi Gehlot	1,49,933	1.38	1,49,933	1.38	-
28	Saurabh Sindhu	41,666	0.38	41,666	0.38	-
29	Yuvraj Singh Solanki	4,32,833	3.98	4,32,833	3.98	-
30	Shahista Gehlot	58,600	0.54	58,600	0.54	-
31	Shweta Sindhu	96,565	0.89	96,565	0.89	-
32	Sarvesh Sindhu	2,48,866	2.29	2,48,866	2.29	-
33	Somvir Sindhu	52,000	0.48	52,000	0.48	-
	Total	76,42,582	70.24	76,42,582	70.24	-

Sainik Finance & Industries Limited
Notes on financial statements for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

17 Other equity

	<u>As at 31 March</u> 2023		<u>As at 31</u> March 2022	
<u>General reserve</u>				
Opening Balance	71.92		71.92	
Add : Transfer during the year		71.92		71.92
<u>Statutory Reserve under Section 45-IC of the RBI Act, 1934</u>				
Balance as per last year	839.94		839.94	
Add : Transferred from profit and loss account	-	839.94	-	839.94
<u>Surplus in the statement of profit and loss account</u>				
Balance as per last year	1,155.61		1,923.69	
Add : Profit for the year	(15.94)		(814.79)	
	<u>1,139.67</u>		<u>1,108.90</u>	
Transfer to reserve fund (Pursuant to RBI norms)	-		-	
Demand/(excess) provision of income tax for earlier years	<u>(0.88)</u>	1,140.55	<u>(46.71)</u>	1,155.61
<u>Securities Premium</u>				
Opening Balance	400.15		400.15	
Add : Transfer during the year	-	400.15	-	400.15
Total reserves and surplus		<u><u>2,452.56</u></u>		<u><u>2,467.62</u></u>

Notes:

i) Statutory Reserve under Section 45-IC of the RBI Act, 1934:

The Company has to create a reserve pursuant to section 45 IC of the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit after tax every year before any dividend is declared. However the company has not made any appropriation/provision due to net loss incurred during the year.

ii) Securities premium:

The amount received in excess of face value of the equity shares is recognised in Securities Premium Account. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium account. The account is utilised in accordance with the provisions of the Companies Act 2013.

iii) General reserve:

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

iv) Retained earnings:

Retained earnings represents accumulated earnings of the Company. This reserve can be utilise in accordance with the provisions of Companies Act, 2013.

Sainik Finance & Industries Limited
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(All amounts are in rupees lakhs, unless otherwise stated)

18 Revenue from operations

	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income		
Interest on loans (refer note no. 40)	1,802.45	1,562.02
	1,802.45	1,562.02

19 Other income

	For the year ended 31 March 2023	For the year ended 31 March 2022
Credit balance written off	-	18.26
Interest on Income Tax Refund	21.46	-
Net gain on fair value changes	0.28	0.04
	21.74	18.30

20 Finance cost

	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest on borrowings	1,493.89	1,767.30
	1,493.89	1,767.30

21 Impairment of financial instruments

Particulars	For the year ended 31 March 2023		For the year ended 31 March 2022	
	On Financial instruments measured at fair value through OCI	On Financial instruments measured at Amortised Cost	On Financial instruments measured at fair value through OCI	On Financial instruments measured at Amortised Cost
On Loans (refer note no.40)	-	(782.64)	-	621.58
	-	(782.64)	-	621.58

22 Employee benefits expense

	For the year ended 31 March 2023	For the year ended 31 March 2022
Salary, wages and other benefits*	62.84	61.96
Contribution to provident and other funds (refer note no.26)	4.47	4.33
Staff welfare expenses	0.01	-
Provision for gratuity	4.72	3.92
	72.04	70.21

*Salary includes Director remuneration of Rs. Nil (previous year Rs. Nil)

23 Depreciation and amortization

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation and amortization	-	-
	-	-

24 Other expenses

	For the year ended 31 March 2023	For the year ended 31 March 2022
Advertisement expenses	1.33	0.96
Travelling & conveyance	3.81	3.36
Rates fees & taxes	11.01	11.11
General expenses	0.80	0.97
Bank Charges	0.02	-
Legal & professional charges*	44.04	11.34
Auditor's remuneration (refer note no 33)	4.79	4.41
AGM expenses	0.02	0.02
Printing & stationery	0.96	1.09
Postage & Courier	0.49	-
Telephone expenses	0.11	0.12
Sundry balance written Off	0.00	0.23
Sitting Fees	3.80	4.40
Loss on recovery from sale of un-secured loan & advances (refer note no.40(b))	733.59	-
Interest on late payment of TDS	2.31	-
CSR expense (refer note no.25)	-	5.20
	807.07	43.21

* includes prior period expenses amounting to Rs.Nil (previous year Rs.1.87 lakh)

Sainik Finance & Industries Limited

Notes on financial statements for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

25 Disclosure pertaining to Corporate Social Responsibility expenses

Particulars	2022-23			2021-22		
	In cash	Yet to be paid in cash	For the year ended 31st March 2023	In cash	Yet to be paid in cash	For the year ended 31st March 2021
Amount required to be spent during the year,			-			5.19
Amount spent during the year						
- Contribution to Trust registered u/s 11 of Income	-	-	-	5.20	-	5.20
Shortfall at the end of the year,			-			-
Total of previous years shortfall,			-			-
Reason for shortfall,			Not Applicable			Not Applicable
Nature of CSR activities,						
- Health Care	-	-	-	2.93	-	2.93
- Promotion of education	-	-	-	1.42	-	1.42
- Promotion of Sports	-	-	-	0.85	-	0.85
Details of related party transactions -						
- Param Mitter Manav Nirman Sansthan	-	-	-	2.60	-	2.60
- Solanki Shiksha And Manav Nrman Santha	-	-	-	2.60	-	2.60

26 Employee benefits

Defined Contribution Plan - Provident Fund (PF) Contribution

The Company makes provident fund contribution which are defined contribution plans for qualifying employees under the scheme, company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contribution payable to these plans by the company are at rates

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Provident fund (refer note no.22)	4.47	4.24
ESIC fund (refer note no.22)	-	0.09
Total	4.47	4.33

Defined Benefit Plan - Gratuity

The Company operates an unfunded gratuity plan, under which every employee who has completed atleast five years of service gets a gratuity on departure @15 days of last drawn basic salary for each completed year of service.

