



WILLIAMSON FINANCIAL SERVICES LIMITED

Corporate Identity Number (CIN) : L67120AS1971PLC001358
FOUR MANGO LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001
TELEPHONE : 033-2243-5391/93, 2210-1221, 2248-9434/35, FAX : 91-33-2248-3683/8114/6824
E-mail : administrator@mcleodrussel.com, Website : www.williamsonfinancial.in

REF: WFSL/SEC/2023-24

September 02, 2023

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001
Scrip Code: 519214

Sub: Annual Report for the Financial Year ended 31st March, 2023

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the Company for the financial year ended 31st March, 2023.

This is for your information and records.

Thanking you,

Yours faithfully,

For Williamson Financial Services Ltd.

EKTA BENIA Digitally signed by EKTA BENIA
Date: 2023.09.02 14:41:22
+05'30'

**Ekta Benia
Company Secretary**

Encl: As above

WILLIAMSON FINANCIAL SERVICES LIMITED

ANNUAL REPORT 2022 – 23

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Aditya Khaitan	Non-Executive, Chairman
Mr. Gaurang Shashikant Ajmera	Independent Director
Mr. Mohan Dhanuka	Independent Director
Mrs. Arundhuti Dhar	Independent Director (upto 20.04.2022)
Mrs. Maria Khan	Non-Executive & Non-Independent Director (w.e.f. 29.06.2022)

Chief Financial Officer & Manager

Mr. Shyam Ratan Mundhra

CIN

L67120AS1971PLC001358

Company Secretary & Compliance Officer

Mr. Sk Javed Akhtar (upto 11.04.2022)
Mr. Mohit Arora (from 12.04.2022 upto 31.03.2023)
Ms. Ekta Benia (w.e.f. 01.04.2023)

Registrar & Share Transfer Agent

Maheswari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road,
Kolkata 700 001
Tel : (033) 22482248, 2243-5029
Email: mdpldc@yahoo.com
Website: www.mdpl.in

Statutory Auditors

M/s. V. Singhi & Associates,
Chartered Accountants

Secretarial Auditors

Vidhya Baid & Co., Company Secretaries

Audit Committee

Mr. Gaurang Shashikant Ajmera	Chairman
Mr. Mohan Dhanuka	Member
Mrs. Arundhuti Dhar (upto 20.04.2022)	Member
Mrs. Maria Khan (w.e.f. 29.06.2022)	Member

Principle Bankers

HDFC Bank Limited
ICICI Bank Limited

Registered Office

Export Promotion Industrial Park
Plot No. I, Amingaon
North Guwahati - 781 031, Assam

Stakeholder's Relationship Committee

Mr. Gaurang Shashikant Ajmera	Chairman
Mr. Mohan Dhanuka	Member
Mrs. Arundhuti Dhar (till 20.04.2022)	Member
Mrs. Maria Khan (w.e.f. 29.06.2022)	Member

Kolkata Office

Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata - 700 001, WB

Nomination & Remuneration Committee

Mr. Gaurang Shashikant Ajmera	Chairman
Mr. Mohan Dhanuka	Member
Mrs. Arundhuti Dhar (till 20.04.2022)	Member
Mrs. Maria Khan (w.e.f. 29.06.2022)	Member

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting the 50th Annual Report along with the Audited Financial Statements of your Company for the Financial Year ended **31st March, 2023**.

FINANCIAL RESULTS

The key figures in the results of the Financial Year ended **31st March, 2023** being as under:

(Rs. in Lakhs)

PARTICULARS	For the Financial Year	
	2022-23	2021-2022
Revenue from Operations	361.72	47.49
Other Income	887.38	1141.65
Total Income	1249.10	1189.14
Total Expenses	3099.92	3234.18
Profit / (Loss) Before Tax	(1850.82)	(2045.04)
Tax Expenses	-	-
Profit / (Loss) For The Year	(1850.82)	(2045.04)
Other Comprehensive Income (net of tax)	(356.43)	(520.22)
Total Comprehensive Income For The Year	(2207.25)	(2565.26)

REVIEW OF OPERATIONS AND STATE OF COMPANY AFFAIRS

During the Financial Year under review the Company's Revenue from Operations increased to Rs. 361.72 Lakhs as against Rs. 47.49 Lakhs in the previous year i.e. more than 6 times growth over the preceding year. This was basically due to an increase in the Interest Income.

The figure under the head 'Other Income' during the year under consideration is solely attributable to the accounting entries (as opposed to any real income) for writing back of some Liabilities and Provisions to the extent of Rs. 887.38 Lakhs. This being less than the previous year's similar figure of Rs. 1141.65 Lakhs inclusive of a Bad Debt recovery of Rs.5,000 recorded under 'Other Income'. Therefore, actually, there was no incidence of decrease of income under this head during the Financial Year 2022-23 compared to the same of preceding Financial Year.

Your Company's total liabilities from the Secured and Unsecured Borrowings came down to Rs. 46,967.79 Lakhs during the Financial Year 2022-23 from the same of the previous year which had been Rs. 49,557.30 Lakhs i.e., a reduction of the said liability to the extent of Rs. 2,589.51 Lakhs.

During the Financial Year under review the Company's total expenditure decreased to Rs.3099.92 Lakhs as against the same of the previous year which had been Rs. 3234.18 Lakhs, i.e. a drop of 4.15% on the previous year's number - despite an enhancement of the Finance Cost to Rs. 24.99 Lakhs from the preceding year's Rs. 2.86 Lakhs. The significant component of the Finance Cost of Rs. 24.99 Lakhs being the interests paid on Inter Corporate Deposits (Inter Corporate Borrowings) which was Rs. 22.22 Lakhs. However, as against this, the Company being an NBFC, earned interests on Inter Corporate Deposits to the tune of Rs. 361.25 Lakhs (earlier year Rs. 47.02 Lakhs).

Your Company succeeded to pull down its net operating loss from the prior Financial Year's amount of Rs. 2045.04 Lakhs to Rs. 1850.82 Lakhs during the Financial Year 2022-23.

As per the requirements of IndAS the Investments were fair valued and the Fair Value Changes of Investments in Equity Shares produced a negative amount of Rs. 356.69 Lakhs compared to the same (negative amount) of the earlier Financial Year, amounting to Rs. 520.42 Lakhs. Other Comprehensive Income/(Loss) for the Financial Year 2022-23 was Rs. (356.43) Lakhs.

In view of the above, during the Financial Year 2022-23 which is presently under appraisal, an upward trend was laid by the Company. The waning negative numbers indicated that your Company was set on the path of recovery and barring unforeseen circumstances, the Company is expected to continue the trend in the foreseeable future.

There was no change in nature of business of the Company during the year under review.

ONE-TIME SETTLEMENT WITH ANY BANK OR FINANCIAL INSTITUTION

There was no instance of one-time settlement with any Bank or Financial Institution during the year under review. However, after the closure of the financial year, the Company and Aditya Birla Finance Limited (ABFL) and others have entered into Terms of Settlement, Master Consent Term and Consent Term dated 7th June, 2023 to amicably settle the dispute with ABFL in the matter inter-alia relating to the term loan availed by the Company from ABFL.

DIVIDEND

In view of the loss incurred by the Company, no dividend has been recommended for the Financial Year 2022- 23.

TRANSFER TO RESERVES

In view of the loss during the year, no amount is being transferred to General Reserve for the year ended 31st March 2023.

SHARE CAPITAL

During the year under review, there is no change in the share capital of the Company.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors is duly constituted with proper balance of Executive and Non- Executive Directors of which two are Independent Directors, one Woman Director and one Non-Executive Director.

In accordance with the provisions of section 152 of the Companies Act, 2013 ('the Act'), Mrs. Maria Khan (DIN:09423905), Director of the Company will retire by rotation at the forthcoming Annual General Meeting ('AGM') and being eligible offers herself for the re-appointment. A brief profile of Mrs. Maria Khan is provided in the Notice convening the AGM.

Since the last Report:

- o Mr. Mohit Arora resigned from the position of Company Secretary and Compliance officer w.e.f. 31st March 2023.
- o Ms. Ekta Benia was appointed as Compliance Officer w.e.f. 1st April, 2023 and subsequently appointed as Company Secretary of the Company w.e.f. 27th May, 2023.

In terms of Section 150 of the Act, read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the names of all the Independent Directors of the Company have been included in the data bank maintained by the Indian Institute of Corporate Affairs.

All Independent Directors of the Company have given declarations in terms of Section 149(7) of the Act confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they have further confirmed compliance with the code for Independent Directors as prescribed in the Schedule IV to the Companies Act.

Apart from the above, there was no change in the Directors and KMP of the Company since the last report. None of the Directors are disqualified as per provision of Section 164(2) of the Act.

ANNUAL RETURN

The Annual Return referred to in Section 92(3) of the Act is available on the website of the Company at <https://www.williamsonfinancial.in/regulatory.html>

NUMBER OF BOARD MEETINGS DURING THE YEAR

During the Financial Year under consideration Four Meetings of the Board of Directors were held, i.e., on 24.05.2022, 10.08.2022, 11.11.2022 and 11.02.2023.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has duly complied with the applicable provisions of the Revised Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state in terms of Section 134(5) of the Act that -

- (a) In the preparation of the annual accounts, the applicable Accounting Standards had been followed and there was no material departure there from.
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for that period.
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The Directors had prepared the annual accounts on a going concern basis.
- (e) The existing internal financial controls laid down by the Directors and followed by the Company are adequate and were operating effectively.
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that the same were adequate and operating effectively.

MANAGEMENT DISCUSSION & ANALYSIS

Report on Management Discussion & Analysis forms part of the Annual Report as per the requirements of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is annexed as **Annexure-1**.

CORPORATE GOVERNANCE

Report on the Corporate Governance along with the Certificate from Practicing Company Secretary regarding compliance with conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this report which is annexed as **Annexure 2 and 3**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company being a Non-Banking Financial Company (NBFC), the relevant provisions of Section 186 of the Act do not apply to the Company. However, the particulars of loans given, guarantees provided and investments made by the Company during the FY 2022-23 are disclosed in the notes to Financial Statements which forms part of this Report.

PUBLIC DEPOSITS

The Company is a Non-Systemically Important Non-Deposit Taking Company (NBFC Non-NDSI). The Company neither accepted nor renewed any 'deposits' in terms of the Companies (Acceptance of Deposits) Rules, 2014 and or 'public deposits' the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 during the year under review.

MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

Except as disclosed elsewhere in this Annual Report, no material changes and commitments which could affect the financial position of the Company have occurred between the end of the last financial year and the date of this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions with the Related Parties during the year under review were on arm's length basis and there was no material contract or arrangement or transaction with any related party. The disclosure as required under Section 134(3)(h) of the Companies Act 2013, in form AOC-2, is not applicable to the Company and hence, the prescribed Form AOC-2 does not form a part of this report.

In accordance with the applicable provisions of the Master Direction issued by the Reserve Bank of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the 'Policy on Related Party Transactions', is available on the Company's website: <https://www.williamsonfinancial.in/policy.html>.

Members may refer to Note 32 of the Financial Statement which sets out related party disclosures pursuant to Ind AS.

THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars as per Rule 8(3) of the Companies (Accounts) Rules, 2014:

- A. Conservation of energy: N.A.
- B. Technology absorption: N.A.
- C. Foreign Exchange earnings and outgo: Nil

CORPORATE SOCIAL RESPONSIBILITY

As disclosed in the past Reports, the Board and the Corporate Social Responsibility Committee ('CSR Committee') of the Company approved a Policy to collaborate with McLeod Russel India Limited as permitted by Rule 4(3) of Companies (Corporate Social Responsibility Policy) Rules, 2014 in respect of CSR Activities / Projects covered by Schedule -VII to the Act. According to the Policy the CSR Committee and the Board may approve any project / activity covered under Schedule VII to the Act to be undertaken in terms of the policy. The Policy is available on the Company's website, <https://www.williamsonfinancial.in/policy.html>

No amount could be spent on CSR during the Financial Year 2022-23 ('the year') as Section 135 of the Companies Act, 2013 is not applicable to the company during the year under review.

COMMITTEES OF THE BOARD

As on 31 March 2023, the Board had three committees namely Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the Committees have been constituted as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year there was no instances where the Board of Directors of the Company had not accepted any recommendation of the Committees.

A detailed note on the Composition of the Committees is provided in the Corporate Governance Report.

COMPOSITION OF THE AUDIT COMMITTEE

As on 31st March, 2023 the Audit Committee of the Company consists of Mr. Gaurang Shashikant Ajmera, Mr. Mohan Dhanuka, Independent Directors and Mrs. Maria Khan, Non - Independent Director as members. Mr. Gaurang Shashikant Ajmera is the Chairman of the Committee. There has been no single instance of the Board not accepting any recommendation of the Audit Committee during the year under review.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors which include criteria for performance evaluation of the Non-Executive Directors and Executive Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities & Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has devised an evaluation matrix for the performance evaluation and collates the evaluation results internally.

INDEPENDENT DIRECTORS' MEETING

Pursuant to the Act and SEBI Listing Regulations, the independent directors must hold at least one meeting in a year without the presence of non-independent directors and members of the management. Accordingly, a meeting of Independent Director was held on 24th March, 2023 without the attendance of other directors (Non-Independent) to review the performance of Non-Independent Directors, the Board as a Whole, Chairman of the Company/ Meetings, to assess the flow of information between Company Management and the Board. It was noted that the Board is broad based, information is timely provided, decisions are taken after due deliberations, Board members are encouraged by the Chairman to participate and offer their independent advise based on their experience and act in the best interest of the company and its stakeholders.

The Board is of the opinion that the independent directors holds adequate integrity, expertise and experience (including the proficiency).

LISTING

The Equity shares of the Company are listed at BSE Limited.

SIGNIFICANT AND MATERIAL ORDERS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

During the year under review, no significant and material order has been passed by any Regulator or Court or Tribunal impacting the going concern status of the Company and the Company's operations in future.

However, in the matter of Arbitration between Aditya Birla Finance Limited (ABFL) vs McNally Bharat Engineering Company Limited (MBECL) and others, the Sole Arbitrator, passed an Interim Award on 30th June 2020 upon the Company to perform its obligations under the Put Option Agreement dated 24th March 2018. The Company had filed an application for setting aside the award which was subsequently withdrawn as the disputes between the parties was settled.

The Hon'ble High Court of Delhi at New Delhi vide its ex-parte, interim order in O.M.P.(I) (COMM.) 459/2019 dated 13th December, 2019 in KKR India Private Financial Services Limited & Anr. Vs. Williamson Magor & Co. Limited & Ors., has, inter-alia, restrained the Company from selling, transferring, alienating, disposing, assigning, dealing or encumbering or creating third party rights on their assets. As of date, the said order stands confirmed in appeal. Arbitration proceedings under the aegis of ICC has been initiated by KKR India Private Financial Services Limited and the matter is currently pending.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has in place a satisfactory internal control system to ensure proper recording of financial and operational information and to exercise proper and timely compliance of all regulatory and statutory compliances as applicable to the Company.

The Internal Audit of the various operations of the Company is periodically conducted by an outside agency which submits its report to the Audit Committee of the Board of Directors of the Company. The Audit Committee takes the same into consideration for the purpose of evaluation of Internal Financial Controls in the Company.

The Company has in place a process to inform the Board about the risk assessment and minimisation procedures. It has an appropriate Risk Management system in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Risk Management Committee is not applicable to your Company. Presently, in the opinion of the Board, there is no such element of risk which may threaten the existence of the Company.

CEO AND CFO CERTIFICATION

In terms of Part B of Schedule II of Listing Regulations, the CFO of the Company certify to the Board regarding review of the financial statements, compliance with the accounting standards, maintenance of internal control systems for financial reporting and accounting policies, etc.

VIGIL MECHANISM

A Vigil Mechanism in terms of Section 177 of the Act has been established by the Board, which is supervised by the Audit Committee. This is available on the Company's Website at <https://www.williamsonfinancial.in/policy.html>

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Remuneration Policy for Directors and Personnel in terms of Section 178 of the Act is given as an attachment vide **Annexure 4** and is also available on the Company's Website at <https://www.williamsonfinancial.in/policy.html> which forms part of this Report. As a matter of policy, apart from the Nomination and Remuneration Committee's role in the recommendation regarding appointment of Directors and KMP, the Board also considers the suitability of the candidate weighing against the necessity of the Company before approaching the Members for their approval.

PARTICULARS OF EMPLOYEES

The ratio of the remuneration of each Director to the median employee's remuneration and other particulars or details of employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached to this Report as **Annexure 5**.