The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. The actuarial risks associated are:

Interest Rate Risk:

The risk of government security yields falling due to which the corresponding discount rate used for valuing liabilities falls. Such a fall in discount rate will result in a larger value placed on the future benefit cash flows whilst computing the liability and thereby requiring higher accounting provisioning.

Longevity Risks:

Longevity risks arises when the quantum of benefits payable under the plan is based on how long the employee lives post cessation of service with the company. The gratuity plan provides the benefit in a lump sum form and since the benefit is not payable as an annuity for the rest of the lives of the

Salary Risks:

The gratuity benefits under the plan are related to the employee's last drawn salary. Consequently, any unusual rise in future salary of the employee raises the quantum of benefit payable by the company, which results in a higher liability for the company and is therefore a plan risk for the company.

The estimates of the future salary increases, considered in actuarial valuation, include inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The discount rate is based on the prevailing market yield on government securities as at the balance sheet date for the estimated average remaining service.

The disclosure as required by Indian Accounting Standard (Ind AS) -19 "Employee Benefits" is as under.

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
I. Assumption		
Mortality rate	100% of IALM (2012-14)	100% of IALM (2012-14)
Interest / Discount Rate	7.45%	7.00%
Rate of increase in compensation	8.00%	8.00%
Expected average remaining service	12.67	12.80
II. Reconciliation of net defined benefit (asset)/liability		
(a) Reconciliation of present value of defined benefit obligation		
Opening Defined Benefit Obligation	36.36	29.41
Interest Cost	2.54	1.98
Current Service Cost	2.18	1.93
Actuarial (Gains) / Losses	9.61	3.04
Benefits Paid	-	-
Closing Defined Benefit Obligation	50.69	36.36

Sainik Finance & Industries Limited

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(All amounts are in rupees lakhs, unless otherwise stated)

Particulars	For the year ended	
	31 March 2023	31 March 2022
(b) Reconciliation of present value of plan asset		
Fair value of plan assets at the beginning of year	-	-
Transfer in of Funds	-	-
Interest Income	-	-
Contributions	-	-
Benefits paid	-	-
Return on Plan Assets excluding Interest Income	-	-
Fair value of plan assets at the end of year	-	-
(c) Reconciliation of net defined benefit (asset)/liability		
Present value of Obligation as at the end of year	50.69	36.36
Fair value of plan assets as at the end of year	-	-
Recognised in Balance Sheet - (Asset) / Liability	50.69	36.36
III. Actuarial (Gain)/Loss on Obligation		
Due to Demographic Assumption	-	-
Due to Financial Assumption	(1.88)	(1.09)
Due to Experience	11.49	4.13
Net Actuarial (Gain)/ Loss on Obligation	9.61	3.04
IV. Actual Return on Plan Assets		
Actual Interest Income	-	-
Expected Interest Income	-	-
Return on Plan Assets excluding Interest Income	-	-
V. Net Interest		
Interest Expense	2.54	1.98
Interest Income	-	-
Net Interest Exp/(Income)	2.54	1.98
VI. Expenses Recognised in Profit and Loss account under		
Employee benefit expenses		
Current Service Cost	2.18	1.93
Net Interest Exp/(Income)	2.54	1.98
Past Service Cost (vested benefits)	-	-
Expenses recognised in Profit and Loss Account	4.72	3.91
VII. Remeasurements recognised in Other Comprehensive Income		
Net Actuarial (Gain)/ Loss on Obligation	9.61	3.04
Return on Plan Assets excluding Interest Income	-	-
Total Actuarial (Gain)/ Loss recognised in OCI	9.61	3.04
VIII. Others		
Weighted average duration of defined benefit Obligation	12.67	12.80

Sensitivity analysis :

Sensitivity analysis for significant actuarial Assumptions, showing how the defined benefit Obligation would be affected, considering increase/decrease of 100 basis points as at 31.03.2023 is as below :

Particulars	For the year ended	
	31 March 2023	31 March 2022
Change in rate of Discount Rate + 100 basis points	46.87	32.42
Change in rate of Discount Rate- 100 basis points	54.94	40.95
Change in rate of Salary Escalation Rate + 100 basis points	54.87	40.86
Change in rate of Salary Escalation Rate - 100 basis points	46.85	32.42
Change in rate of Attrition Rate + 100 basis points	50.63	36.13
Change in rate of Attrition Rate - 100 basis points	50.75	36.61
Change in rate of Mortality Rate + 100 basis points	50.68	36.35
Change in rate of Mortality Rate - 100 basis points	50.69	36.37

Maturity profile of Defined Benefit Obligation

Particulars	For the year ended	
	31 March 2023	31 March 2022
Year 1	4.05	0.68
Year 2 - 5	4.17	5.75
Year 6-10	66.72	26.79
More than 10 years	22.84	58.44

Notes:

Since the gratuity plan of the Company is not funded, and hence the disclosure related to plan assets are not applicable.

27 Additional regulatory information

- i) The company does not have any immovable property, hence disclosure for title deeds not held in the name of the company is not applicable
- ii) The company does not hold any investment property in its books of accounts, so fair valuation of investment is not applicable
- iii) During the year the company has not revalued any of its Property, plant and equipment or intangible assets.
- iv) The company does not any trade receivables during the current and previous year
- v) The company does not have any trade payable during the current and previous year
- vi) The company does not have any Capital work in progress (CWIP) as on 31 March 2023 (PY -Nil)
- vii) The company does not have any Intangible Assets under development.
- viii) No proceeding have been initiated or pending against the company under the Benami Transactions (Prohibitions) Act 1988.
- ix) The Company does not have any borrowings from banks or financial institutions on the basis of security of current assets.
- x) The Company have not declared as a wilful defaulter by any bank or financial Institution or other lender.
- xi) The company has not any transactions with companies struck off during the period.
- xii) The company has no cases of any charges or satisfaction yet to be registered with ROC beyond the statutory time limits.
- xiii) The company has complied with the provisions of clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017

xiv) Disclosure of ratios :

		<u>As at 31 March 2023</u>		<u>As at 31 March 2022</u>	
(a) Capital to Risk-weighted Assets Ratio (CRAR)	$\frac{(Tier I Capital + Tier II Capital) \times 100}{Risk Weighted Assets}$	3,639.93	24.79%	3,462.79	13.46%
		14,680.12		25,720.60	
(b) Tier I CRAR	$\frac{(Tier I Capital) \times 100}{Risk Weighted Assets}$	3,402.21	23.18%	3,177.11	12.35%
		14,680.12		25,720.60	
(c) Tier II CRAR	$\frac{(Tier II Capital) \times 100}{Risk Weighted Assets}$	237.72	1.62%	285.68	1.11%
		14,680.12		25,720.60	
(d) Liquidity Coverage Ratio	$\frac{Stock of High Quality Liquid Assets (HQLA) \times 100}{Total Net Cash Outflows over next 30 calendar days}$	189.08	27.10%	6.01	0.86%
		697.74		697.74	

- xv) No scheme of arrangements has been approved by competent authority in terms of sections 230 to 237 of the Companies Act, 2013 in respect of comp
- xvi) The company has not provided nor taken any loan or advance to/from any other person or entity with the understanding that benefit of the transaction will go to a third party, the ultimate beneficiary.
- xvii) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
-) The Company has neither traded nor invested in crypto currency or virtual currency during the financial year.

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28 Disclosure pursuant to Ind AS 12 'Income Taxes'

(i) Tax Expenses recognised in the Statement of Profit and Loss

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Current tax:		
In respect of current year	-	-
In respect of prior years	-	-
Deferred Tax:		
Deferred tax relating to origination and reversal of temporary differences	242.58	(109.47)
Total Income Tax recognised in profit or loss		
Current tax	-	-
Deferred tax	242.58	(109.47)
Total Income Tax recognised in profit or loss	242.58	(109.47)

(ii) Income Tax recognised in Other comprehensive income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Deferred tax related to items recognised in Other comprehensive income during the year:		
Remeasurement of defined employee benefits	2.42	0.76
Total Income tax recognised in Other comprehensive income	2.42	0.76

(iii) Reconciliation of effective tax rate :

The reconciliation of estimated income tax expense at tax rate to income tax expense reported in profit or loss is as follows :

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit/(Loss) before Tax	233.83	(921.98)
Enacted income tax rate (%) - Normal Tax	25.17%	25.17%
Enacted income tax rate (%) -Special Tax (Capital Gain)	-	-
Income tax expense calculated at applicable income tax rate	58.85	(232.06)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax		
Expenses that are not deductible for tax purposes	(191.93)	159.51
Dividend income exempt from income tax	-	-
Deductions available under income tax	(46.85)	(47.98)
Effect of differential tax rate	-	-
Adjustment against b/f losses	-	-
Income tax for earlier year	-	-
Income Tax expense recognised in profit and loss	(179.93)	(120.53)
Deferred Tax recognised in profit and loss	242.58	(109.47)
Tax recognised in profit and loss	62.65	(230.00)
Actual effective income tax rate (%)	26.79%	24.95%

(iv) Recognised deferred tax assets and liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Deferred Tax Asset :		
Loans & Advances (EIR Adjustment and ECL Provision)	125.59	369.35
Provisions for gratuity	12.76	9.15
Deferred Tax Liability:		
Property, Plant and Equipment & Intangible assets	-	(0.01)
Net Deferred Tax Asset/(Liability)	138.35	378.51

(v) Movement in temporary differences

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Credit / (Charge) in the Statement of Profit and Loss during the period		
Loans & Advances	(243.76)	108.49
Property, Plant and Equipment & Intangible assets	(0.01)	(0.01)
Provisions	1.19	0.99
Total (a)	(242.58)	109.47
Credit / (Charge) in the other comprehensive income during the period		
Provisions - employee benefits	2.42	0.76
Total (b)	2.42	0.76
Net deferred income tax asset at the beginning (c)	378.51	268.28
Net deferred tax asset/(Liabilities) at the end of the period (d) = (a) + (b) + (c)	138.35	378.51

Sainik Finance & Industries Limited

Notes on financial statements for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

29 Maturity Analysis of Assets & Liabilities

	As at 31 March 2023			As at 31 March 2022		
	Within 12 Months	After 12 months	Total	Within 12 Months	After 12 months	Total
Assets						
Financial Assets						
Cash & cash equivalents	189.08	-	189.08	6.01	-	6.01
equivalents	-	-	-	-	-	-
Receivables						
- Trade Receivables	-	-	-	-	-	-
- Other Receivables	-	-	-	-	-	-
Loans	13,183.83	9.07	13,192.90	24,179.12	-	24,179.12
Investments	0.71	-	0.71	0.43	-	0.43
Other financial assets	1,348.14	-	1,348.14	1,162.51	-	1,162.51
Non-financial Assets						
Current tax assets(net)	336.98	-	336.98	407.24	-	407.24
Deferred tax asset (net)	-	138.35	138.35	-	378.51	378.51
Property, plant and equipment	-	0.01	0.01	-	0.01	0.01
Other non-financial assets	-	-	-	0.01	-	0.01
Total Assets	15,058.74	147.43	15,206.17	25,755.32	378.52	26,133.84
LIABILITIES						
Financial Liabilities						
Payables						
(i)Trade Payables	-	-	-	-	-	-
(ii)Other Payables						
Borrowings	9,709.52	-	9,709.52	20,875.16	-	20,875.16
Other financial liabilities	1,739.90		1,739.90	1,473.88		1,473.88
Non-Financial Liabilities						
Provisions	3.19	47.50	50.69	-	36.36	36.36
Other non-financial liabilities	165.50	-	165.50	192.82	-	192.82
Total Liabilities	11,618.11	47.50	11,665.61	22,541.86	36.36	22,578.22
Net	3,440.63	99.93	3,540.56	3,213.46	342.16	3,555.62

Financial Risk Management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has constituted the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions.