SECRETARIAL AUDIT REPORT

The Board has appointed Vidhya Baid & Co., Company Secretaries to conduct the Secretarial Audit of the Company in terms of Section 204(1) of the Act for Financial Year 2022-23. The Secretarial Audit report does not contain any qualifications or reservations or adverse remarks made by the Secretarial Auditor in their Report which is annexed as **Annexure-6** forming part of this Report.

PREVENTION OF INSIDER TRADING

Your Company is in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The trading window regarding dealing with equity shares of the Company is duly closed during declaration of financial results and occurrence of any other material event.

AUDITORS & AUDIT REPORT

In terms of Section 139 of the Companies Act, 2013, Messrs V. Singhi & Associates, Chartered Accountants (Firm Registration No. 311017E) was appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 49th Annual General Meeting held on 26th September 2022 till the conclusion

of the 54th Annual General Meeting to be held in the year 2027. Messrs V. Singhi & Associates has conducted audit for the Financial Year ended 31st March 2023 and furnished their report.

In their Report dated 27th May 2023, Messrs V. Singhi & Associates has given adverse opinion in relation to the Financial Statements of the Company for the Financial Year ended 31st March 2023 in their Report for the Financial Year 2022-23. The Board's response in relation to the said opinion is as under:

Qualified Opinion	Management Reply
<p>(a) Non-recognition of Interest Expense</p> <p>We draw attention to Note No 42 of the Financial Statement relating to non-recognition of Interest Expense on secured borrowings from financial institutions and inter-corporate borrowings. As a result, finance costs and liability on account of Interest Expense and Total Comprehensive Loss for the Year ended 31st March, 2023 are understated to that extent.</p> <p>This constitutes a departure from the requirements of Indian Accounting Standard 109 "Financial Instruments".</p>	<p>The Company has disputes with lenders, and therefore interest neither being provided nor paid for in the accounts. As per terms of the borrowings, such unprovided interest is Rs.88,821 thousands for the quarter ended 31st March, 2023 and Rs.3,62,331 thousands for the year ended 31st March, 2023.</p> <p>Further the Company is in dispute with its Lenders. Therefore the Board of Directors has decided not to recognise interest expense on its borrowings for the current period in the Audited Financial Results as the same is unascertainable at present. Further the company has already entered into settlement process with Aditya Birla Finance Limited after the closure of the financial year.</p>
<p>(b) Non-recognition of Provision on Loans and Advances</p> <p>The Company has given unsecured loans amounting to Rs.17,27,514 thousands remaining outstanding as on 31st March, 2023 which in our opinion are doubtful of recovery. The classification of loans is not made in accordance with Reserve Bank of India Prudential Norms. In absence of adequate provision there against, the loss for the year is understated to that extent. Impact in this respect has not been ascertained by the management and recognized in the financial statement.</p>	<p>The management believes that the outstanding dues, net of provision for amounts considered doubtful shall be either recovered or adjusted or restructured considering the outcome of a group level resolution plan stock restructuring plan which is being envisaged. Therefore, no further provision or adjustment is contemplated at this stage.</p>
<p>(c) Balances of receivables, unsecured and secured loan creditors and their balance confirmations</p> <p>We draw attention to Note No. 27 of the Financial Statement with respect to certain balances relating to Trade Receivables, Other Receivables, Other Payables, Loans, Advances and Borrowings are being subject to reconciliation and confirmation of the parties, and in absence of such information, impact thereof being currently unascertainable and therefore not commented upon.</p>	<p>Certain Balances relating to Loans, Advances and Borrowings are subject to reconciliation and confirmation of the parties, impact whereof is not ascertainable at present. Discrepancies, if any, are not quantifiable at this stage.</p> <p>Further in respect of loan given to Mcnally Bharat Engineering Limited (MBECL) which is under Corporate Insolvency Resolution Process (CIRP) at present. The company had filed claim of Rs. 1,66,950 thousands before the Interim Resolution Professional (IRP) in the CIRP of MBECL. The IRP has admitted the claim to the extent of the principal amounting to Rs. 50,00,000 only. However the final order has not been passed by NCLT.</p>

Qualified Opinion	Management Reply
<p>Material uncertainty related to Going Concern The Company has defaulted in repayment of borrowings to its financial institutional lenders and others. In view of the Management, the Company would be able to improve its net working capital position to discharge its current and non-current financial obligations. However, in view of the uncertainties involved, these events and conditions indicate a material uncertainty which may cast a significant doubt on the Company's ability to continue as a going concern. Accordingly, the use of going concern assumption of accounting in preparation of this Statement is not adequately and appropriately supported as per the requirements of Indian Accounting Standard 1 "Presentation of Standalone Financial Statements."</p>	<p>During the year, the Company's financial performance has been adversely affected due to external factors beyond the control of the Company. A negative net worth eventually occurred due to the classification of certain loans and advances as Non-Performing Assets. The Management is confident that with the Lenders' and promoters' support and various other measures taken, the Company will be able to generate sufficient cash inflows through profitable operations and improve its net working capital position to discharge its current and non-current financial obligations. The Company is working with the lenders for engaging on settlement process of outstanding loans. Accordingly, the Board of Directors has decided to prepare the Financial Results on a going concern basis.</p>

FRAUD REPORTING BY AUDITORS

No fraud has been reported by the Auditors in terms of Section 143 of the Companies Act, 2013 during the financial year under review.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an Audit of all the applicable compliances as per the SEBI Regulations and Circulars/Guidelines issued thereunder.

Pursuant to Regulation 24A of the SEBI Listing Regulations, the Annual Secretarial Compliance Report issued by a Practising Company Secretary (PCS) has been submitted to the Stock Exchange within the stipulated time and uploaded on the website of the Company at <https://www.williamsonfinancial.in/regulatory.html>.

COST RECORDS AND COST AUDIT

Maintenance of Cost Records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

OPENING OF SUSPENSE ESCROW DEMAT ACCOUNT

In accordance with SEBI circular, a separate Suspense Escrow Demat Account has been opened with a Depository Participant for crediting unclaimed shares in dematerialised form lying in the Company's Demat Suspense Account.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT

During the Year under review, no case was reported in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review, there was no application filed by or against the Company for corporate insolvency process under Insolvency and Bankruptcy Code 2016 before the NCLT.

GREEN INITIATIVES

As part of our green initiative, the electronic copies of this Annual Report including the Notice of the 50th AGM are sent to all members whose email addresses are registered with the Company /Registrar/Depository Participant(s).

As per SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 the requirement of sending physical copies of annual report to those shareholders who have not registered their email addresses has been dispensed with for Listed Entities who would be conducting their AGMs till September 30, 2023. In this respect the physical copies are not being sent to the shareholders. The copy of the same would be available on the website: <https://www.williamsonfinancial.in/financials.html>. The initiatives were taken for asking the shareholders to register or update their email addresses.

The Company is providing e-voting facility to all its Members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are provided in the Notice.

INVESTOR RELATIONS

Your Company always endeavors to keep the time of response to shareholders request / grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders' Grievance Committee of the Board meets periodically and reviews the status of the Shareholders' Grievances.

APPRECIATION

Your Directors express their sincere appreciation for the continued co-operation and support extended to the Company by the Central Government, the Government of Assam, Government Agencies, Regulatory Authorities, Stock Exchanges, Company's Bankers, Business Associates, Shareholders and the Community at large.

For and on behalf of the Board

Aditya Khaitan	Gaurang S. Ajmera
Director	Director
DIN: 00023788	DIN: 00798218

Place : Kolkata

Date : 10th August, 2023

*Annexure 1***MANAGEMENT DISCUSSION & ANALYSIS REPORT****Industry Structure and Developments**

The Indian economy is staging a broad-based recovery across sectors, from pandemic-induced contraction, international geo-political conflict and inflation and is well positioned to ascend to the pre-pandemic growth path. It has been remarkably resilient to the deteriorating external environment, and strong macroeconomic fundamentals have placed it in good stead compared to other emerging market economies. The capital expenditure spends of Central Government and private corporates is one of the main growth drivers in the current year. This trend is expected to continue and the Indian economy is well placed to grow faster in the coming decade. It has started benefiting from the efficiency gains resulting from greater formalisation, higher financial inclusion, and use of digital technology.

Inflation, which emerged as a big challenge post the geo-political conflict has averaged at 6.8% between April-January FY 23 as compared to 5.3% in the same period last year. Inflation is likely to be the key monitorable from RBI's monetary policy trajectory point of view going forward. To fend off the inflationary pressures, RBI during the year raised the key repo rate by a cumulative 250 basis points to take it to 6.5%. The central bank has indicated that it will remain vigilant, monitor every incoming information and data, and act appropriately to maintain price stability in the interest of strengthening medium-term growth.

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.

After the pandemic decline, 2023 has brought growth for the NBFCs. It has demonstrated an innovative and resilient streak over the years which includes adapting efficiently even during the COVID-19 pandemic to avoid the revolving credit landscape. The market share of NBFCs has increased in the last few years with Asset Under Management (AUM) accounting for as much as 18% of the overall credit on March 2019, up from 12% in March 2008. A few challenges over the past three years lowered their share to 16% in fiscal 2022, with banks making bigger growth strides. The increase in NBFCs AUM from US\$ 44.02 billion (Rs. 3.6 lakh crore) in March 2008 to almost US\$ 330.21 billion (Rs. 27 lakh crore) in March 2022, and is expected to increase further, indicates the importance of the sector to overall credit delivery in the economy.

(d) Opportunities and Threats**Opportunities**

- o Recovery of economic activity
- o Synergistic alliances with Fin Tech to tap niche markets.
- o Get access to new customers and cheaper funding sources by developing viable co-lending business model, get individual buyers, merchants and suppliers to tap into the fast growing e-commerce segment.
- o Diversify assets by targeting new profitable segments and developing the capabilities required to serve the segments.
- o Revival in rural consumption
- o Use of digital solutions for business/collections.

Threats

- o Rising NPAs and inflation rate
- o Tightening of Regulatory restrictions-continuously evolving government regulations may impact operations.
- o Uncertain global political tension and issues.

Segment-wise or product-wise performance

The business of the Company predominantly falls within a single primarily business segment viz. "Financial and Related Services" and hence the disclosure requirement under applicable Accounting Standard w.r.t. "Segment Reporting" is not applicable.

Outlook, risk and concern

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk. While risk is an inherent aspect of any business, the Company is conscious of the need to have an effective monitoring mechanism and has put in place appropriate measures for its mitigation including business portfolio risk, financial risk, legal risk and internal process risk.

The Company is presently facing negative NetWorth condition which is expected to improve along with the improvement of the market condition which will increase the value of the Company's investments. This is certainly a matter of concern to the Company. However, the Company endeavours to achieve better asset and liability management and improve its financial health.

Internal Control Systems and their adequacy

The Internal Control is mainly based upon the regular Internal Audit System with Quarterly Audit Reports given by the Internal Auditor, which is produced at the Audit Committee Meetings from time to time and discussed - any corrective action/s to be recommended by the Committee to the Board. Besides, the Vigil Mechanism and Risk Management process and the Corporate Government Measures in entirety are operational which may be considered as effective tools in this respect. Given the class of the business the Company, the nature of its transactions and quantum of its operations, the Internal Control works out to be suitable and adequate.

Financial performance with respect to operational performance

This section is covered in the Board's Report under the section of Financial Results and state of affairs.

Human Resources

There is no material development in the Human Resource front. The Company as on 31st March, 2023 has only two employees on the pay roll of Company. The Company enjoys cordial relations with its work force across all categories.

Cautionary statement

Certain statements in the Management Discussion and Analysis describing the Company's objectives, predictions may be 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India, volatility in interest rates, new regulations and Government policies that may impact the Company's business.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations:

Particulars	2022-23	2021-22	% change	Remarks
(i) Debtors Turnover Ratio	-	-	-	-
(ii) Inventory Turnover ratio*	-	-	-	-
(iii) Interest Coverage Ratio	(73.07)	(714.03)	89.77	The Interest Coverage ratio has improved due to Increase in EBIT and Increase in Interest cost as compared to last year.
(iv) Current ratio	0.36	0.44	18.58	-
(v) Debt-Equity Ratio	(1.35)	(1.52)	11.24	-
(vi) Operating Profit Margin(%)*	-	-	-	-
(vii) Net Profit Margin(%)	(148.17)	(171.98)	13.84	-
(viii) Return on Net Worth	NA	NA	NA	As the net worth is negative hence ratio not applicable.

*Not Applicable to NBFC since not a manufacturing concern.

Disclosure of Accounting Treatment

In the preparation of the Financial Statements for the FY 2022-2023, the treatment prescribed in the Ind AS have been followed.

For and on behalf of the Board

Aditya Khaitan

Director

DIN: 00023788

Gaurang S. Ajmera

Director

DIN: 00798218

Place : Kolkata

Date : 10th August, 2023

CORPORATE GOVERNANCE REPORT

(1) COMPANY'S PHILOSOPHY

The Company believes that good corporate governance consists of a combination of business practices which results in enhancement of the value of the Company to the shareholders and simultaneously enables the Company to fulfil its obligations to the stakeholders including employees and financiers and to the society in general. The Company further believes that such practices are founded upon the core values of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company makes its best endeavours to uphold and nurture these core values in all aspects of its operations.

(2) BOARD OF DIRECTORS

(a) Composition and Category of Directors

The Board of Directors as on 31st March, 2023 consists of four Directors as under:

- o One Non-Executive Promoter Director.
- o Two Non-Executive Independent Directors.
- o One Non-Executive Non-Independent Woman Director.

The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Sections 149 and 152 of the Companies Act, 2013 ("the Act").

(i) None of the Directors on the Board:

- o holds directorships in more than ten public companies;
- o serves as Director or as independent directors in more than seven listed entities; and
- o who are the Executive Directors serve as independent directors in more than three listed entities.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors in terms of Regulation 26(1)&(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

(b) Attendance of each Director at the Meeting of the Board Directors and the last Annual General Meeting:

Sl No	Name of Directors	Category of Directors	Date of Board Meeting				Date of AGM
			24.05.2022	10.08.2022	11.11.2022	11.02.2023	26.09.2022
1	Mr. Aditya Khaitan	Non-Executive Chairman	P	P	P	P	P
2	Mr. Gaurang Shashikant Ajmera	Non-Executive Independent	P	P	P	P	P
3	Mrs. Arundhuti Dhar ¹	Non-Executive Independent	-	-	-	-	-
4	Mr. Mohan Dhanuka	Non-Executive Independent	P	P	P	P	P
5.	Mrs. Maria Khan ²	Non-Executive Non-Independent	-	P	P	P	P

P : Present, A : Absent

¹ceased to be Director w.e.f. 20.04.2022, ²appointed as Director w.e.f. 29.06.2022

(c) Number of other Board of Directors or Committees in which a Director is a Member or Chairman / Chairperson:

Sl. No.	Name of the Directors	No. of Directorship hold in other public limited companies	No. of Committee Positions held in other public limited companies	
			As Chairman/ Chairperson	As Member#
1.	Mr. Aditya Khaitan	3	0	1
2.	Mr. Gaurang Shashikant Ajmera	2	1	3
3.	Mrs Arundhuti Dhar ¹	-	-	-
4.	Mr. Mohan Dhanuka	1	1	1
5.	Mrs. Maria Khan ²	0	0	0

¹ceased to be Director w.e.f. 20.04.2022, ²appointed as Director w.e.f. 29.06.2022

#including chairmanship, if any.

Other Directorships do not include alternate Directorships, Directorships in Private Limited Companies and Companies under Section 8 of the Companies Act, 2013 and of the Companies incorporated outside India. Chairmanship/ Membership of Board Committees relates to only Audit and Stakeholders' Relationship Committees.

Names of the listed entities in which person is a Director and the category of Directorship, including Chairmanship, if any.

Name of Directors	Names of the Listed Entities where the person is a director	Category of directorship
Mr. Aditya Khaitan	<ul style="list-style-type: none"> o Williamson Financial Services Ltd o McNally Bharat Engineering Company Limited (currently under CIRP) o Kilburn Engineering Ltd o McLeod Russel India Ltd 	Chairman Non-Executive Non-Executive Chairman & Managing Director
Mr. Gaurang Shashikant Ajmera	<ul style="list-style-type: none"> o Williamson Financial Services Ltd o The Standard Batteries Limited o Woodside Parks Limited 	Independent Director Independent Director Independent Director
Mr. Mohan Dhanuka	<ul style="list-style-type: none"> o Williamson Financial Services Limited o D1 Williamson Magor Bio Fuel Limited 	Independent Director Independent Director
Mrs. Maria Khan ¹	<ul style="list-style-type: none"> o Williamson Financial Services Limited 	Director
Mrs. Arundhuti Dhar ²	—	—

¹appointed as Director w.e.f. 29.06.2022, ²ceased to be Director w.e.f. 20.04.2022

(d) Number of Meetings of the Board of Directors held and dates on which held:

During the Financial year ended 31st March, 2023, four Meetings of the Board of Directors were held. Dates of the Meetings have been given in (b) above.