The Company has exposure to the following risks arising from its business operations:

i) Credit risk

Credit risk is the risk of financial loss if a customer or counterparty fails to meet an obligation under a contract. Lending activities account for most of the Company's credit risk. Other sources of credit risk also exist in loans and transaction settlements. Credit risk is measured as the amount that could be lost if a customer or counterparty fails to make repayments. The maximum exposure to credit risk in case of all the financial instruments is restricted to their respective carrying amount.

Credit Risk is monitored through stringent credit appraisal, counter party limits and internal risk ranges of the borrowers. Exposure to credit risk is managed through regular analysis of the ability of all the customers and counterparties to meet interest and capital repayment obligations and by changing lending limits where appropriate.

a) Maximum exposure to the Credit risk

This table below shows the Company's maximum exposure to the credit risk.

Particulars	As at 31 March 2023	As at 31 March 2022
Financial Assets at amortised cost - Loans & Advances (Gross)	13,691.87	25,646.55
Less : Impairment loss allowances	498.97	1,467.43
Financial Assets at amortised cost - Loans & Advances (Net)	13,192.90	24,179.12
Total	13,192.90	24,179.12

b) Credit quality analysis

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The credit quality of Loans and advances measured at amortised cost is primarily assessed by the Days Past Due (DPD) status and other qualitative factors leading to increase in credit risk.

Inputs, assumptions and techniques used for estimating impairment

In assessing the impairment of financial assets under the expected credit loss model, the Company defines default when a loan obligation is overdue for more than 90 days and credit impaired.

Assessment of significant increase in credit risk

When determining whether the risk of default has increased significantly since initial recognition, the Company considers the DPD status of the loans. Credit risk is deemed to have increased significantly when an asset is more than 30 days past due (DPD) and other qualitative internal or external factors demonstrating credit or liquidity risk.

Calculation of expected credit losses

The key elements in calculation of ECL are as follows:

PD - The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

EAD - The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, accrued interest from missed payments and loan

LGD - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD. The LGD is determined based on valuation of collaterals and other relevant factors.

For PD the Company has relied upon the PD data from industry benchmarks and external rating agencies. For Loss Given Default (LGD) the Company has relied on internal and external information.

The following table sets out information about the credit quality of financial assets measured at amortised cost.

Particulars	As at 31 March 2023	As at 31 March 2022
Gross Stage 1 (DPD<30 days) Performing asset and 12 monthh ECL	13,430.63	16,139.84
Less : Impairment loss allowance	237.71	285.67
Net Stage 1 Assets	13,192.92	15,854.17
ECL Prov. Coverage	1.80%	1.80%
ECL	-	9,242.33
Less : Impairment loss allowance	-	917.37
Net Stage 2 Assets	-	8,324.96
ECL Prov. Coverage	-	11.02%
Gross Stage 3 (DPD>90) Non-performing assets credit impaired and lifetime ECL	261.25	264.38
Less : Impairment loss allowance	261.25	264.38
Net Stage 3 Assets	-	-
ECL Prov. Coverage	100%	100%
Total Loans & Advances	13,691.88	25,646.55
Less : Impairment loss allowance	498.96	1,467.42
Net Loans & Advances	13,192.92	24,179.13
ECL Provision Coverage	3.78%	6.07%

Credit impairment charge to the income statement

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
New and increased provisions (incl. write off)	-	621.58
Write-backs of specific provisions (incl.write off)	782.64	-
Total charge to the income statement	782.64	621.58

Sainik Finance & Industries Limited

Notes on financial statements for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

c) Movement in Gross Exposures and credit impairment for loans and advances

The Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets measured at amortised cost or FVTOCI. Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition. Please refer to the accounting policy for details.

	Movement in Gross Exposure to Loans & Advances				Movement in ECL			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance as at April 1, 2021	13,449.14	8,766.23	272.38	22,487.75	238.05	525.97	272.38	1,036.40
Changes due to financial assets recognised in opening balance that have:								
- Transferred to 12 month ECL	3,158.80			3,158.80	431.03			431.03
- Transferred to lifetime ECL -significant increase in credit risk				-				-
- Transferred to lifetime ECL credit – impaired	(468.10)	476.10	(8.00)	-	(383.40)	391.40	(8.00)	-
Increase due to financial assets originated								
Decrease due to loans derecognised on full payment								
Net remeasurement (Due to recovery on regular basis changes in rating, changes in security value etc.)	0.13	190.00	0.42	190.55	-	-	-	-
Amounts written off during the year	(0.13)	(190.00)	(0.42)	(190.55)	-	-	-	-
Balance as at March 31, 2022	16,139.84	9,242.33	264.38	25,646.55	285.68	917.37	264.38	1,467.43
Changes due to financial assets recognised in opening balance that have:								
- Transferred to 12 month ECL	(11,954.67)	-	-	(11,954.67)	(968.46)	-	-	(968.46)
- Transferred to lifetime ECL -significant increase in credit risk								
- Transferred to lifetime ECL credit – impaired	9,245.46	(9,242.33)	(3.13)	(0.00)	920.50	(917.37)	(3.13)	(0.00)
Increase due to financial assets originated								
Decrease due to loans derecognised on full payment								
Net remeasurement (Due to recovery on regular basis changes in rating, changes in security value etc.)	-	185.25	0.57	185.82	-	-	-	-
Amounts written off during the year	-	(185.25)	(0.57)	(185.82)				
Balance as at March 31, 2023	13,430.63	(0.00)	261.25	13,691.88	237.72	-	261.25	498.97

Sainik Finance & Industries Limited

Notes on financial statements for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Company has in place an Asset-Liability Management Committee (ALCO) which functions as the operational unit for managing the Balance Sheet within the performance and risk parameters laid down by the Board and Risk Committee of the Board. ALCO reviews Asset Liability strategy and Balance Sheet management in relation to asset and liability profile. ALCO ensures that the objectives of liquidity management are met by monitoring the gaps in the various time buckets, deciding on the source and mix of liabilities, setting the maturity profile of the incremental assets and liabilities etc.

Key principles adopted in the Company's approach to managing liquidity risk include:

- a) Monitoring the Company's liquidity position on a regular basis, using a combination of contractual and behavioural modelling of balance sheet and cash flow information.
- b) Maintaining a high quality liquid asset portfolio or maintaining undrawn bank lines.
- c) Operating a prudent funding strategy which ensures appropriate diversification and limits maturity concentrations.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operation.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include interest accrued till the reporting date.

As at 31 March 2023	Contractual cash flows				
	Total	Upto 1 year	1-3 years	3-5 years	More than 5 years
Borrowings (Includes Interest accrued but not due)	9,709.52	9,709.52	-	-	-
Trade and Other Payables	-	-	-	-	-
Other Financial Liabilities	1,739.90	1,739.90	-	-	-
	11,449.42	11,449.42	-	-	-

As at 31 March 2022	Contractual cash flows				
	Total	Upto 1 year	1-3 years	3-5 years	More than 5 years
Borrowings (Includes Interest accrued but not due)	20,875.16	20,875.16	-	-	-
Trade and Other Payables	-	-	-	-	-
Other Financial Liabilities	1,473.88	1,473.88	-	-	-
	22,349.04	22,349.04	-	-	-

iii) Market Risk

Market Risk is the risk of financial loss arising on account of changes/fluctuations in market variables such as interest rates, equity prices etc. Market risk stems from the Company's Loan book and balance sheet management activities, the impact of changes and correlation between interest rates, credit spreads and volatility in bond or equity prices.

Market risk represents the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices.

iv) Interest rate risk

Company has exposure to interest rate risk, primarily from its lending business and related borrowings. The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Company's Statement of Profit and Loss.

	% Increase in rate		Increase/(decrease) in profit	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Borrowings that are re-priced	0.25%	0.25%	18.16	39.05
Loans that are re-priced	0.25%	0.25%	(18.16)	(39.05)

Interest rate risk is managed primarily by monitoring the sensitivity of expected net interest income ('NII') under varying interest rate scenarios. This monitoring is undertaken by ALCO on regular basis. The NII sensitivities shown are indicative and based on simplified scenarios.

Sainik Finance & Industries Limited

Notes on financial statements for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

31 Financial Instruments

i) Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial instruments (excluding investment in subsidiaries), including their levels in the fair value hierarchy. The company has disclosed financial instruments not measured at fair value at carrying values because their carrying amounts are a reasonable approximation of the fair values.

As at 31 March 2023	Carrying Amount			Fair value hierarchy			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets							
Cash and cash equivalents	-	189.08	189.08	-	-	-	-
Bank balances other than Cash & cash equivalents	-	-	-	-	-	-	-
Other receivables	-	-	-	-	-	-	-
Loans & advances	-	13,192.90	13,192.90	-	-	-	-
Investments	0.71	-	0.71	0.71	-	-	-
Others financial assets	-	1,348.14	1,348.14	-	-	-	-
Total	0.71	14,730.12	14,730.83	0.71	-	-	-
Financial liabilities							
Trade and other payables	-	-	-	-	-	-	-
Borrowings	-	9,709.52	9,709.52	-	-	-	-
Other financial liabilities	-	1,739.90	1,739.90	-	-	-	-
Total	-	11,449.42	11,449.42	-	-	-	-

As at 31 March 2022	Carrying Amount			Fair value hierarchy			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets							
Cash and cash equivalents	-	6.01	6.01	-	-	-	-
Bank balances other than Cash & cash equivalents	-	-	-	-	-	-	-
Loans & advances	-	24,179.12	24,179.12	-	-	-	-
Investments	0.43	-	0.43	0.43	-	-	-
Others financial assets	-	1,162.51	1,162.51	-	-	-	-
Total	0.43	25,347.64	25,348.07	0.43	-	-	-
Financial liabilities							
Trade and other payables	-	-	-	-	-	-	-
Borrowings	-	20,875.16	20,875.16	-	-	-	-
Other financial liabilities	-	1,473.88	1,473.88	-	-	-	-
Total	-	22,349.04	22,349.04	-	-	-	-

Sainik Finance & Industries Limited

Notes on financial statements for the year ended 31 March 2023

(All amounts are in rupees lakhs, unless otherwise stated)

32 Disclosure Pursuant to RBI Notification no RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 (refer note no.40)

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)
Performing assets						
Standard	Stage 1	13,430.63	237.71	13,192.92	33.58	204.13
	Stage 2	-	-	-	-	-
Subtotal		13,430.63	237.71	13,192.92	33.58	204.13
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	223.26	223.26	-	223.26	-
Subtotal for doubtful		223.26	223.26	-	223.26	-
Loss	Stage 3	37.99	37.99	-	37.99	-
Subtotal for NPA		261.25	261.25	-	261.25	-
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 Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	13,430.63	237.71	13,192.92	33.58	204.13
	Stage 2	-	-	-	-	-
	Stage 3	261.25	261.25	-	261.25	-
	Total	13,691.88	498.96	13,192.92	294.83	204.13

SAINIK FINANCE & INDUSTRIES LIMITED**Notes on the financial statement for the year ended 31 March 2023**

(All amount are in rupees lakhs, unless otherwise stated)

33. Auditor's Remuneration:

Particulars	2022-23	2021-22
Statutory audit	3.00	2.89
Tax audit	1.00	1.00
Total	4.00	3.89

34. Contingent Liability

There is an outstanding Income Tax demand of Rs.9.90 lakhs regarding assessment year 2008-09 on account of mismatch of TDS Credit vs TDS Certificates. (previous year – Nil)

35. Segment information

The Company is an NBFC registered with Reserve Bank of India and is in the business of providing credit. As such there are no separate reportable segments as per the Accounting Standards (Ind AS-108) –‘Operating Segment’ specified under section 133 of the companies Act 2013. Since the business operations of the Company are concentrated in India, the Company is considered to operate only in the domestic segment and therefore there is no reportable geographic segment.