(e) Disclosure of relationship between directors inter-se:

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

(f) Number of shares and convertible instruments held by the Non-Executive Directors:

None of the Non- Executive directors hold any shares in the Company as on 31.03.2023. The company has not issued any convertible instruments.

(g) Web link where details of familiarisation programme imparted to Independent Directors is disclosed:

Web link giving the details of Familiarization Programme imparted to Independent Directors at <http://www.williamsonfinancial.in>

(h) Chart or matrix setting out the skills / expertise/ competence of the Board of Directors

The Board of Directors of the Company comprise of eminent qualified professional members from the diverse fields, who have significant amount of skills / expertise / competencies and thus make valuable contributions to the Board. The collective contribution of the Board of Directors makes an overall impact which reflects in the performance of the Company.

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company possesses relevant skills /expertise / competencies to ensure effective functioning of the Company as per the matrix given below:

Names of Directors	Skills/Expertise/Competencies				
	Wide Management and leadership Experience	Diversity	Financial and Managerial Experience	Personal Value	Corporate Governance
Mr. Aditya Khaitan	✓	✓	✓	✓	✓
Mr. Gaurang Shashikant Ajmera	✓	✓	✓	✓	✓
Mr. Mohan Dhanuka	✓	✓	✓	✓	✓
Mrs. Maria Khan ¹	✓	✓	✓	✓	✓
Mrs. Arundhuti Dhar ²	✓	✓	✓	✓	✓

¹appointed as Director w.e.f. 29.06.2022, ²ceased to be Director w.e.f. 20.04.2022

- (i) In the opinion of the Board, the independent directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended are independent of the management.
- (ii) During the year under review, Mrs. Arundhuti Dhar has resigned from the Board of Directors of the Company w.e.f. 20th April, 2022 due to her increasing personal commitments and has also confirmed that there are no other material reason other than those provided.

(i) Separate Meeting of Independent Directors

There was a Separate meeting of Independent Directors held on 24th March,2023 during the financial year ended 31st March 2023 comprising of Mr. Gaurang Shashikant Ajmera and Mr. Mohan Dhanuka, Independent Directors of the Company. Mr. Gaurang Shashikant Ajmera acted as the Chairperson of the Meeting.

(j) Code of Conduct for Director & Senior Management

A Code of Conduct for the Board Members and Senior Management Personnel was formulated and implemented by the Company and is available on the Company's website www.williamsonfinancial.in

The Code has been circulated to the members of the Board and the Senior Management Personnel and they have all affirmed their compliance with the Code.

A declaration to this effect is appearing along with the Report.

(k) Information to Board

Necessary information as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) including, inter alia, quarterly statutory compliance reports, updates, annual budgets, as and when applicable, are placed before the Board for its review and consideration.

(3) BOARD COMMITTEES

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the Committees are placed before the Board for information or for approval, if required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose.

- I. Audit Committee
- II. Nomination & Remuneration Committee
- III. Stakeholder's Relationship Committee

The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the respective Committee Chairman. Minutes of Board Committee meetings are placed before the Board for its information. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below-

(I) AUDIT COMMITTEE:

(a) Brief description of terms of reference:

The Board has constituted a qualified and independent Audit Committee with 3 Directors including 2 Independent Directors. All the members of the Committee are financially literate and at least one member possesses accounting and financial management expertise.

The role and terms of reference of the Audit Committee covers the areas mentioned under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Section 177 of the Companies Act, 2013 are as follow:

1. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. approval or any subsequent modification of transactions of the Company with related parties;
4. scrutiny of inter-corporate loans and investments;
5. valuation of undertakings or assets of the Company, wherever it is necessary;
6. evaluation of internal financial controls and risk management systems;
7. monitoring the end use of funds raised through public offers and related matters.
8. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
9. Approval of payment to statutory auditors for any other services rendered by them;
10. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 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
 - g. Qualifications in the draft audit report
11. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
12. 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. 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;
15. Discussion with internal auditors of any significant findings and follow up thereon;
16. 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;

17. 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;
18. 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;
19. To review the functioning of the Whistle Blower mechanism;
20. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
21. To investigate any activity within its terms of reference;
22. To seek information from any employee;
23. To obtain legal or other professional advice;
24. To secure attendance of outsiders with relevant expertise, if it considers necessary;
25. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
26. 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;
27. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
28. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

(b) Composition, name of members and chairperson:

The Committee comprised of the following members as on 31.03.2023:

- 1) Mr. Gaurang Shashikant Ajmera- Chairman
- 2) Mr. Mohan Dhanuka- Member
- 3) Mrs. Maria Khan - Member

(c) Meeting and attendance during the year:

During the Financial Year ended 31st March, 2023 four Meetings of the Audit Committee were held on 24.05.2022, 10.08.2022, 11.11.2022 and 11.02.2023.

The attendance of each Member at these Meetings is as under:

Sl. No.	Member	No. of Meetings attended
1	Mr. Gaurang Shashikant Ajmera	4
2	Mr. Mohan Dhanuka	4
3	Mr. Aditya Khaitan	1
4	Mrs. Maria Khan ¹	3

¹appointed as a Director w.e.f. 29.06.2022

(II) NOMINATION AND REMUNERATION COMMITTEE

(a) Brief description of terms of reference

The terms of reference of the Nomination and Remuneration Committee in terms of Section 178 and Regulation 19(4) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director to recommend to the Board a policy, relating to the remuneration for the Directors, keymanagerial personnel and other employees and recommend to the Board the remunerationpackage of the Managing Director / Whole Time Director / Manager.

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors
4. To devise a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal
6. Whether to extend or continue the term of appointment of Independent Director on the basis of performance evaluation of Independent Directors.
7. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The minutes of the meetings of the Committee are placed before and noted by the Board. All the recommendations made by the Committee during the year under review were accepted by the Board.

(b) Composition, name of members and chairperson:

The Committee Comprised of the following Members as on 31st March 2023:

- 1) Mr. GaurangShashikantAjmera- Chairman
- 2) Mr. Mohan Dhanuka- Member
- 3) Mrs. Maria Khan - Member

(c) Meeting and attendance during the year:

During the Financial Year 2022-23, one Meeting of the Committee was held on 24th March, 2023.

The attendance of each Member at the Meeting is as under:

Sl. No.	Member	No. of Meetings attended
1	Mr. GaurangShashikantAjmera	1
2	Mr. Mohan Dhanuka	1
3	Mrs. Maria Khan ¹	1

¹appointed as a Director w.e.f. 29.06.2022

(d) Performance evaluation criteria for Independent Directors:

The Nomination and Remuneration Committee has approved the following criteria for Evaluation of Independent Directors and the Board in terms of Regulation 19(4) read with Part D (A) (2) of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Consistency in contribution.
2. In case of conflict of interest - the timing and clarity of disclosure of interest.
3. Updating with the Company's operations.
4. Adequacy of knowledge about the overall business scenario of the country.

5. Expressing independent opinion in every matter taken up by the Board.
6. Having innovative ideas, especially to steer clear of any adverse situation or taking advantage of business opportunities, lawfully.
7. Observing the applicable statutory provisions and if so necessary, seeking legal advice to honour responsibilities as Director.
8. Possessing the overall vision to protect the interest of the Company and its Shareholders in the right perspective.

(III) STAKEHOLDERS' GRIEVANCE / RELATIONSHIP COMMITTEE:

(a) The Role of the Committee shall inter-alia include the following:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, de-materialization, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

The minutes of the meetings of the Committee are placed before and noted by the Board. All the recommendations made by the Committee during the year under review were accepted by the Board.

(b) Composition, name of members and chairperson:

The Committee Comprised of the following non-executive directors as Members as on 31st March 2023:

- 1) Mr. Gaurang Shashikant Ajmera - Chairman
- 2) Mr. Mohan Dhanuka- Member
- 3) Mrs. Maria Khan - Member

(c) Meeting and attendance during the year:

During the Financial Year 2022-23, one Meeting of the Committee was held on 6th March, 2023.

The attendance of each Member at these Meetings is as under:

Sl. No.	Member	No. of Meetings attended
1	Mr. Gaurang Shashikant Ajmera	1
2	Mr. Mohan Dhanuka	1
3	Mrs. Maria Khan ¹	1

¹appointed as Director w.e.f. 29.06.2022

(d) Name and designation of compliance officer:

Mr. Sk Javed Akhtar, Company Secretary. (Resigned w.e.f. 11.04.2022)

Mr. Mohit Arora, Company Secretary (Appointed w.e.f 12.04.2022 and resigned w.e.f 31.03.2023)

However, after closure of financial year, Ms. Ekta Benia was appointed as Compliance Officer w.e.f 01.04.2023

(e) Number of Shareholders' / Investors' Complaints : During the Financial Year ended 31st March 2023, 1 complaint was received from the Shareholders/Investors. The details are as under:

Opening as on 1st April 2022	0
Received during the year	1
Resolved during the year	1
Closing/Pending as on 31st March 2023	0

Risk Management Committee : The provisions for constitution of Risk Management Committee under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

Senior Management: No Change in Senior Management during the year ended under review except the following:

- o Mr. Sk Javed Akhtar resigned from the position of Company Secretary and Compliance Officer w.e.f 11th April, 2022.
- o Mr. Mohit Arora appointed as Compliance Officer w.e.f. 12th April, 2022 and subsequently appointed as Company Secretary w.e.f. 24th May, 2022. He resigned from the position of Company Secretary and Compliance Officer w.e.f. 31st March, 2023.
- o After the closure of the financial year, Ms. Ekta Benia appointed as Compliance Officer w.e.f. 1st April, 2023 and subsequently appointed as Company Secretary of the Company w.e.f. 27th May, 2023.

(4) REMUNERATION OF DIRECTORS:

(a) Pecuniary relationship or transactions of the non-executive Directors vis-a-vis the Company:

Besides sitting fees for attending Board / Committee Meetings, there is no pecuniary relationship between the Company and the Non-Executive Directors.

(b) Criteria of making payments to non-executive Directors:

Sitting Fees for attending Board Meetings / Committee Meetings.

The details of remuneration for the financial year ended 31st March 2023 to the Non-Executive Directors are as under:

Name of Director	Sitting Fees paid (Rs.) for Board Meetings	Sitting Fees paid (Rs.) for Committee Meetings	No. of shares held as on 31.03.2023
Mr. Aditya Khaitan	20,000	5,000	-
Mr. Gaurang Shashikant Ajmera	20,000	20,000	-
Mrs. Arundhuti Dhar ¹	-	-	-
Mr. Mohan Dhanuka	20,000	20,000	-
Mrs. Maria Khan ²	15,000	15,000	-
TOTAL	75,000	60,000	-

¹ceased to be Director w.e.f. 20.04.2022, ²appointed as Director w.e.f. 29.06.2022.

There are no convertible instruments issued by the Company.

(c) Disclosures with respect to remuneration of Directors in addition to disclosures required under the Companies Act, 2013 and Stock Option:

Non-Executive Directors and Independent Directors are paid sitting fees and commission as determined by the Board from time to time.

The Company does not have any Scheme for grant of stock options to its employees.

(5) GENERAL BODY MEETINGS :**(a) Location and time of last three Annual General Meetings are as follows :**

Financial Year ended	Date	Time	Venue
31.03.2020	18.12.2020	12.30 p.m.	Through Video Conferencing ('VC') or Other Audio Visual Means ("OAVM")
31.03.2021	27.09.2021	12.30 p.m.	Through Video Conferencing ('VC') or Other Audio Visual Means ("OAVM")
31.03.2022	26.09.2022	12.30 p.m.	Through Video Conferencing ('VC') or Other Audio Visual Means ("OAVM")

(b) Whether any Special Resolution passed in the previous three AGMs:

One Special Resolution was passed in the aggregate in the previous three Annual General Meetings.

Shareholders' Meeting	Special Resolution Passed
18.12.2020	Re-appointment of Mr. Shyam Ratan Mundhra (PAN: AEZPM4283N), as the Manager of the Company
27.09.2021	No Special Resolution
26.09.2022	No Special Resolution

(c) & (d) Resolution passed through Postal Ballot during the year ended 31st March 2023 and the person who conducted the postal ballot exercise : During the year under review, one Resolution has been passed through Postal Ballot through e-voting. The details are as under-

Date of declaration of the result of Postal Ballot	Type of Resolution passed	Particulars of Resolution	% of votes cast in favour of resolution
07.04.2022	Special Resolution	Re-appointment of Mr. Shyam Ratan Mundhra (PAN: AEZPM4283N), as the Manager of the Company	99.0065%

Mr. A. K. Labh, Practising Company Secretary, Kolkata (FCS - 4848/ CP No. - 3238) was the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

(e) Whether any Special Resolution is proposed to be conducted through Postal ballot : No Special Resolution is presently proposed to be passed through Postal Ballot.

(f) Procedure for Postal Ballot :

In compliance with the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard on General Meetings (SS 2) and General Circulars No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020 No.39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021 and No. 20/2021 dated 08 December 2021 issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law, the Company provided e-voting facility to all its Members. The Company engaged the services of National Securities Depository Limited (NSDL) for this purpose.

In compliance with the MCA Circulars, the Company sent the Postal Ballot Notice by electronic mail only to all its shareholders who have registered their email addresses with the Company or depository / depository participants and whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 04th March 2022. Physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot. The communication of the assent or dissent of the members took place through the remote e-voting system only. The last date for receipt of e-voting was 07th April 2022.

The Company also published an advertisement in the newspapers viz. Millenium Post (English language) and Dainik Assam (Vernacular language) dated 09th March 2022, informing about the dispatch of the Notice and other information as mandated under the Act and applicable Rules. Voting rights were reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date, i.e. 04th March 2022.

The scrutinizer, after the completion of scrutiny, submitted his report to the Authorised Person, who accepted and countersigned the Scrutinizer's Report. The consolidated results of the voting by postal ballot and e-voting were then announced by the Chairman of the Company. The Voting Results along with the Scrutinizer's Report was also displayed on the website of the Company at www.williamsonfinancial.in besides being communicated to BSE Limited and NSDL.

(6) MEANS OF COMMUNICATION:

- (a) Quarterly Results :** The Quarterly results, Half-yearly results and Annual Audited results are published in Millenium Post (English) and Dainik Assam (Vernacular). As per SEBI requirements, quarterly and annual results of the Company are intimated to the Stock Exchanges immediately after the same is approved by the Board. Further, the quarter-end shareholding pattern, quarterly Corporate Governance Report, and other Corporate Disclosures are also intimated to the Stock Exchanges within the prescribed time limit.
- (b) Any website, where displayed :** <http://www.williamsonfinancial.in>
- (c) Whether it also displays official news releases:** Yes, if necessary.
- (d) Presentations made to institutional investors or to the analysts :** No such presentation made during the financial year.

(7) GENERAL SHAREHOLDERS INFORMATION :

- (i) Annual General Meeting - Date Time and Venue :** As mentioned in the notice convening the Annual General Meeting for the financial year 2022-23.
- (ii) Financial Year :** 1st April to 31st March.
- (iii) Financial Calendar (tentative) for the year 2023-24**

Publication of Unaudited Results for the quarter ending June 2023	July / August 2023
Publication of Unaudited Results for the half year ending September 2023	October / November 2023
Publication of Unaudited Results for the quarter ending December 2023	January / February 2024
Publication of Audited Results for the year ending March 2024	April / May 2024
Annual General Meeting for the year ending 2024	September 2024

(iv) Dividend Payment date :

The Board of Directors of the Company has not recommended any dividend for the year ended 31st March, 2023.