36. As per the Ind AS-24 “Related party disclosures”, disclosure regarding related party as defined, are given below :

a) Enterprises where control Exist

Subsidiaries : Nil

Other entities under control of company : Nil

b) Other related party with whom the company had transactions, etc.**i) Others :**

a) Indus Portfolio Private Limited	Directors' Shareholding
b) Hari Bhoomi Communications Private Limited	Directors' Shareholding
c) Sainik Mining And Allied Services Limited	Directors' Shareholding
d) Mittersen Agro Farms Private Limited	Directors' Shareholding
e) ACB India Limited	Directors' Shareholding
f) Kartikay Exploration And Mining Services Private Limited	Directors' Relative Interested
g) Sainik Automobile	Directors' Relative Interested
h) Kartikay Coal Washeries Private Limited	Directors' Indirectly Interested
i) Param Mitter Manav Nirman Sansthan	Directors' Interested
j) Solanki Shiksha and Manav Nirman Sanstha	Directors' Interested

ii) Key management personnel (KMP) :

a) Samai Singh (resigned on 27.09.2022)	Independent director
b) Nishi Sabharwal	Independent director
c) Ramesh Shah	Independent director
d) Bharat Sinh (appointed on 12.08.2022).	Independent director
e) Akash Shrivastava (resigned on 31.08.2022)	Chief Executive Officer
f) Chandra Datt (appointed on 14.11.2022)	Chief Executive Officer
g) Jagdish Chandra	Chief Financial Officer
h) Renu (resigned on 11.03.2022)	Company Secretary
i) Nikhil Sukhija (appointed on 03.06.2022 and resigned on 12.12.2022.)	Company Secretary
j) Piyush Garg (appointed on 14.02.2023)	Company Secretary

SAINIK FINANCE & INDUSTRIES LIMITED**Notes on the financial statement for the year ended 31 March 2023***(All amount are in rupees lakhs, unless otherwise stated)***c) Related party transactions :**

Transaction	Others	KMP	Total
Services received			
Indus Portfolio Private Limited	1.84 (0.51)	- (-)	1.84 (0.51)
Hari Bhoomi Communication Private Limited	0.65 (0.62)	- (-)	0.65 (0.62)
Finance provided			
Sainik Mining And Allied Services Limited	3,465.30 (1757.00)	- (-)	3,465.30 (1757.00)
Akash Shrivastava	- (-)	- (2.50)	2.50 (2.50)
Refund of finance provided			
Kartikay Exploration And Mining Private Limited	274.89 (1170.50)	- (-)	274.89 (1170.50)
Sainik Mining And Allied Services Limited	310.00 (1757.00)	- (-)	310.00 (1757.00)
Sainik Automobiles	- (1.00)	- (-)	- (1.00)
Akash Shrivastava	- (-)	3.04 (-)	3.04 (-)
Repayment of finance received			
ACB India Limited	4779.20 (373.00)	- (-)	4779.20 (373.00)
Kartikay Coal Washeries Private Limited	1,131.84 (1142.50)	- (-)	1,131.84 (1142.50)
Interest income			
Kartikay Exploration And Mining Private Limited	8.87 (78.36)	- (-)	8.87 (78.036)
Akash Shrivastava	- (-)	1.55 (1.21)	1.55 (1.21)
Sainik Mining And Allied Services Limited	252.01 (0.12)	- (-)	252.01 (0.12)
Interest paid			
Mittersen Agro Farms Private Limited	11.62 (10.75)	- (-)	11.62 (10.75)

SAINIK FINANCE & INDUSTRIES LIMITED**Notes on the financial statement for the year ended 31 March 2023***(All amount are in rupees lakhs, unless otherwise stated)*

Transaction	Others	KMP	Total
ACB India Limited	111.95 (521.39)	- (-)	111.95 (521.39)
Kartikay Coal Washeries Private Limited	22.88 (137.62)	- (-)	22.88 (137.62)
Salary to key managerial personnel			
Akash Shrivastava	- (-)	11.96 (28.64)	11.96 (28.64)
Chandra Datt	- (-)	8.75 (-)	8.75 (-)
Jagdish Chandra	- (-)	20.59 (16.81)	20.59 (16.81)
Renu	- (-)	- (1.64)	- (1.64)
Nikhil Sukhija	- (-)	2.66 (-)	2.66 (-)
Piyush Garg	- (-)	0.72 (-)	0.72 (-)
Sitting fees to Independent directors			
Samai Singh	- (-)	0.60 (1.80)	0.60 (1.80)
Nishi Sabharwal	- (-)	1.70 (1.90)	1.70 (1.90)
Ramesh Shah	- (-)	0.60 (0.70)	0.60 (0.70)
Bharat Sinh	- (-)	0.90 (0.90)	0.90 (0.90)
Corporate Social Responsibility Expenses			
Param Mitter Manav Nirman Sansthan	- (2.60)	- (-)	- (2.60)
Solanki Shiksha and Manav Nirman Sanstha	- (2.60)	- (-)	- (2.60)

Figures in () are of previous year 31 March 2022

SAINIK FINANCE & INDUSTRIES LIMITED**Notes on the financial statement for the year ended 31 March 2023***(All amount are in rupees lakhs, unless otherwise stated)***d) Particulars of balances as on 31 March, 2023 in respect of related party transactions :**