(v) Listing on Stock Exchange and Stock Code:

Name of the stock exchange	Stock Code	ISIN
BSE Limited P. J. Towers, 25th Floor, Dalal Street, Mumbai - 700 001	519214	INE188E01017

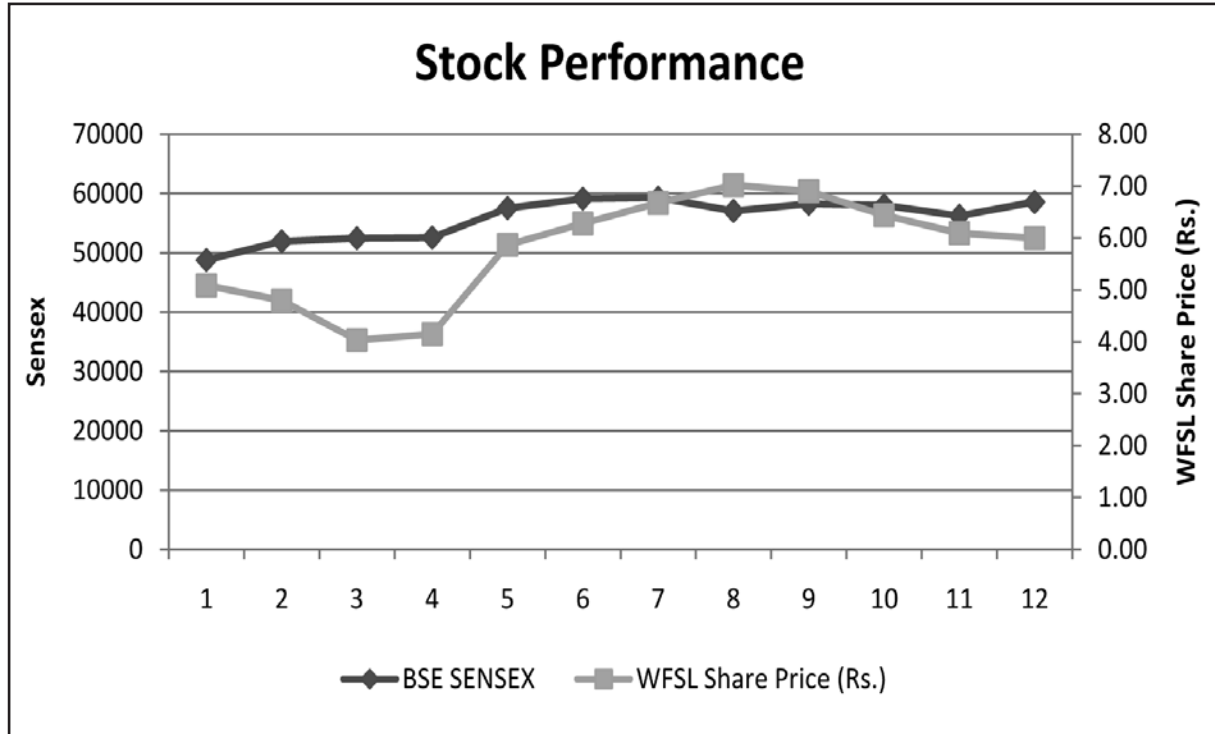
The Company hereby confirms that Annual Listing Fees for FY 2022-23 has been paid to BSE and for Financial Year 2023-24 the payment is under process.

(vi) Market price data

Month	Company's Shares		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
April, 2022	5.18	5	60845.1	56009.07
May, 2022	5	4.6	57184.21	52632.48
June, 2022	4.65	3.42	56432.65	50921.22
July, 2022	4.54	3.76	57619.27	52094.25
August, 2022	6.98	4.76	60411.2	57367.47
September, 2022	6.55	6.01	60676.12	56147.23
October, 2022	6.85	6.5	60786.7	56683.4
November, 2022	7.19	6.85	63303.01	60425.47
December, 2022	7	6.8	63583.07	59754.1
January, 2023	6.98	5.9	61343.96	58699.2
February, 2023	6.3	5.89	61682.25	58795.97
March, 2023	6.15	5.85	60498.48	57084.91

(vii) Performance in comparison to BSE Sensex:

Share Price Performance (April 2022 to March 2023)

**(viii) In case the securities are suspended from trading, the Directors report shall explain the reason thereof:**

Not Applicable

(ix) Registrar to an issue and share transfer agents:

Maheshwari Datamatics Pvt. Ltd.

23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001.

(x) Share transfer system :

As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 transfer of Shares takes place in dematerialised form only. Physical Share Certificates are to be dematerialized before transfer of the Shares through Demat Accounts only.

The Company conducts a weekly review of the functions of the Registrar and Share Transfer Agent for upgrading the level of service to the Shareholders. Weekly review is also conducted on the response to the shareholders pertaining to their communication and grievances, if any.

(xi) Distribution of Shareholding:

a) According to category of holding :

Sr. No.	Category	No. of Shareholders	No. of Shares held	Percentage of holding
1	Promoters	9	5234347	62.6183
2	Mutual Funds / UTI	3	2900	0.0347
3	Financial Institutions / Banks	8	1855	0.0222
4	Insurance Companies	1	41989	0.5023
5	Central / State Government(s)	-	-	-
6	Resident Individuals	6954	2189746	26.1958
7	NBFCs registered with RBI	-	-	-
8	Bodies Corporate	81	344199	4.1176
9.	Resident Individuals (HUF)	70	81244	0.9719
9	Clearing Member	4	37526	0.4489
10	Foreign Company	1	335000	4.0076
11	Non-Resident Individuals	24	90330	4.0806
	Total	7155	8359136	100

(b) According to number of Equity Shares held:

Shareholding	Holder	Percentage	No. of Shares	Percentage
1 to 500	6679	92.5069	834269	9.9803
501 to 1000	267	3.698	194656	2.3287
1001 to 2000	131	1.8145	187198	2.2394
2001 to 3000	48	0.6649	118657	1.4195
3001 to 4000	16	0.2216	56532	0.6763
4001 to 5000	15	0.2079	70091	0.8385
5001 to 10000	25	0.3463	170254	2.0367
10001 To 50000	28	0.3878	689460	8.248
50001 To 100000	5	0.0693	304604	3.6439
100001 To above	6	0.0832	5733415	68.5887
Grand Total	7220	100.0000	8359136	100.0000

(xii) Dematerialization of shares and liquidity:

The Shares of the Company are compulsorily traded in dematerialized form under depository systems of both the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL). Requests for dematerialization of shares are processed and confirmation is given to the respective Depositories Code No. allotted by NSDL & CDSL. The ISIN for the Company's Shares in Demat Form is INE 188E01017.

(xiii) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity: N.A.

(xiv) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

(xv) Plant Location

The Company is not engaged in any manufacturing activity.

(xvi) Address for correspondence

For any assistance regarding Share transfers and transmission, change of address, non-receipt of share certificate/duplicate share certificate, demat and other matters and for Redressal of all share-related complaints and grievances, the Members are requested to please write to or contact the Registrar & Share Transfer Agent or the Share Department of the Company for all their queries or any other matters relating to their shareholding in the Company at the addresses given below:

(i) Offices:

Registered office :

Export Promotion Industrial Park
Plot No. 1 Amingaon,
North Guwahati - 781 031

Kolkata office :

Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata - 700001

Address for correspondence :

Ms. Ekta Benia

Williamson Financial Services Limited

Secretarial Department

Four Mangoe Lane

Surendra Mohan Ghosh Sarani

Kolkata - 700 001

E-mail: ekta.benia@mcleodrussel.com

(i) Appointment of Common Agency for Share Registry Work

In accordance with the SEBI directive vide Circular No. D&CC/FITTC/CIR-15/2002 dated 27th December, 2002 and D&CC/FITTC/CIR-18/2003 dated 12th February, 2003.

Maheshwari Datamatics Private Limited, a SEBI registered Registrar & Share Transfer Agent is handling all the work related to Share Registry of the Company for both physical and electronic mode at their Registered Office at:-

Maheshwari Datamatics Pvt. Ltd.

23 R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, TEL.: (033) 2243-5029; 2248-2248

FAX: (033) 2248-4787 | E-mail Id: mdpldc@yahoo.com

In case of any difficulty, Ms. Ekta Benia, Company Secretary and Compliance Officer at the Registered Office of the Company may be contacted.

(xvii) List of all credit ratings obtained by the entity alongwith any revisions thereto during the relevant financial year : Not applicable

(8) OTHER DISCLOSURES:

i) **Disclosures on materially significant related party transactions having potential conflict :** The Company did not have any materially significant related party transactions, which may have potential conflict with the interest of the Company. The Board has approved a policy on dealing with related party transactions and the same has been uploaded and available on the Company's website www.williamsonfinancial.in Transactions with the related parties have been disclosed in Note No.32 of the Notes to Financial Statements in the Annual Report for the year under review. The pricing of all the transactions with the related parties were on an arm's length basis.

- ii) **Compliance of Laws & Regulations relating to Capital Markets :** The Company has complied with all the mandatory requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the financial year. No penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority, on any matter relating to the capital markets during the financial years ended 31st March 2021, 31st March 2022 and 31st March 2023.

However, Securities and Exchange Board of India (SEBI) vide its order dated June 30, 2022 had levied a penalty of Rs. 5,00,000 on the Company against Adjudication Order No. Order/GG/VV/2022-23/17476-17478 regarding classification in shareholding pattern. The amount of penalty has been paid by the company and the said adjudication order has been disposed off. The Company has corrected the classification as required and taken corrective measures hence there was no adverse impact on the going status of the Company.

- iii) **Whistle Blower Policy/Vigil Mechanism :** A Vigil Mechanism/Whistle Blower Policy has been established for Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguard against victimization of director(s)/employee(s) who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. The Policy is available at the Company's website www.williamsonfinancial.in.
- iv) **Directors and Officer's Insurance :** The Company has taken Directors and Officer's Insurance for all Directors, Officers and Key Managerial Personnel. All are covered under the Director's and Officer's Liability Insurance policy. The policy amount appropriately covers the quantum and risk of all its directors, officers and key managerial personnel.

Compliance with Mandatory requirements and adoption of Non-mandatory requirements

All the mandatory requirements of Listing Regulations have been appropriately complied with and the compliances of the non-mandatory are given below. The Company has executed the fresh Agreements with BSE as required under the newly enacted Listing Regulations.

Compliance of Non-Mandatory Requirements

- (i) Shareholder Rights

The quarterly and half-yearly financial performance are published in the newspaper and are also posted on the website of the Company and hence, it is not being sent to the Shareholders.

- (ii) Audit Qualification

The Auditors of the Company have furnished their Audit Report in respect of the financial results for the year ended 31st March 2023 with modified opinion.

- (iii) Training of Board Members

The Company has devised a familiarization programme for the Independent Directors of the Company which has been uploaded on the website of the Company www.williamsonfinancial.in and which can be accessed at <https://www.williamsonfinancial.in/media/policy-idfam.pdf>

The Company had organized a familiarization programme for the Independent Directors during the year ended 31st March, 2023.

- (iv) Reporting of Internal Auditors

The Internal Auditors of the Company are Independent and they report to the Audit Committee.

- (v) Weblinks

Web link where policy for determining 'material subsidiaries' is disclosed: Not applicable

In terms of the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is available on Company's website at the web link at <https://www.williamsonfinancial.in/policy.html>

In terms of the requirement of Listing Regulations, your company has formulated a Policy on Preservation of documents which is available on Company's website at the web link at <https://www.williamsonfinancial.in/policy.html>

- (vi) Disclosure of Commodity price risk and commodity hedging activities: Not Applicable

(vii) The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under regulation 32(7A) during the year under review.

(viii) The Company has received a Certificate from Mr. A. K. Labh of Messrs. A. K. Labh & Co., a Company Secretary in practice confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate affairs or any such statutory authority is enclosed as a part of Annual Report.

(ix) All the recommendations/ suggestions made by the Committees of Board of Directors which is mandatorily required during the financial year 2022-23 were accepted by the Board of Directors.

(x) The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part is provided in note no. 38 of the financial statements of the Company.

(xi) Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: Refer Directors Report

(xii) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount: N.A.

(xiii) Details of material subsidiaries of the Company, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: The Company does not have any material subsidiary and therefore, not applicable.

9. Compliance of Corporate Governance Requirements: The Company has duly complied with the Corporate Governance requirements and there is no non-compliance of any requirement of Corporate Governance Report covered under sub-paras (2) to (10) of the Part C of Schedule V of the Listing Regulations.

10. Equity shares in the Suspense Account : Nil

11. Disclosures of the compliance with Corporate Governance requirements: The Company has duly complied with the Corporate Governance requirements as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

Declaration from Chief Financial Officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management: Forms Part of Corporate Governance Report.

Compliance Certificate from either the auditors or practising company secretary regarding compliance of conditions of corporate governance: Annexed to Directors Report.

12. CEO / CFO Certification

As required by the Listing Regulations, the CEO and CFO certification is provided in this Annual Report.

13. Disclosure of certain types of agreements as disclosed in Clause 5A of Paragraph A of Part A of Schedule III of the SEBI (LODR) Regulations 2015 : Not Applicable as no such agreement has been entered into by the Company.

For and on behalf of the Board

Aditya Khaitan	Gaurang S. Ajmera
Director	Director
DIN: 00023788	DIN: 00798218

Place : Kolkata

Date : 10th August, 2023

*Annexure 3***CORPORATE GOVERNANCE CERTIFICATE**

The Members

WILLIAMSON FINANCIAL SERVICES LIMITED

Export Promotion Industrial Park, Plot No 1,
Amingaon North Guwahati Kamrup - 781031

We have examined the compliance of conditions of Corporate Governance by Williamson Financial Services Limited (hereinafter called the "Company") for the year ended on 31st March, 2023 as per the Regulation 17 to 27, clause (b) to (i) of Sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and as amended.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

**For VIDHYA BAID & CO.
Company Secretaries**

**VIDHYA BAID
(Proprietor)
FCS No. 8882
CP No. 8686**

**Place : Kolkata
Date : 10th August, 2023
UDIN : F008882E000760457**

Annexure 4**REMUNERATION POLICY OF WILLIAMSON FINANCIAL SERVICES LIMITED****PREAMBLE**

Every Listed Company is required to adopt a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee of the Board of Directors of the Company ('Board') formed pursuant to Section 178 of the Companies Act, 2013 ('Act') has formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.

The Committee shall specify the manner for effective evaluation of performance of Board, its Committees and individual directors to be carried out either by the Board, by the Remuneration Committee or by an independent external agency and review its implementation and compliance.

Towards compliance of the above provisions of the Act and also Regulation 19(4) read with Part D (A) (1) of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of Williamson Financial Services Limited ('WFSL'), being a Listed Company, has adopted this Remuneration Policy which is subject to review by the Nomination and Remuneration Committee of the Board and as when deemed necessary.

OBJECTIVES OF THE POLICY

The strategy of the Remuneration Policy is aimed at attracting and retaining a high standard of relevant talent to motivate qualified persons/Board Members and employees at the Executive level, to provide a well-balanced and performance related remuneration package, taking into account the interest of the shareholders, industry standards and the regulatory provisions as applicable to the Company.

SELECTION CRITERIA OF BOARD MEMBERS

1. The Remuneration Policy ensures nomination of a suitable person for appointment as a Director of the Company with the objective of maintenance of Board diversity and such persons should possess basic academic qualification, requisite knowledge, experience in fields of varied industries and business skills that will benefit the Company and its business operations.
2. The criteria for determining positive attributes for appointment of any person as a Director includes the following :
Achiever, constructive, creative, decisive, deliberative, devoted, diligent, disciplined, dynamic, enterprising, focused, result oriented, self confident and sees the whole picture.
3. In case of appointment of an Independent Director, the aforesaid Committee considers the criteria for determining independence of a person as stipulated in Section 149(6) of the Act and the Rules made there under as also provided in Regulation 19 (4) read with Part D (A) (1) of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REMUNERATION OF EXECUTIVE DIRECTOR, MANAGER, COMPANY SECRETARY, CFO

Remuneration of Executive Director, if any, Manager under the Companies Act, 2013 ('Manager'), Chief Financial Officer ('CFO'), the Company Secretary of the Company is approved by the Board of Directors ('Board') of the Company within the broad Remuneration Policy formulated and recommended by the Nomination and Remuneration Committee of the Board and in conformity with the relevant provisions of the Companies Act, 2013 and also subject to the approval of the Shareholders in their General Meeting, if required.

The Company does not have any Executive Director. The Company Secretary and the Manager & CFO are entitled to performance bonus for each financial year up to such an amount as may be determined by the Board. Such

remuneration is linked to short and long term performance objectives appropriate to the working of the Company and its goals as well as the group to which the Company belongs to as well as on the concerned employee's qualification and the grade and the overall performance of such employee of the Company as a whole.

REMUNERATION OF NON EXECUTIVE DIRECTORS

Commission of the Non-Executive and the Independent Directors of the Company is determined by the Board based, inter alia, on Company's performance and the prevailing regulatory provisions and is payable on a uniform basis to reinforce the principle of collective responsibility. All the Non-Executive Directors and the Independent Directors are also entitled to sitting fees for attending Meetings of the Board and Audit Committee thereof, the quantum of which is determined by the Board within the limits as laid down in the Articles of Association of the Company. The sitting fees, as determined by the Board, is presently Rs. 5,000/- for attending each meeting of the Board & Audit Committee. No sitting fees paid for Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The Non-Executive and the Independent Directors are reimbursed out of pocket expenses for attending Board and Committee Meetings of the Company at a city other than the one in which they reside.

PUBLICATION AND OTHER PROVISIONS

The Policy is annexed to the Report of the Board of Directors in terms of the relevant provisions of the Act. The provisions of the Articles of Association of the Company and all the applicable laws and regulations shall deal with any matter not provided in this policy and the right to interpret this policy shall vest in the Board of Directors of the Company.

Annexure 5

Remuneration and other specified Particulars of Employees

Disclosures pursuant to Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each Director to the Median Remuneration of the employees of the Company for the Financial Year	Director	Remuneration being the fee for attending Board / Committee Meeting	Director's Remuneration: Median Remuneration
	Mr. A. Khaitan	25,000	25:720
	Mr. Gaurang S. Ajmera	40,000	40:720
	Mr. Mohan Dhanuka	40,000	40:720
	Mrs. Maria Khan ¹	30,000	30:720
	Mrs. Arundhuti Dhar ²	-	-
(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year	Director /Manager / Company Secretary	Percentage increase in remuneration	
	Mr. Aditya Khaitan	No change in attendance fee per Meeting	
	Mr. Gaurang S. Ajmera	No change in attendance fee per Meeting	
	Mr. Mohan Dhanuka	No change in attendance fee per Meeting	
	Mrs. Maria Khan ¹	No change in attendance fee per Meeting	
	Mr. S. R. Mundhra (Manager)	No Change	
	Mr. Sk. Javed Akhtar (Company Secretary) (Ceased w.e.f. 11th April 2022)	N.A	
	Mr. Mohit Arora (Company Secretary appointed w.e.f. 24.05.2022)	N.A	
(iii) The percentage increase in the median remuneration of employees in the Financial Year	21%		
(iv) The number of permanent employees on the rolls of company as on 31st March, 2022;	Two		

(v) 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	No increase
(vi) Affirmation that the remuneration is as per the remuneration policy of the company	All remuneration paid by the Company is as per the remuneration policy of the Company.

¹Appointed as Director w.e.f. 29.06.2022, ²Ceased from the Board w.e.f. 20.04.2022

Particulars of Employees as per Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name : Mr. Shyam Ratan Mundhra

Designation	Remuneration received	Nature of employment	Qualification and experience	Date of Commencement of employment
Manager	Rs. 7,20,000/-	Contractual	B. Com (Hons.) 45 Years	01.04.2009

Age	Last employment	Whether relative of any Director or the Manager
66 Years	Calcutta Tea Chest & Fibre Limited	No

Percentage of his Shareholding (in case his remuneration exceeds the remuneration of Managing Director/ Whole Time Director / Manager) : NA

Name : Mr. Sk Javed Akhtar*

Designation	Remuneration received	Nature of employment	Qualification and experience	Date of Commencement of employment
Company Secretary	Rs. 36,715/-	Regular employment	ACS Over 14 Years of experience	11.06.2020

Age	Last employment	Whether relative of any Director or the Manager
43 Years	Balasore Alloys Limited	No

* Mr. Sk Javed Akhtar (ACS 24637), resigned w.e.f. 11th April, 2022.

Percentage of his Shareholding (in case his remuneration exceeds the remuneration of Managing Director/ Whole Time Director / Manager): NA

Name : Mr. Mohit Arora**

Designation	Remuneration received	Nature of employment	Qualification and experience	Date of Commencement of employment
Company Secretary	Rs. 8,89,947/-	Regular employment	ACS Over 6 Years of experience	12.04.2020

Age	Last employment	Whether relative of any Director or the Manager
32 Years	Keventer group	No

**Mr. Mohit Arora (ACS 51590) appointed w.e.f. 12th April, 2022 and resigned w.e.f. 31st March, 2023.

Percentage of his Shareholding (in case his remuneration exceeds the remuneration of Managing Director/ Whole Time Director / Manager): NA

For and on behalf of the Board

Aditya Khaitan	Gaurang S. Ajmera
Director	Director
DIN: 00023788	DIN: 00798218

Place : Kolkata

Date : 10th August, 2023

Annexure 6**SECRETARIAL AUDIT REPORT****FORM No. MR-3**

(For the financial year ended 31st March, 2023)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members

WILLIAMSON FINANCIAL SERVICES LIMITED

Export Promotion Industrial Park, Plot No 1,
Amingaon North Guwahati Kamrup - 781031

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Williamson Financial Services Limited** (hereinafter called the "Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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 31st March, 2023, to the extent applicable, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - *d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
 - e. Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - *g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - *h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

* These Clauses were not applicable during the year under review.

- VI. The following laws that are specifically applicable to the Company as identified by the Management:
- a) Reserve Bank of India Act, 1934 and Circulars/Directions/Guidelines issued by RBI in relation to Non-Banking Financial Companies, as amended from time to time.

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

- (I) Secretarial Standards issued by The Institute of Company Secretaries of India
- (II) Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited read with Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

We have not verified the correctness, appropriateness and bases of financial records, books of accounts and decisions taken by the Board and by various committees of the Board during the period under scrutiny. We have checked the Board process and compliance management system to understand and to form an opinion as to whether there is an adequate system of seeking approval of respective committees of the Board, of the members of the Company and of other authorities as per the provisions of various statutes as mentioned above.

We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) As per the minutes of the meetings of the Board duly recorded and signed by the Chairman, the majority decision of the Board were unanimous and no dissenting views have been recorded.

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 during the audit period, the Company has the following specific events/actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- Presently the Company is in short of the required Net Owned Fund requirement as laid down in Master Direction Non – Banking Financial Company - Non Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- The Company received letters from their borrowers on account of security shortfall and non-compliance of certain covenants contained in the Facility Agreement including default in payment of loans for which various suits have been filed against the Company and its directors. The Company is undertaken steps for restructuring of loans and has also sold its assets to combat with liquidity issues.
- "SEBI had levied a penalty of Rs. 5 Lakhs on the Company against Adjudication order number ORDER/GG/VV/2022-23/17476-17478 regarding classification in shareholding pattern. Consequently payment of Rs. 5 lakhs has been paid by the Company and the adjudication has been disposed off. The Company has also taken corrective measures. As confirmed by the management, there was no adverse impact on the Company.
- As confirmed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

This Report is to be read with our letter of even date which is annexed as "Annexure A" and forms integral part of this Report.

**For VIDHYA BAID & CO.
Company Secretaries**

**Place : Kolkata
Date : 10th August, 2023
UDIN : F008882E000760391**

**VIDHYA BAID
(Proprietor)
FCS No. 8882
CP No. 8686
PR NO. 649/2020**

The Members

WILLIAMSON FINANCIAL SERVICES LIMITED

Export Promotion Industrial Park, Plot No 1,
Amingaon North Guwahati Kamrup - 781031

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have not verified the correctness and appropriateness of financial records and books of account of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns

**For VIDHYA BAID & CO.
Company Secretaries**

**VIDHYA BAID
(Proprietor)
FCS No. 8882
CP No. 8686**

Place : Kolkata

Date : 10th August, 2023

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

This is to confirm that the Company has obtained affirmation from all the Members of the Board and Senior Management Personnel that they have complied with the Code of Conduct for Directors and Senior Management Personnel as required for the year ended 31st March 2023.

Place : Kolkata
Date : 10th August, 2023

For Williamson Financial Services Limited
Shyam Ratan Mundhra
Manager & Chief Financial Officer

CERTIFICATION BY CHIEF FINANCIAL OFFICER (CFO)

The Board of Directors
Williamson Financial Services Limited
Export Promotion Industrial Park
Plot No. 1, Amingaon
North Guwahati - 781 031, Assam

I, Shyam Ratan Mundhra, Manager and Chief Financial Officer of Williamson Financial Services Limited, certify that:

- a) We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2023 and to the best of our knowledge and belief, we state that -
 - (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;
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2023, which are fraudulent, illegal or violative of the Company's Code of Conduct;
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the Auditors and the Audit committee, and the steps have been taken or propose to take to rectify these deficiencies.
- d)
 - i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - (ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (iii) We are not aware of any instances during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Kolkata
Date : 27th May, 2023

For Williamson Financial Services Limited
Shyam Ratan Mundhra
Manager & Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**Annexure 7**

(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****WILLIAMSON FINANCIAL SERVICES LIMITED**

Export Promotion Industrial Park

Plot No. 1, Amingaon

North Guwahati, Kamrup

Assam - 781 031

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Williamson Financial Services Limited** having CIN: L67120AS1971PLC001358 and having registered office at Export Promotion Industrial Park, Plot No. 1, Amingaon, North Guwahati, Kamrup, Assam - 781031 (hereinafter referred to as 'the Company'), 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.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Aditya Khaitan	00023788	11.03.1994
2.	Gaurang Shashikant Ajmera	00798218	13.12.2019
3.	Mohan Dhanuka	03610647	11.02.2021
4.	Maria Khan	09423905	29.06.2022

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 has been issued relying on the documents and information as mentioned herein above and as were made available to us or as came to our knowledge for verification without taking any cognizance of any legal dispute(s) or sub-judice matters which may have effect otherwise, if ordered so, by any concerned authority(ies). This certificate is also 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.

Note :

1. Mr. Gaurang Shashikant Ajmera (DIN: 00798218) and Mr. Mohan Dhanuka (DIN: 03610647), the Independent Directors of the Company are yet to pass online proficiency self-assessment test conducted by Indian Institute of Corporate Affairs.

Signature	: Sd/-
Name	: CS Atul Kumar Labh
Membership No.	: FCS 4848
CP No.	: 3238
PRCN	: 1038/2020
UIN	: S1999WB026800
UDIN	: F004848E000775497

Place : Kolkata
Date : 10th August, 2023

INDEPENDENT AUDITORS' REPORT

To The Members of Williamson Financial Services Limited

Report on The Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Williamson Financial Services Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a Summary of Significant Accounting Policies and other explanatory information (hereinafter referred to as the "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the matters described in the Basis for Qualified Opinion section of our Report, the aforesaid Financial Statements give the information required by the Companies Act, 2013(" the Act") in the manner so required and give a true and fair view, in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act and other principles generally accepted in India of the state of affairs of the Company as at 31st March, 2023, its loss including other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

(a) Non-recognition of Interest Expense

We draw attention to Note No 42 of the Financial Statements relating to non-recognition of Interest Expense on secured borrowings from financial institutions and inter-corporate borrowings. As a result, finance costs and liability on account of Interest Expense and Total Comprehensive Loss for the Year ended 31st March, 2023 are understated to that extent.

This constitutes a departure from the requirements of Indian Accounting Standard 109 "Financial Instruments".

(b) Non- Recognition of Provision on Loans and Advances

The Company has given unsecured loans amounting to Rs. 17,27,514 thousands remaining outstanding as on 31st March, 2023 which in our opinion are doubtful of recovery. The classification of loans is not made in accordance with Reserve Bank of India Prudential Norms. In absence of adequate provision there against, the total comprehensive loss for the year is understated to that extent. Impact in this respect has not been ascertained by the management and recognized in the Financial Statement.

(c) Balances of receivables, unsecured and secured loan creditors and their balance confirmations

We draw attention to Note No.27 of the Financial Statement with respect to certain balances relating to Trade Receivables, Other Receivables, Other Payables, Loans, Advances and Borrowings are being subject to reconciliation and confirmation of the parties, and in absence of such information, impact thereof being currently unascertainable and therefore not commented upon.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a Basis for our Qualified Opinion.

Material uncertainty related to Going Concern

The Company has defaulted in repayment of borrowings to its financial institutional lenders and others. In view of the Management, the Company would be able to improve its net working capital position to discharge its current and non-current financial obligations as described in Note 41 to the Financial Statement. However, in view of the uncertainties involved, these events and conditions indicate a material uncertainty which may cast a significant doubt on the Company's ability to continue as a going concern. Accordingly, the use of going concern assumption of accounting in preparation of this Statement is not adequately and appropriately supported as per the requirements of Indian Accounting Standard 1 "Presentation of Standalone Financial Statements".

Key Audit Matters

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

In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment loss allowances for loans and advances

Impairment loss allowance of loans and advances ("Impairment loss allowance") is a key audit matter as the company has significant credit risk exposure.

The value of loans and advances on the Balance Sheet is significant and there is a high degree of complexity and judgement involved for the company in estimating individual and collective credit impairment provisions and write-offs against these loans. The company's model to calculate expected credit loss ("ECL") is inherently complex and judgment is applied in determining the three-stage impairment model ("ECL Model"), including the selection and input of forward-looking information. ECL provision calculations require the use of large volumes of data. The completeness and reliability of data can significantly impact the accuracy of the modelled impairment provisions.

The accuracy of data flows and the implementation of related controls are critical for the integrity of the estimated impairment provisions.

We started our audit procedures with the understanding of the internal control environment related to Impairment loss allowance. Our procedures over internal controls focused on recognition and measurement of impairment loss allowance. We assessed the design and tested the operating effectiveness of the selected key controls implemented by the Company.

We also assessed whether the impairment methodology used by the company is in line with the requirements of Ind AS 109, "Financial Instruments". More particularly, we assessed the approach of the company regarding the definition of default, Probability of Default, Loss Giving Default and incorporation of forward-looking information for the calculation of ECL.

For loans and advances which are assessed for impairment on a portfolio basis, we performed particularly the following procedures:

- tested the reliability of key data inputs and related management controls;
- checked the stage classification as at the Balance Sheet date as per definition of default;
- calculated the ECL provision manually for a selected sample; and
- assessed the assumptions made by the company in making accelerated provision, considering forward looking information and based on the status of particular industry as on the reporting date.

Contingent Liabilities and Provision

The Company is involved in dispute with the taxation authority for which final outcomes cannot be easily predicted and which could potentially result in significant liabilities. The assessment of the risks associated with the litigations is based on complex assumptions, which require the use of judgements and such judgements relates, primarily to the assessment of the uncertainties connected to the prediction of the outcome of the proceedings and to the adequacy of the disclosures in the Financial Statements. Because of the judgement required, the materiality of such litigations and the complexity of the assessment process, the area is a key matter for our audit.

Our audit approach was combination of test of internal controls and substantive procedures which includes the following:

- Assessing the appropriateness of the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures.
- Testing the supporting documentation for the positions taken by the management, conducting meetings with in-house legal counsel and/or legal team and reviewing the minutes of the Board and the Sub-committee, to confirm the operating effectiveness of these controls.
- Assessment of assumptions used in the evaluation of potential risk and tax risks performed by the legal and tax department of the Company considering the legal precedence and other rulings in similar cases.
- Involving our direct and indirect tax specialists to assess relevant historical and recent judgments passed by the appropriate authorities in order to challenge the basis used for the accounting treatment and resulting disclosures.

Emphasis of Matter

We draw attention to Note No.47 to the Financial Statements in which the Company states that the final order has not been passed for claims filed against McNally Bharat Engineering Company Limited (MBECL) which is under Corporate Insolvency Resolution Process (CIRP).

Our opinion is not modified in respect of this matter.

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

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

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance

including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including accounting records in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial Statement for the financial year ended 31 March, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in term of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the **Annexure A** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account;
 - (d) Subject to the matters specified in qualified opinion section of our report, in our Opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure B**;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act (as amended), the Company has neither paid nor provided for any remuneration 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 26 to the Financial Statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the Financial Year ending 31st March, 2023.
- iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The company has neither declared nor paid any dividend during the financial year. Hence, compliance in accordance with Section 123 of the Companies Act, 2013 is not applicable.