Transaction	Others	KMP	Total
Finance provided			
Kartikay Exploration And Mining Private Limited	22.85	-	22.85
Less : Impairment Loss Rs.0.41 (PY- 4.03)	(223.60)	(-)	(223.60)
Akash Shrivastava	-	15.00	15.00
Less : Impairment Loss Rs.0.22 (PY- 0.25)	(-)	(13.81)	(13.81)
Sainik Automobile	27.62	-	27.62
(Less : Impairment Loss Rs.23.26 (PY-23.68)	(23.38)	(-)	(23.38)
Sainik Mining And Allied Services Limited	3099.45	-	3099.45
(Less : Impairment Loss Rs.55.85 (PY-Nil)	(-)	(-)	(-)
Interest accrued and not due			
Kartikay Exploration And Mining Private Limited	7.98	-	7.98
	(70.52)	(-)	(70.52)
Sainik Mining And Allied Services Limited	226.81	-	226.81
	(-)	(-)	(-)
Finance received			
Mittersen Agro Farms Private Limited	129.12	-	129.12
	(119.45)	(-)	(119.45)
ACB India Limited	-	-	-
	(4,779.20)	(-)	(4,779.20)
Kartikay Coal Washeries Private Limited	-	-	-
	(987.39)	(-)	(987.39)
Interest Accrued and not due on borrowings			
Mittersen Agro Farms Private Limited	10.46	-	10.46
	(9.68)	(-)	(9.68)
ACB India Limited	516.74	-	516.74
	(415.99)	(-)	(415.99)
Kartikay Coal Washeries Private Limited	-	-	-
	(123.86)	(-)	(123.86)
Others			
Hari Bhoomi Communications Private Limited	0.16	-	0.16
	(0.46)	(-)	(0.46)
Indus Portfolio Private Limited	0.14	-	0.14
	(-)	(-)	(-)

SAINIK FINANCE & INDUSTRIES LIMITED**Notes on the financial statement for the year ended 31 March 2023***(All amount are in rupees lakhs, unless otherwise stated)*

Salary to key managerial personnel			
Akash Shrivastava	-	-	-
	(-)	(1.55)	(1.55)
Chandra Datt	-	2.13	2.13
	(-)	(-)	(-)
Jagdish Chandra	-	1.45	1.45
	(-)	(1.05)	(1.05)
Renu	-	-	-
	(-)	(0.06)	(0.06)
Piyush Garg	-	0.69	0.69
	(-)	(-)	(-)
Sitting fees to Independent directors			
Renuka Hooda	-	-	-
	(-)	(0.79)	(0.79)
Samai Singh	-	-	-
	(-)	(0.45)	(0.45)
Nishi Sabharwal	-	-	-
	(-)	(0.45)	(0.45)

*Figures in () are of previous year 31 March 2022***Notes:**

- Related parties defined under clause 9 of the Ind AS 24 'Related party disclosures' have been identified based on management representations made by key managerial personnel and information available with the company. All the above transactions are in the ordinary course of business and on arm's length basis.

37. Prudential Norms of the Reserve Bank of India (RBI) :

- The Company has not made any profit during the year and hence no appropriation of profit has been done to "Reserve Fund" under section 45-IC of the RBI Act.1934. (Previous year Rs. Nil)
- Balance Sheet of Non-Deposit taking Non-Banking Financial Company -
(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting and Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

Liabilities side :		(Rs.)	
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount outstanding-	Amount overdue
			Nil
	(a) Debentures: secured	Nil	Nil
	: unsecured	Nil	
	(other than falling within the meaning of public deposits*)		Nil
	(b) Deferred credits	Nil	Nil
	(c) Term loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	11,449.42	Nil
	(e) Commercial paper	Nil	Nil
	(f) Other loans	Nil	
	* Please see Note 1 below		

SAINIK FINANCE & INDUSTRIES LIMITED
Notes on the financial statement for the year ended 31 March 2023
(All amount are in rupees lakhs, unless otherwise stated)

Assets side :		
		Amount outstanding
2	Break-up of loans and advances including bills receivables [other than those included in (4) below] : (a) Secured (b) Unsecured	- 14,540.90
3	Break up of leased assets and stock on hire and other assets counting towards AFC activities	
	(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 (iii) Hypothecation loans counting towards EL/HP activities (a) Loans where assets have been repossessed (b) Loans other than (a) above iv) Other loan counting towards AFC activities (c) Loans where assets have been repossessed (d) Loans other than (a) above	Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil
4	Break-up of investments: <u>Current investments:</u> 1. <u>Quoted</u> (i) Shares: (a) Equity (b) Preference (ii) Debentures and bonds (iii) Units of mutual funds (iv) Government securities (v) Others (please specify)	0.71 Nil Nil Nil Nil Nil
	2. <u>Unquoted:</u> (i) Shares: (a) Equity (b) Preference (ii) Debentures and bonds (iii) Units of mutual funds (iv) Government securities (v) Others (please specify) <u>Long term investments:</u> 1. <u>Quoted</u> (i) Shares: (a) Equity (b) Preference (ii) Debentures and bonds (iii) Units of mutual funds (iv) Government securities (v) Others (please specify)	Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil Nil

SAINIK FINANCE & INDUSTRIES LIMITED
Notes on the financial statement for the year ended 31 March 2023
(All amount are in rupees lakhs, unless otherwise stated)

	2. <u>Unquoted:</u> (i) Shares: (a) Equity (b) Preference (ii) Debentures and bonds (iii) Units of mutual funds (iv) Government securities (v) Others (please specify)	Nil Nil Nil Nil Nil Nil
5	Borrower group-wise classification of assets financed as in (2) and (3) above: (Please see note 2 below)	
	Category	Amount net of provisions
		Secured Unsecured Total
	1. Related parties **	
	(a) Subsidiaries	Nil Nil Nil
	(b) Companies in the same group	Nil 3326.26 3326.26
	(c) Other related parties	Nil 73.45 73.45
	2. Other than related parties	Nil 11141.19 11141.19
	Total	Nil 14540.90 14540.90
6	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): (Please see note 3 below)	
	Category	Market Value / Break up or fair value or NAV Book Value (Net of Provisions)
	1. Related parties	
	(a) Subsidiaries	Nil Nil
	(b) Companies in the same group	Nil Nil
	(c) Other related parties	Nil Nil
	2. Other than related parties	Nil Nil
	Total	Nil Nil
7	Other information	
	Particulars	Amount
	(i) Gross non-performing assets	
	(a) Related parties	50.88
	(b) Other than related parties	401.01
	(ii) Net non-performing assets	
	(a) Related parties	27.63
	(b) Other than related parties	163.02
	(iii) Assets acquired in satisfaction of debt	Nil