FOR V. SINGHI & ASSOCIATES
Chartered Accountants
Firm's Registration No. 311017E

D.Pal Choudhury
Partner

Membership No. 016830
UDIN : 23016830BGVZXV9297

Place : Kolkata
Date : 27th May, 2023

Annexure - A to the Independent Auditor's Report

(Referred to in paragraph-1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Williamson Financial Services Limited on the Financial Statements for the year ended 31st March, 2023) We report that:

- i.
 - a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not have any intangible assets as at 31st March, 2023. Accordingly, reporting under clause 3 (i) (a) (B) of the Order is not applicable.
 - b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - c) The Company does not have any immovable property as on 31st March, 2023. Accordingly, reporting under clause 3 (i) (c) of the Order is not applicable.
 - d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable.
 - e) As informed to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) The Company's nature of operations does not hold any item of inventories. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records provided to us, the Company has not been sanctioned any working capital in excess of ₹ 5 crore from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. According to the information and explanations given to us and on the basis of our examination, the Company has given advances to companies, during the year, in respect of which:
 - (a) As the company's principal business is to give loans, reporting under clause 3 (iii) (a) (A) and (B) of the Order is not applicable.
 - (b) In our opinion, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the Company's interest.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records provided to us, the schedule of repayment of principal and payment of interest has not been stipulated, the repayments or receipts are not regular.
 - (d) There is an overdue amount remaining outstanding as at the balance sheet date. The total amount overdue for more than 90 days is stated below:

No. of Cases	Principal amount overdue (Rs. in '000)	Interest Overdue (Rs. in '000)	Total Overdue (Rs. in '000)
85	17,27,514	3,52,852	20,80,366

The management has taken necessary steps to recover the principal and interest amount.

- e) As the company's principal business is to give loans and advances, reporting under clause 3 (iii) (e) of the Order is not applicable.
- f) The Company has granted loans or advances in the nature of loans to related parties as defined in clause (76) of section 2 of the Act which are either repayable on demand or given without specifying any terms or period of repayment during the year. The aggregate amount of loan or advances granted is as stated below:

	All Parties (Rs In 000)	Promoters (Rs In 000)	Related Parties (Rs In 000)
Aggregate Amount of Loans/ advances in nature of Loans			
Repayable on demand(A)	17,27,514	Nil	15,000
Agreement does not specify any terms or period of repayment (B)	Nil	Nil	Nil
Total (A+B)	17,27,514	Nil	15,000
Percentage of Loans /advances in nature of loans to the total loans	100%	Nil	0.87%

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investment made and loans, guarantees and security given by the Company, in our opinion the provisions of sections 185 and 186 of the Act, have been complied with.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits in terms of directives issued by Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder to the extent notified. Accordingly, Clause 3 (v) of the Order is not applicable.
- vi. According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, Clause 3 (vi) of the Order is not applicable.
- vii. (a) The Company is regular in depositing its undisputed statutory dues including Goods and Services Tax, provident fund, employee's state insurance, income tax, and any other statutory dues to the appropriate authorities. However, following are the arrears of outstanding statutory dues as on 31st March, 2023 for a period of more than six months from the date they became payable:-

Name of the Statute	Nature of Dues	Amount (Rs. in '000)	Period to which the amount relates
Income Tax Act, 1961	Tax Deducted at Source	18	April, 2022
		3	May, 2022
		17	June, 2022
		36	July, 2022
		74	August, 2022

(b) According to the information and explanations given to us, the Company has not deposited the following disputed dues with the appropriate authorities:

Name of the Statute	Nature of Dues	Amount (Rs. in '000)	Period to which the amount relates	Forum where dispute is pending
Income Tax, 1961	Income Tax	69,310	A.Y. 2017-18	CIT (Appeal)

viii. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transaction, previously unrecorded as income in the books of account, in the tax assessment under the Income Tax Act, 1961. Accordingly, clause 3 (viii) of the Order is not applicable.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has defaulted in repayment of loans or borrowings or in the payment of interest to Financial Institutions during the year ended on 31st March, 2023. The details of such defaults are as under:

Nature of Borrowing	Name of Lender	Amount not paid on due date (Rs. in '000)	Whether Principal or Interest	No. of days Delay or Unpaid since	Remark, if any
Long Term Loan (Secured)	Aditya Birla Finance Limited	8,53,003	Principal	1461	Under Dispute
Long Term Loan (Secured)	KKR India Financial Services Limited	9,93,500	Principal	1278	Under Dispute
Short Term Loan (Secured)	DMI Finance Private Limited	The loan has been fully squared off on account of invocation of security which are subject to Balance confirmation and Reconciliation.			

(b) According to the information and explanation given to us, and based on our examination, the Company is not declared as wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanation given to us, and based on our examination, the Company had taken term loans which were applied for the purpose for which the loans were obtained.

(d) According to the information and explanation given to us, and based on our examination, the Company has not raised any funds on short term basis which have been utilized for long term purposes.

(e) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under Clause 3 (ix) (e) and (f) of the Order is not applicable.

- x. (a) According to the information and explanations given to us and based on our examination of the books and records, we report that the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 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 books and records, we report that the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence, reporting under clause 3 (x) (b) of the Order is not applicable.
- xi. (a) According to the information and explanations given to us and as represented by the Management and based on our examination of books and records of the company and in accordance with generally accepted auditing practices, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this report.
- (c) According to the information and explanation given to us, no whistle blower complaint has been received during the year by the company.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 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 books and records of the Company, we report that the transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) According to the information and explanations given to us and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditors for the period under audit were considered by us in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the books and records, we report that the Company has not entered into any non-cash transactions with directors or persons connected with them during the year. Accordingly, clause 3 (xv) of the Order is not applicable.
- xvi. (a) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company is a Non-Banking Financial Company and has conducted Non-Banking Financial activities with a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the RBI Act, 1934.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3 (xvi) (c) of the Order is not applicable.
- (d) In our opinion, and accordingly to the information given to us, there is no Core Investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. According to the information and explanations given to us and based on our examination, the Company has not incurred any cash losses during the current and immediately preceding financial years.

- xviii. There has been no resignation of the Statutory Auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements (Note No. 37), our knowledge of the Board of Directors and management plans and based on our examination we are of the view that there are certain events and conditions that exist which indicate material uncertainty and cast a significant doubt on the company's ability to continue as a going concern and the company will not be capable of meeting its liabilities existing at 31st March, 2023 as and when they fall due within the period of one year from the above said date.
- xx. (a) According to the information and explanations given to us, the company is not required to make any Corporate Social Responsibility (CSR) expenditure under Section 135 of the said Act. Hence, reporting under clause 3 (xx) (a) and (b) of the Order is not applicable for the year.

FOR V. SINGHI & ASSOCIATES
Chartered Accountants
Firm's Registration No. 311017E

D.Pal Choudhury
Partner

Membership No. 016830
UDIN : 23016830BGVZXV9297

Place : Kolkata
Date : 27th May, 2023

Annexure - B to the Independent Auditor's Report

(Referred to in paragraph-2(f) under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Williamson Financial Services Limited on the Financial Statements for the year ended 31st March, 2023)

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

We have audited the internal financial controls with reference to the financial statements of Williamson Financial Services Limited ("the Company") as of 31st 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 and the Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements both applicable to an audit of Internal Financial Controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Basis for Qualified Opinion

According to the information and explanation given to us and based on our audit, the following material weakness have been identified in the Company's internal financial controls over financial reporting with reference to Financial Statement as at 31st March, 2023.

- The Company did not have an appropriate internal control system in relation to the granting of loans and advances /other advances to promoter group companies and other companies, including ascertaining economic substance and business rationale of the transaction, establishing segregation of duties and determining credentials of the counter parties.
- With respect to Inter-Corporate Deposits (ICD), the Company did not have appropriate system to evaluate the credit worthiness of the parties and recoverability of monies given including interest thereon.
- Certain individual details of debit and credit balances and reconciliation thereof with control balances of receivable/payable were not available. IT Control systems and procedures needs strengthening in terms of framework for Internal Control over financial reporting with reference to financial statements taking into account related controls and procedures as stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India so that to facilitate required reconciliations and provide details for documentation with respect to internal financial controls in the respective areas.
- Supporting audit evidence with respect to certain Inter Corporate Deposits (ICDs), Short-term Borrowings and Advances for repayment/adjustment by lenders to determine the basis and terms and conditions were not available.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the effects/possible effects of the material weaknesses described in Basis for Qualified Opinion Section above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate and effective internal financial controls with reference to the financial statements as of 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

FOR V. SINGHI & ASSOCIATES
Chartered Accountants
Firm's Registration No. 311017E

D.Pal Choudhury
Partner

Place : Kolkata
Date : 27th May, 2023

Membership No. 016830
UDIN : 23016830BGVZXV9297

Balance Sheet as at 31st March, 2023

(₹ '000)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
(1) Financial Assets			
(a) Cash and Cash Equivalents	3	271	69
(b) Receivables			
(I) Trade Receivables	4	71,618	71,618
(II) Other Receivables	5	1,21,876	1,21,820
(c) Loans	6	12,45,496	13,13,515
(d) Investments	7	1,23,828	1,59,497
(e) Other Financial Assets	8	3,52,851	3,36,656
Total of Financial Assets		19,15,941	20,03,174
(2) Non-Financial Assets			
(a) Current Tax Assets (Net)		51,774	51,767
(b) Property, Plant and Equipment	9	58	75
(c) Goodwill	10	0	0
(d) Other Non-Financial Assets	11	4,829	2,32,508
Total of Non Financial Assets		56,661	2,84,350
Total Assets		19,72,602	22,87,524
LIABILITIES AND EQUITY			
(A) LIABILITIES			
(1) Financial Liabilities			
(a) Payables			
(I) Other Payables			
Total Outstanding dues of Micro Enterprises and Small Enterprises		-	-
Total Outstanding dues of payables other than Micro Enterprises and Small Enterprises	12	2,33,504	54,482
(b) Borrowings (Other than Debt Securities)	13	46,96,779	49,55,730
(c) Other Financial Liabilities	14	5,15,183	5,28,628
Total of Financial Liabilities		54,45,467	55,38,840
(2) Non-Financial Liabilities			
(a) Provisions	15	1,656	2,077
(b) Other Non-Financial Liabilities	16	1,960	2,363
Total of Non Financial Liabilities		3,616	4,440
(B) EQUITY			
(a) Equity Share capital	17	83,591	83,591
(b) Other Equity	18	(35,60,072)	(33,39,347)
Total of Equity		(34,76,481)	(32,55,756)
Total Liabilities and Equity		19,72,602	22,87,524

Corporate Information and Significant Accounting Policies

1-2

The above Balance Sheet should be read in conjunction with the accompanying Note No. 1 to 52.

This is the Balance Sheet referred to in our report of even date

For V. Singhi & Associates

Chartered Accountants

Firm Registration No: 311017E

(D. Pal Choudhury)

Partner

Membership No: 016830

Place : Kolkata

Date : 27th May, 2023

For and on behalf of the Board of Directors**Aditya Khaitan**

(Director)

DIN: 00023788

Gaurang S Ajmera

(Director)

DIN: 00798218

S.R.Mundhra

Manager & CFO

Ekta Benia

Company Secretary

Statement of Profit and Loss for the year ended March 31, 2023

(₹ '000)

Particulars	Note No.	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations			
(i) Interest Income	19	36,125	4,702
(ii) Dividend Income	20	47	47
(I) Total Revenue from Operations		36,172	4,749
(II) Other Income	21	88,738	1,14,165
(III) Total Income (I+II)		1,24,910	1,18,914
Expenses			
(i) Finance Costs	22	2,499	286
(ii) Employee Benefits Expenses	23	929	2,380
(iii) Depreciation, Amortization and Impairment	24	17	30
(iv) Others Expenses	25	3,06,547	3,20,722
(IV) Total Expenses (IV)		3,09,992	3,23,418
(V) (Loss) before Tax (III-IV)		(1,85,082)	(2,04,504)
(VI) Tax Expense:			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
(VII) (Loss) for the Period (V-VI)		(1,85,082)	(2,04,504)
(VIII) Other Comprehensive Income			
A (i) Items that will not be reclassified to Profit or Loss			
(a) Remeasurement of the defined benefit plans		26	20
(b) Fair value changes of investments in equity shares		(35,669)	(52,042)
Total of Other Comprehensive Income (VIII)		(35,643)	(52,022)
(IX) Total Comprehensive Income for the period (VII+VIII)		(2,20,725)	(2,56,526)
(X) Earnings per Equity Share			
Basic EPS (Rs.)		(22.14)	(24.46)
Diluted EPS (Rs.)		(22.14)	(24.46)

The above Statement of Profit & Loss should be read in conjunction with the accompanying Note No. 1 to 52.

This is the Statement of Profit & Loss referred to in our report of even date

For V. Singhi & Associates

Chartered Accountants

Firm Registration No: 311017E

(D. Pal Choudhury)

Partner

Membership No: 016830

Place : Kolkata

Date : 27th May, 2023

For and on behalf of the Board of Directors**Aditya Khaitan**

(Director)

DIN: 00023788

Gaurang S Ajmera

(Director)

DIN: 00798218

S.R.Mundhra

Manager & CFO

Ekta Benia

Company Secretary

Statement of Cash Flow for the year ended March 31, 2023

(₹ '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A. Cash Flow from Operating Activities		
Profit/ (Loss) before Tax	(1,85,082)	(2,04,504)
<u>Adjustments for:</u>		
Depreciation	17	30
Provision Written Back	(87,435)	(1,06,660)
Liabilities Written Back	(1,303)	
Asset Written off	3,00,846	
Contingent Provision against Standard Asset	289	(2,505)
Provision for Non Performing Assets		3,17,482
Provision for Gratuity and Leave Salary	50	40
Finance Cost	2,499	286
Operating Profit before Working Capital changes	29,881	4,169
Adjustments for:		
(Increase)/decrease in Trade Receivables	-	(47)
(Increase)/decrease in Other Receivables	(56)	-
(Increase)/decrease in Other Financial Assets	(16,195)	(33,768)
(Increase)/decrease in Other Non Financial Assets	(73,167)	131
Increase/(decrease) in Payables	1,79,022	52,863
Increase/(decrease) in Other Financial Liabilities	(13,445)	54
Increase/(decrease) in Provisions	(313)	-
Increase/(decrease) in Other Non Financial Liabilities	87,914	(446)
Cash Generated/ (Used) from Operations	1,93,641	22,956
Less: Income Tax paid	7	5
Net Cash Flows used in Operating Activities (A)	1,93,634	22,951
B. Cash flow from Investing Activities		
(Increase)/ Decrease in Loan Given	68,018	1,28,933
Net Cash used in Investing Activities (B)	68,018	1,28,933
C. Cash flow from Financing Activities		
Increase/(Decrease) in Borrowings	(2,58,951)	(1,52,245)
Interest Paid	(2,499)	(286)
Net Cash from Financing Activities (C)	(2,61,450)	(1,52,531)

Statement of Cash Flow for the year ended March 31, 2023

(₹ '000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Net increase in cash and cash equivalents (A+B+C)	202	(648)
Cash and Cash Equivalents at the Beginning of the Year	69	716
Cash and Cash Equivalents at the End of the Year	271	69
Reconciliation of Cash & Cash Equivalents as per Statement of Cash Flows		
Cash and Cash Equivalents	271	69
Less: Overdrawn balances with bank included in Other Financial Liabilities	-	-
Balance as per Statement of Cash Flows	271	69

The above Statement of Cash Flow should be read in conjunction with the accompanying Note No. 1 to 52.

This is the Statement of Cash Flow referred to in our report of even date

For V. Singhi & Associates

Chartered Accountants

Firm Registration No: 311017E

(D. Pal Choudhury)

Partner

Membership No: 016830

Place : Kolkata

Date : 27th May, 2023

For and on behalf of the Board of Directors**Aditya Khaitan**

(Director)

DIN: 00023788

Gaurang S Ajmera

(Director)

DIN: 00798218

S.R.Mundhra

Manager & CFO

Ekta Benia

Company Secretary

Statement of Changes in Equity for the year ended 31st March, 2023

A. Equity Share Capital

(₹ '000)

Particulars	Amount
Balance as at April 1, 2021	1,50,000
Changes in Equity Share Capital during the year ended March 31, 2022	-
Balance as at March 31, 2022	1,50,000
Changes in Equity Share Capital during the year ended March 31, 2023	-
Balance as at March 31, 2023	1,50,000

B. Other Equity

Particulars	Reserves and Surplus					Other Comprehensive Income		Total
	Securities Premium	Capital Redemption Reserve	Statutory Reserve*	General Reserve	Retained Earnings	Equity Instruments through Other Comprehensive Income	Remeasurement of the Defined Benefit Plans	
Balance as at April 1, 2021	1,18,045	4,26,371	95,070	6,33,400	(29,46,276)	(14,08,638)	(793)	(30,82,821)
Profit for the year	-	-	-	-	(2,04,504)	-	-	(2,04,504)
"Other Comprehensive Income - Fair value changes of investments in equity shares"	-	-	-	-	-	(52,042)	-	(52,042)
Remeasurement of the defined benefit plans	-	-	-	-	-	-	20	20
Balance as at March 31, 2022	1,18,045	4,26,371	95,070	6,33,400	(31,50,780)	(14,60,680)	(773)	(33,39,347)
Profit for the year	-	-	-	-	(1,85,082)	-	-	(1,85,082)
"Other Comprehensive Income - Fair value changes of investments in equity shares"	-	-	-	-	-	(35,669)	-	(35,669)
Remeasurement of the defined benefit plans	-	-	-	-	-	-	26	26
Balance as at March 31, 2023	1,18,045	4,26,371	95,070	6,33,400	(33,35,862)	(14,96,349)	(747)	(35,60,072)

*Created pursuant to Section 451C of the Reserve Bank of India Act, 1934

The above Statement of Changes in Equity should be read in conjunction with the accompanying Note No. 1 to 52.

This is the Statement of Changes in Equity referred to in our report of even date

For V. Singhi & Associates

Chartered Accountants

Firm Registration No: 311017E

(D. Pal Choudhury)

Partner

Membership No: 016830

Place : Kolkata

Date : 27th May, 2023

For and on behalf of the Board of Directors

Aditya Khaitan

(Director)

DIN: 00023788

Gaurang S Ajmera

(Director)

DIN: 00798218

S.R.Mundhra

Manager & CFO

Ekta Benia

Company Secretary

Notes to the Financial Statements for the year ended March 31, 2023

1. Corporate information

Williamson Financial Services Limited ("the Company") was incorporated in the year 1947. The Company is limited by shares and is domiciled in India, having its registered office at Export Promotion Industrial Park, Plot No. 1, Amingaon, North Guwahati Kamrup, Assam-781031, India. The corporate office of the Company is located at Four Mangoe Lane, Surendra Ghosh Sarani, Kolkata, West Bengal-700001.

The Company currently operates as a Company registered with the Reserve Bank of India (RBI) w.e.f. from 21st May, 1998. The Equity Shares of the Company are listed on the Bombay Stock Exchange.

Information on other related party relationship of the Company is provided in Note- 32.

2. Significant Accounting Policies

2.1. Basis for Preparation

These Financial Statements have been approved for issue in accordance with a resolution of the Board of Directors passed in its meeting held on 27th May, 2023.

A summary of Significant Accounting Policies applied in the preparation of the Financial Statements is given below. These accounting policies have been applied consistently to all the periods presented in the Standalone Financial Statements.

The Company presents its Financial Statements to comply with Division III of Schedule III to the Act which provides general instructions for the preparation of Financial Statements of a Non-Banking Financial Company (NBFC to comply with Ind AS) and the requirements of Ind AS.

a. Historical Cost Convention

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- i) certain financial assets and liabilities (including derivative instruments) that is measured at fair value;
- ii) defined benefit plans - plan assets measured at fair value;

b. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In measuring fair value of an asset or liability, the Company takes into account those characteristics of the assets or liability that market participants would take into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

Notes to the Financial Statements for the year ended March 31, 2023

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 as explained above.

c. Functional and Presentational Currency

These financial statements are presented in Indian Rupee (INR) (₹) in Thousand which is also the functional currency.

d. Current/ Non-Current Classification

Assets and liabilities are classified as current or non-current based on their expected period of realization. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current) is presented in Note No. 37.

2.2. Revenue Recognition

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Company and that revenue can be reliably measured, regardless of when the payments is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding duties and taxes collected on behalf of the Government.

The Company follows the prudential norms for income recognition and provides for /writes off Non-Performing Assets as per the prudential norms prescribed by the Reserve Bank of India or earlier as ascertained by the management.

a. Dividend Income

Income is recognized as and when the Company's rights to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

b. Interest Income

Interest income is accounted for all Financial instruments measured at Amortised Cost or at Fair Value Through Other Comprehensive Income, interest income is recorded using the Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the Financial instruments to the gross carrying amount of the Financial asset.

2.3 . Properties, Plant and Equipment (PPE)

PPE is recognized when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at carrying amount i.e. at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes all direct cost related to the acquisition of PPE and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy.

Notes to the Financial Statements for the year ended March 31, 2023

Depreciation is recognized using reducing balance method so as to write off the cost of the assets less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis.

Furniture and Fittings already stand at their Residual Value so they are not depreciated.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is recognized in profit or loss.

Depreciation

Depreciation is recognized using reducing balance method so as to write off the cost of the investment property less their residual values over their useful lives specified in schedule II to the Companies Act, 2013.

Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefits embodied in the investment property. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life / residual value is accounted on prospective basis.

2.4. Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

2.5. Cash and Cash Equivalents

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

2.6. Borrowing Costs

Borrowing costs include interest expense and other costs incurred in connection with borrowing of funds.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (net of income earned on temporary deployment of funds) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

2.7. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a. Classification of Financial Instruments

At initial measurement, the Company classifies its financial assets into the following measurement categories:

- Financial assets to be measured at fair value through other comprehensive income;
- Financial assets to be measured at fair value through profit or loss account.

Notes to the Financial Statements for the year ended March 31, 2023

The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets which are explained below:

Business Model Assessment

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 and is based on observable factors.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realized 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 or newly purchased financial assets going forward.

The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process the Company assesses the contractual terms of financial assets to identify whether they meet the SPPI test. 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset.

In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss.

b. Financial Assets

i. Initial recognition and measurement

All financial assets are recognized initially at fair value. In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are also considered.

ii. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- (a) Investment in Mutual Funds are measured at fair value through profit or loss (FVTPL)
- (b) Equity instruments and investment in Preference Shares are measured at fair value through other comprehensive income (FVTOCI)

(a) Mutual Funds at fair value through profit or loss (FVTPL)

Mutual Funds shall be measured at fair value through profit and loss (FVTPL) unless it is measured at fair value through other comprehensive income, which generally occurs when the SPPI criterion is not met by the debt instrument.

(b) Equity instruments and Preference Shares measured at fair value through other comprehensive income(FVTOCI)

For all equity instruments other than the ones classified as at FVTPL, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Notes to the Financial Statements for the year ended March 31, 2023

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

iii. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the balance sheet) when the rights to receive cash flows from the asset have expired.

2.8. Employee Benefits

a. Short-term Employee Benefits :

Short-term employee benefits are recognized as an expense on accrual basis.

b. Defined Benefit Plans:

The obligation in respect of defined benefit plans, which covers Gratuity, are provided for on the basis of an actuarial valuation at the end of each financial year.

Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings, and will not be reclassified to profit or loss. Defined benefit costs are categorized as follows:

- o service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- o net interest expense or income; and
- o re-measurement.

The Company presents the first two components of defined benefit costs in Statement of Profit and Loss in the line item 'Employee Benefits Expense'.

The present value of the defined benefit plan liability is calculated using a discount rate, which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation, recognized in the Balance Sheet, represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in the future contribution to the plans.

c. Other long-term employee benefits

The liabilities for leave are not expected to be settled wholly within 12 months after the end of the period in which the employee render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in statement of profit and loss.

2.9. Taxes on Income

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in Equity or Other Comprehensive Income.

In such cases, the tax is also recognised directly in Equity or in Other Comprehensive Income.

Notes to the Financial Statements for the year ended March 31, 2023

a. Current Tax

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

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.

b. Deferred Tax

Deferred tax has been dealt with using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date in compliance with the Indian Accounting Standard (Ind AS) - 12 on Income Tax.

2.10. Use of Critical Estimates, Judgements and Assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the accounting policies and/or the notes to the financial statements.

In the process of applying the Company's accounting policies, management has made the following judgments, which have most significant effect on the amounts recognised in the financial statement:

a. Estimation of Defined benefit obligations

The cost of the defined benefit plans and the present value of the obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates.

Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each financial year end.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the actuary considers the interest rates of government bonds. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increase is based on expected future inflation rates.

b. Estimated fair value of unlisted securities

The fair values of financial instruments that are not traded in an active market and cannot be measured based on quoted prices in active markets is determined on Net Worth basis.

2.11. Earnings Per Share (EPS)

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

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

Notes to the Financial Statements for the year ended March 31, 2023

2.12. Provision, Contingent Liabilities and Contingent Assets

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are disclosed when probable and recognised when realisation of income is virtually certain.

2.13. Recent Accounting Pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as stated below. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023.

- a. Ind AS 1 - Presentation of Financial Statements -

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The Company has evaluated the amendment and the impact of the amendment is insignificant in the Financial Statements.

- b. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors -

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The Company has evaluated the amendment and there is no impact on its Financial Statements.

- c. Ind AS 12 - Income Taxes -

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The Company has evaluated the amendment and there is no impact on its Financial Statements.

- d. Ind AS 107 - Financial Instruments Disclosures -

This amendment has made an addition which says that "Information about the measurement basis for financial instruments used in preparing the financial statements is material accounting policy information and is to be disclosed." The Company has evaluated the amendment and there is no impact on its Financial Statements.

Notes to the Financial Statements for the year ended March 31, 2023**3. Cash and Cash Equivalents**

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Current Account balances with banks	271	69
	271	69

* One current account has become inoperative, amounting to Rs. 2601.55/-. The balance is subject to confirmation.

4. Trade Receivables

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(Refer Note: 4A)		
Receivables Considered Good- Unsecured	71,618	71,618
	71,618	71,618

4A. Trade Receivables aging Schedule :

(₹ '000)

Particulars	As at March 31, 2023					Total
	Outstanding for following periods from date of the transaction					
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	56	70,802	760	71,618
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	-	-	56	70,802	760	71,618

Particulars	As at March 31, 2022					Total
	Outstanding for following periods from date of the transaction					
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	56	70,802	-	760	71,618
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	-	56	70,802	-	760	71,618

Notes to the Financial Statements for the year ended March 31, 2023

5. Other Receivables*

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(Refer Note: 5A)		
Receivables Considered Good- Unsecured	1,21,876	1,21,820
	1,21,876	1,21,820

(*Other Receivables are on account of reimbursement)

5A. Other Receivables aging Schedule :

(₹ '000)

Particulars	As at March 31, 2023					
	Outstanding for following periods from date of the transaction					
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	56	-	-	-	-	56
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	1,21,820	1,21,820
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	56	-	-	-	1,21,820	1,21,876

Particulars	As at March 31, 2022					
	Outstanding for following periods from date of the transaction					
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	1,21,820	1,21,820
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	-	-	-	-	1,21,820	1,21,820

Notes to the Financial Statements for the year ended March 31, 2023**6. Loans**

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(Refer Note: 6A)		
Inter Corporate Deposits		
To Body Corporates:		
Considered Good	2,25,289	1,89,299
Considered Doubtful	15,02,225	17,21,376
Less: Provision for Non Performing Loan	(4,82,018)	(5,97,160)
	12,45,496	13,13,515
	12,45,496	13,13,515

Notes to the Financial Statements for the year ended March 31, 2023

6A. Loans

(₹ '000)

Particulars	As at March 31, 2023 At Fair Value				As at March 31, 2022 At Fair Value					
	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Designated at Fair Value through Profit or Loss	Total	Amortised Cost	Through Other Comprehensive Income	Through Profit or Loss	Designated at Fair Value through Profit or Loss	Total
Loans (A)										
(i) Other Loans:										
Inter corporate Deposits	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515
Total (A) Gross	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-
Total (A) Net	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515
(B)										
(i) Secured by tangible assets / cash flows	-	-	-	-	-	-	-	-	-	-
(ii) Covered Bank/Government Guarantees	-	-	-	-	-	-	-	-	-	-
(iii) Unsecured	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515
Total (B) Gross	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-
Total (B) Net	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515
(C)										
(i) Public Sector	-	-	-	-	-	-	-	-	-	-
(ii) Others	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515
Total (C) Gross	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-
Total (C) Net	12,45,496	-	-	-	12,45,496	13,13,515	-	-	-	13,13,515

Notes to the Financial Statements for the year ended March 31, 2023

7. Investments

(₹ '000)

Particulars	Face Value (in Rs.)	As at 31st March, 2023		As at 31st March, 2022	
		Quantity	Total	Quantity	Total
Investment in Debentures (Unquoted)					
Fair Value through Profit & Loss					
5% Debentures of The Shillong Club Limited		5,300	0	5,300	0
Investment in Preference Shares (Unquoted)					
Fair Value through Profit & Loss					
Mcnally Bharat Engineering Company Limited					
11.5% Non-Convertible Redeemable Cumulative Preference Shares	100	1,33,320	0	1,33,320	0
Investment in Equity instruments					
Fair Value through Other Comprehensive Income					
(i) Quoted					
Eveready Industries India Limited	5	20,000	5,778	20,000	6,700
Mcnally Bharat Engineering Company Limited	10	1,92,14,753	62,640	1,92,14,753	97,995
Mint Investments Limited	10	2,40,000	1,440	2,40,000	1,440
The Standard Batteries Limited	1	41,775	1,091	41,775	1,592
"Pressman Advertising Limited [Formerly known as Nucent Estate Limited]"	2	47,000	3,041	47,000	1,932
Total Quoted			73,990		1,09,659
Fair Value through Profit & Loss					
(iii) Unquoted					
Babcock Borsig Limited*	10	66,26,000	0	66,26,000	0
Woodlands Multispeciality Hospitals Limited*	10	1,250	0	1,250	0
Woodside Parks Limited*	10	49,04,000	0	49,04,000	0
Bishnauth Investments Limited*	10	35,000	0	35,000	0
Shakambhari Ispat and Power Limited (Rs 7.5 paid up out of Rs 10)	10	6,12,620	49,838	6,12,620	49,838
Total Un-Quoted			49,838		49,838
Total(i+ii)			1,23,828		1,59,497
(A) Investments in India			1,23,828		1,59,497
(B) Investments outside India			-		-
Total – Gross (B)			1,23,828		1,59,497
(C) Total of (A) to tally with (B)			1,23,828		1,59,497
"Less: Impairment loss allowance (C) **"			-		-
(D) Total – Net (A) - (C)]			1,23,828		1,59,497
Aggregate amount of quoted investments			73,990		1,09,659
Market value of quoted investments			73,990		1,09,659
Aggregate amount of unquoted investments			49,838		49,838
Market value of unquoted investments			-		-

*Amount is below the rounding off norm adopted by the Company.

Notes to the Financial Statements for the year ended March 31, 2023**8. Other Financial Assets**

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Interest accrued on Loans and Deposits		
- from Body Corporates	3,52,851	3,36,231
(b) Other Receivables	-	425
	3,52,851	3,36,656

Notes to the Financial Statements for the year ended March 31, 2023

9. Property, Plant and Equipment

(₹ '000)

ASSETS	Gross Block			Depreciation			Net Block			
	Cost as at 01.04.2022	Additions during the year	Sale/Adjustments during the year	Cost as at 31.03.2023	As on 01.04.2022	For the Year	Adjust- ments	As on 01.04.2023	As at 31.03.2023	As at 31.03.2022
Plant & Equipment	496	-	-	496	485	3	-	488	7	10
Furniture & Fittings	1,416	-	-	1,416	1,351	14	-	1,365	51	65
Total	1,912	-	-	1,912	1,835	17	-	1,854	58	75

ASSETS	Gross Block			Depreciation			Net Block			
	Cost as at 01.04.2021	Additions during the year	Sale/Adjustments during the year	Cost as at 31.03.2022	As on 01.04.2021	For the Year	Adjust- ments	As on 01.04.2022	As at 31.03.2022	As at 31.03.2021
Plant & Equipment	496	-	-	496	475	10	-	485	10	20
Furniture & Fittings	1,416	-	-	1,416	1,331	20	-	1,351	65	85
Total	1,912	-	-	1,912	1,806	30	-	1,836	75	105

10. Goodwill

(₹ '000)

ASSETS	Gross Block			Impairment			Net Block			
	Cost as at 01.04.2022*	Additions during the year	Sale/Adjustments during the year	Cost as at 31.03.2023	As on 01.04.2022	For the Year	Adjust- ments	As on 01.04.2023	As at 31.03.2023	As at 31.03.2022
Goodwill	0	-	-	0	-	0	-	0	0	0
Total	-	-	-	0	-	0	-	0	0	0

ASSETS	Gross Block			Impairment			Net Block			
	Cost as at 01.04.2021*	Additions during the year	Sale/Adjustments during the year	Cost as at 31.03.2022	As on 01.04.2021	For the Year	Adjust- ments	As on 01.04.2022	As at 31.03.2022	As at 31.03.2021
Goodwill	0	-	-	0	-	-	-	-	0	0
Total	0	-	-	0	-	-	-	-	0	0

Due to the Company's declining performance and continuous operating losses, the goodwill of the Company has been impaired as at year end 31st March, 2023.

*Amount is below the rounding off norm adopted by the Company.