Notes:

- i)** As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- ii)** Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- iii)** All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

SAINIK FINANCE & INDUSTRIES LIMITED**Notes on the financial statement for the year ended 31 March 2023**

(All amount are in rupees lakhs, unless otherwise stated)

38. Earnings per share:

The computation of basic and diluted earnings per share is set out below:

Particulars	2022-23	2021-22
Profit after tax attributable to equity shareholders (Rupees in lakhs)	(8.75)	(812.51)
Weighted average number of equity shares outstanding during the year for calculation of earnings per share	1,08,80,000	1,08,80,000
Nominal value per share (Rupees)	10	10
Basic and diluted earnings per share (Rupees)	(0.08)	(7.47)

39. In certain cases, the Company has advanced loans on which no amount has been received against the principal and interest accrued thereon. The same is in accordance with the loan agreements entered by the Company which provides for payment of interest along with principal amount or at the expiry of the said loan agreements. The Company has correctly followed the relevant provisions of IND-AS as well as RBI regulations, so far as they are applicable to the said loan agreements in respect of provisioning. The Company is confident of the recovery of the said amounts as per respective terms of the loan agreements and has obtained declarations and confirmations from the respective parties.

40. a) In respect of loan given to Tejswi Impex Private Limited, as per the ICD Agreement dated 30 November 2011 expired on 30 November 2021. Tejswi Impex Private Limited has offered a settlement amount of Rs.6.50 crore as against total outstanding loan of Rs.8.34 crore, and the Company has agreed to settle the loan vide agreement dated 01 May 2022. Accordingly during the month of May'22 & June'22, amount of Rs.6.5 crore has been recovered as full and final settlement. Hence, no interest has been provided during the FY 2022-23 as per the above settlement.

b) Also, in respect of loan given to TRN Energy Private Limited (Borrower) as per ICD agreement dated 31 May 2021 it is specified therein that the payment of interest on ICD or repayment of ICD shall be made by the Borrower upon clearing the dues of its term lenders as per financing agreement entered between the Borrower and its term lenders, who have sanctioned term facilities to TRN Energy Private Limited, which will be repaid up to 30 June 2038. Hence, the Company entered into a Novation Agreement dated 31st March 2022 with ACB (India) Power Limited, the holding company of the Borrower, wherein it was agreed that ACB (India) Power Limited shall take over the loan of TRN Energy Private Limited from the Company by way of novation on cash basis with total consideration of Rs.76.75 crore as against total outstanding loan of Rs.84.09 crore in full and final settlement. Accordingly, during the month of June 2022 an amount of Rs.76.75 crore has been paid by ACB (India) Power Limited in full and final settlement of the ICD given to TRN Energy Private Limited.

41. The outbreak of COVID 19 pandemic and consequent lockdown has severely impacted business and operations of the Company during the last three years, In relation to COVID-19, judgments and assumptions include the extent and duration of the pandemic, the impacts of actions of governments and other authorities, and the responses of businesses and consumers in different industries. While the methodologies and assumptions applied in the impairment loss allowance calculations remained unchanged from those applied prior to the COVID-19 pandemic, the Company has separately incorporated estimates, assumptions and judgments specific to the impact of the COVID-19 pandemic based on early indicators of moratorium and delayed payments metrics observed along with an estimation of potential stress on probability of defaults and exposure at defaults. The extent to which the COVID-19 pandemic will impact the Company's impairment loss allowance on assets and future results will depend on future developments, which are highly uncertain and management has considered various internal and external information available up to the date of approval of financial results in assessing the impact of COVID-19 pandemic in the financial results for the year ended March 31, 2023. Management will also continue to monitor changes in future economic conditions. The eventual outcome of the impact of COVID-19 and other business conditions may be different from that estimated as on the date of approval of these financial results..

SAINIK FINANCE & INDUSTRIES LIMITED

Notes on the financial statement for the year ended 31 March 2023

(All amount are in rupees lakhs, unless otherwise stated)

42. The figures for the corresponding previous year have been regrouped/ reclassified wherever necessary to make them comparable.
43. The Financial Statements have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 25 May 2023.
44. There have been no events after the reporting date that require disclosure in these financial statements.

As per our report of even date
For **Kumra Bhatia & Co.**
Chartered Accountants
ICAI Firm Registration No. : 002848N

On behalf of the board of Directors
For Sainik Finance & Industries Limited

Harish Kumar Bhargava
Partner
Membership No. : 090572

Rudra Sen Sindhu
Director
DIN-00006999

Kuldeep Singh Solanki
Director
DIN-00009212

Chandra Datt
Chief Executive Officer
PAN- AAPPD9901J

Piyush Garg
Company Secretary
PAN-AZAPP6975E

Place: New Delhi
Dated: 25 May 2023

Jagdish Chandra
Chief Financial Officer
PAN-AAJPU3255G

SAINIK FINANCE & INDUSTRIES LIMITED

CIN: L26912DL1991PLC045449

FORM NO. MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : M/s Sainik Finance & Industries Limited

Registered office : 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi -110035

BALLOT PAPER

No.	Particulars	Details
1	Name of the first named shareholder (in block letters)	
2	Postal Address	
3	Registered folio no./ *Client ID no. (Applicable to investors holding shares in dematerialized form)	
4	Class of shares	

I hereby exercise my vote in respect of ordinary/special resolution enumerated below by recording my assent / dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of the Annual Financial Statements of the Company for the Financial year ended 31 st March, 2023, including the audited Balance Sheet as at 31 st March, 2023, the Statement of Profit & Loss, and Cash Flow Statement for the Financial year ended on that date and the reports of the Board of the Directors and Auditors thereon.			
2.	Approval for appointment a Director in place of Mr.Rudra Sen Sindhu, who retires by rotation and, being eligible, offers himself for re-appointment			
3.	Approval for the material related party transaction			

Place:

Date:

Signature of shareholder