Notes to the Financial Statements for the year ended March 31, 2023**11. Other Non- Financial Assets**

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Security Deposits	17	45
(b) Other advances	-	2,26,976
(c) Prepaid Expenses	17	-
(d) Balances with Government Authorities	4,795	5,487
	4,829	2,32,508

12. Other Payables*

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Payables		
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	2,33,504	54,482
	2,33,504	54,482

*(Other Payable are on account for expense)

Other Payables aging schedule:

(₹ '000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1,80,610	52,719	-	175	2,33,504
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-
	1,80,610	52,719	-	175	2,33,504

Notes to the Financial Statements for the year ended March 31, 2023

13. Borrowings (Other than Debt Securities)

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Secured		
Measured at Ammortised Cost		
Term Loans		
(i) KKR India Financial Services Private Limited	9,93,500	10,00,000
(ii) Aditya Birla Finance Limited	8,53,003	10,19,437
	18,46,503	20,19,437
(b) Unsecured		
Loans repayable on demand		
From body corporates	28,50,276	29,36,293
	28,50,276	29,36,293
Total	46,96,779	49,55,730
Borrowings in India	46,96,779	49,55,730
Borrowings outside India	-	-
Total	46,96,779	49,55,730

Particulars	Nature of Security	Terms of repayment
1. KKR India Financial Services Private Limited	<p>Collateral Cover: Collateral cover to be in the form of Acceptable Real Estate, Equity shares of McLeod Russel India Limited and Eveready Industries India Limited.</p> <p>Pledge of CCPS: Charge over 4,16,66,666 nos. of CCPS of McNally Bharat Engineering Company Limited held by Williamson Magor & Co. Limited, Williamson Financial Services Limited and Babcock Borsig Limited against facilities of Rs. 100 crores each availed by Williamson Magor & Co. Limited and Williamson Financial Services Limited.</p> <p>Personal Guarantee: Personal guarantee of Aditya Khaitan and Amritanshu Khaitan backed by net worth certificate.</p> <p>Letter of Comfort: Letter of comfort backed by Board Resolution from McLeod Russel India Limited.</p> <p>Hypothecation of designated bank account: Hypothecation of designated bank account of the Borrower for the facility. The said account shall be operated solely by the security trustee.</p> <p>Undated Cheques: Undated cheques for contracted maturity payments along with demand promissory notes for the facility from the Personal Guarantors and the Company (Borrower).</p>	Bullet repayment at the end of 3rd year, with effect from 30.09.2020.
2. Aditya Birla Finance Limited	<p>The above facility is secured by mortgage of immovable property at a cover of 1.00x of the facility amount and pledge of 100% fully paid up, unencumbered and freely transferable shares of Vedica Sanjeevani Projects Private Limited and Christopher Estates Private Limited collectively holding approximately 156 acre land in Neemrana Rajasthan. The shareholders of the said Land Owning Companies shall undertake not to issue any additional shares or raise any additional financing of any nature whatsoever without prior written consent of the lender. Also The Land Owning Companies shall provide an undertaking to the Lenders that they shall not transfer the Land or create any encumbrance on the Land held by them, during the tenor of this Facility.</p> <p>Rate of Interest as per agreement is 13.60%</p>	Repayable in 16 equal quarterly instalments after a moratorium of 24 months from the date of first disbursement of the facility. However the Company has defaulted in installments of loan during the F.Y. 2019-2020

Notes to the Financial Statements for the year ended March 31, 2023

14. Other Financial Liabilities

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Interest accrued and due on borrowings	5,14,175	5,27,620
(b) Gratuity Payable	1,008	1,008
	5,15,183	5,28,628

15. Provisions

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Provision for employee benefits		
- For Gratuity	397	373
- For Leave Encashment	-	732
(b) Contingency Provision against Standard Assets	1,259	972
	1,656	2,077

16. Other Non-financial liabilities

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Liabilities	1,960	2,363
	1,960	2,363

17. Equity Share Capital

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised:		
1,50,00,000 (31.03.2022: 1,50,00,000) Equity Shares of Rs. 10 each	1,50,000	1,50,000
Total	1,50,000	1,50,000
Issued, Subscribed and Fully Paid up :		
8359136 (31.03.2022: 8359136) Equity Shares of Rs. 10 each	83,591	83,591
Total	83,591	83,591

Notes to the Financial Statements for the year ended March 31, 2023

A) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

(₹ '000)

I) Equity Shares	As at March 31, 2023		As at March 31, 2022		
	Description	Number	Amount	Number	Amount
	Number of Shares outstanding at the beginning of the year	83,59,136	83,591	83,59,136	83,591
	Number of Shares issued during the year	-	-	-	-
	Number of Shares outstanding at the end of the year	83,59,136	83,591	83,59,136	83,591

B) Terms / rights attached to

I) Equity Shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

Dividends, if any, is declared and paid in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. However, no dividend is / was declared on the equity shares for the year ended March 31, 2023.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

C) Name of Shareholders holding more than 5% shares

I) Name of Shareholder	As at March 31, 2023		As at March 31, 2022		
	Description	No. of shares	% of Holding	No. of shares	% of Holding
	Mcleod Russel India Limited	16,66,953	19.94	16,66,953	19.94
	Williamson Magor & Co. Limited	25,87,750	30.96	25,87,750	30.96
	Bisnauth Investments Limited	8,57,498	10.26	8,57,498	10.26
		51,12,201	61	51,12,201	61

D) Promoter's Shareholding

Shares held by promoters at the end of the year	As at March 31, 2023		As at March 31, 2022		
	Promoter Name	No. of shares	% of Total Shares	No. of shares	% of Total Shares
Promoter's					
	Amritanshu Khaitan	36,219	0.4333	36,219	0.4333
	B M Khaitan	349	0.0042	349	0.0042
	Williamson Magor & Co. Limited	25,87,750	30.96	25,87,750	30.96
	Mcleod Russel India Limited	16,66,953	19.94	16,66,953	19.94
	Bisnauth Investments Limited	8,57,498	10.26	8,57,498	10.26
Promoter Group					
	Yashodhara Khaitan	205	0.0025	205	0.0025
	Vanya Khaitan	5	0.0001	5	0.0001
	United Machine Co. Ltd	60,372	0.7222	60,372	0.7222
	Ichamati Investment Ltd.	24,996	0.299	24,996	0.299

Notes to the Financial Statements for the year ended March 31, 2023

18. OTHER EQUITY

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Securities Premium		
Balance as per last Financial Statements	1,18,045	1,18,045
Total	1,18,045	1,18,045
(ii) Capital Redemption Reserve		
Balance as per last Financial Statements	4,26,371	4,26,371
Total	4,26,371	4,26,371
(iii) Statutory Reserve		
Reserve Fund under the RBI Act, 1934		
Balance as per last Financial Statements	95,070	95,070
Total	95,070	95,070
(iv) General Reserve		
Balance as per last Financial Statements	6,33,400	6,33,400
Total	6,33,400	6,33,400
(v) Retained Earnings		
Balance as per last Financial Statements	(31,50,780)	(29,46,276)
Add: Profit / (Loss) for the year	(1,85,082)	(2,04,504)
Total	(33,35,862)	(31,50,780)
(vi) Other Comprehensive Reserve		
Balance as per last Financial Statements	(14,61,453)	(14,09,431)
Remeasurement of the defined benefit plans	26	20
Fair value changes of investments in equity shares	(35,669)	(52,042)
Total	(14,97,096)	(14,61,453)
TOTAL	(35,60,072)	(33,39,347)

Notes to the Financial Statements for the year ended March 31, 2023

18. OTHER EQUITY (Contd...)

Notes:

Securities Premium: Securities Premium is credited when shares are issued at premium. It can be used to issue bonus shares, to provide for premium on redemption of shares or debentures, write off equity related expenses like underwriting cost etc.

Capital Redemption Reserve : As per requirements of the Companies Act, 2013, the Company creates Capital Redemption Reserve ("CRR") upon redemption of Preference Shares issued and on the event of buyback of Equity Shares.

Statutory Reserve : Special reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act"). Appropriation from this Reserve Fund is permitted only for the purposes specified by RBI.

General Reserve : Amounts set aside from retained profits as a reserve to be utilised for permissible general purpose of law.

Retained Earnings : Retained Earnings represents the cumulative profits of the Company. This can be utilised in accordance with the provisions of the Companies Act, 2013.

FVTOCI Reserve : It represents the cumulative gains/ (losses) arising on the revaluation of Equity Shares (Other than investments in Subsidiaries and Associates, which are carried at cost) measured at fair value through OCI, net of amounts reclassified to Retained Earnings on disposal of such instruments.

19. Interest Income

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest on Inter Corporate Deposit	36,125	4,702
	36,125	4,702

20. Dividend Income

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Dividend from Equity Investment	47	47
	47	47

21. Other Income

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Liabilities Written back	1,303	1,06,660
Provision Written Back	87,435	-
Bad Debt Recovered	-	5,000
Provision no longer required for standard asset	-	2,505
	88,738	1,14,165

22. Finance Cost

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest on Inter Corporate Borrowings	2,222	-
Other Borrowing Costs	277	286
	2,499	286

Notes to the Financial Statements for the year ended March 31, 2023

23. Employee Benefits Expenses

(₹ '000)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages	831	2,194
Contributions to Provident and Other Funds	-	54
Provision for Gratuity (Refer Note 31)	50	40
Staff Welfare Expenses	48	92
	929	2,380

24. Depreciation, Amortization and Impairment

(₹ '000)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property, plant and equipment	17	30
Impairment on goodwill*	0	-
	17	30

*Amount is below the rounding off norm adopted by the Company

25. Other expenses

(₹ '000)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rates and Taxes	1,018	117
Professional and Consultancy Charges	3,367	1,881
Travelling and Conveyance Expenses	53	153
Listing Fees	385	345
Printing and Stationery	123	66
Postage, Telegram and Telephone	145	30
Other Insurance	38	103
Directors Fees	135	140
Miscellaneous Expenses	148	404
Provision for Non Performing Assets	-	3,17,482
Provision for Standard Assets	289	-
Asset written off	3,00,846	-
	3,06,547	3,20,722

Notes to the Financial Statements for the year ended March 31, 2023

26. Contingent Liabilities

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Claims against the Company not acknowledged as debt	69,310	69,310
i. Disputed Income Tax Demand Income Tax Demand for Assessment Year 2017-18 (against which Company has filed an appeal with the CIT (appeal))		

27. Balance Confirmation

Outstanding balances of Trade Receivables, Other Receivables and Other Payables, Loans and Advances and Borrowings are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. Although the management is of the view that there will be no material discrepancies in this regard, with respect to certain balances, including non-reconciliation of balances with secured loan creditor and balance confirmation thereof, adjustments/impacts are currently not ascertainable and may affect the Financial Statements materially.

28. Deferred Tax

The Company has carry forward business losses available for set off under Income Tax Act, 1961. However, in view of inability to assess future taxable income, the extent of deferred tax assets which may be adjusted in subsequent years is not ascertainable with virtual certainty at this stage and accordingly the deferred tax assets have not been recognized.

29. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

Based on the information received by the Company from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, there are no amounts due to any suppliers covered under this Act as at the Balance Sheet date and hence, disclosures relating to amounts unpaid as at the year-end together with interest paid / payable as required under the said Act have not been given.

30. Earnings Per Share (EPS)

Net Loss for the year has been used as the numerator and numbers of shares have been used as denominator for calculating the basic and diluted earnings per share.

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
A. BASIC		
i. Number of Equity Shares at the beginning of the year	83,59,136	83,59,136
ii. Number of Equity Shares at the end of the year	83,59,136	83,59,136
iii. Weighted average number of Equity Shares outstanding during the year	83,59,136	83,59,136
iv. Face Value of each Equity Share (Rs.)	10	10
v. Profit / (Loss) after Tax for Equity Shareholders (Rs. '000)	(1,85,082)	(2,04,504)
vi. Basic Earnings / (Loss) Per share (v / iii) (Rs.)	(22.14)	(24.46)
B. DILUTED		
i. Number of Dilutive potential Equity Shares		
ii. Diluted Earnings / (Loss) per Share [Same as A (vi) above]	(22.14)	(24.46)

Notes to the Financial Statements for the year ended March 31, 2023

31. Disclosure for Defined Benefit Plans based on actuarial valuation report:

Defined Benefit Plan :

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Changes in Present Value of Obligation as at		
Present value of obligation as on last valuation	373	354
Current Service Cost	23	14
Interest Cost	27	26
Actuarial gain/loss on obligations due to Change in Financial Assumption	1	(4)
Actuarial gain/loss on obligations due to Unexpected Experience	(27)	(16)
Other(Unsettled Liability at the end of the valuation date)	346	346
Present value of obligation as on valuation date	397	373
Expense Recognized in statement of Profit/Loss as at		
Current Service Cost	23	14
Net Interest Cost	27	26
Benefit Cost(Expense Recognized in Statement of Profit/loss)	50	40
Other Comprehensive Income		
Actuarial gain/loss on obligations due to Change in Financial Assumption	1	(4)
Actuarial gain on obligations due to Unexpected Experience	(27)	(16)
Total Actuarial (gain)	(26)	(20)
Balance at the end of the Period	(26)	(20)
Net(Income) for the Period Recognized in OCI	(26)	(20)

Quantitative Sensitive Analysis for Significant Assumption is as below:

(₹ '000)

Sensitivity Analysis	As at 31.03.2023		As at 31.03.2022	
	Increase	Decrease	Increase	Decrease
Discount Rate (-/+ 0.5%)	46.857	54.723	25.303	29.336
%Change Compared to base due to sensitivity	-7.422%	8.119%	-7.101%	7.707%
Salary Growth (-/+ 0.5%)	54.737	46.813	29.345	25.278
%Change Compared to base due to sensitivity	8.146%	-7.509%	7.740%	-7.191%
Attrition Rate (-/+ 0.5%)	50.483	50.745	27.169	27.305
%Change Compared to base due to sensitivity	-0.258%	0.259%	-0.249%	0.249%
Mortality Rate (-/+ 10%)	50.637	50.591	27.250	27.224
%Change Compared to base due to sensitivity	0.045%	-0.046%	0.048%	-0.048%
Discount Rate (-/+ 0.5%)	46.857	54.723	25.303	29.336
%Change Compared to base due to sensitivity	-7.422%	8.119%	-7.101%	7.707%

Notes to the Financial Statements for the year ended March 31, 2023

Sensitivity Analysis Method

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

Disclosure for Defined Benefit Plans based on actuarial valuation report:

(₹ '000)

Table Showing Plan Assumptions	As at March 31, 2023	As at March 31, 2022
Discount Rate	7.26%	7.37%
Expected Return on Plan Asset	0.00%	0.00%
Rate of Compensation Increase(Salary Inflation)	5.00%	6.00%
Pension Increase Rate		
Average expected future service (Remaining working Life)	21	17
Mortality Table	IALM 2012- 2014 Ultimate	IALM 2012- 2014 Ultimate
Superannuation at age-Male	58	58
Superannuation at age-Female	58	58
Early Retirement & Disablement (All Causes Combined)	1.00%	1.00%
above age 45	0.06%	0.06%
Between 29-45	0.03%	0.03%
below age 29	0.01%	0.01%
Voluntary Retirement	Ignored	Ignored

32. Related Party Disclosures

A. Name of Related Parties where control exists :

- i. Mr. Aditya Khaitan (Director)
- ii. Mr. Gaurang Shashikant Ajmera (Director)
- iii. Mr. Mohan Dhanuka (Director)
- iv. Ms. Maria Khan (Director, Appointed w.e.f. 29.06.2022)
- v. Mr. S. R. Mundhra (KMP- CFO and Manager)
- vi. Mr. Mohit Arora (KMP- Compliance Officer, Appointed w.e.f. 12.04.2022, Resigned w.e.f. 31.03.2023)
- vii. Ms. Ekta Benia (KMP- Compliance Officer, Appointed w.e.f. 01.04.2023)
- viii. Mrs. Krishna Mundhra (wife of Mr. S.R.Mundhra)
- ix. Williamson Magor & Co. Limited (Company exercising significant influence)

Notes to the Financial Statements for the year ended March 31, 2023

A. Transaction with Related Party

(₹ '000)

Details of Payment to Directors	2022-23	2021-22
Director Fees		
i. Aditya Khaitan	25	20
ii. Arundhati Dhar	-	40
iii. Gaurang Shhsikant Ajmera	40	40
iv. Mohan Dhanuka	40	40
v. Maria Khan	30	-
Total	135	140
Transaction with Related Party Companies		
Williamson Magor & Co Limited		
i. Invocations of Investment by lenders on behalf of group companies	1,75,108	52,719
ii. Reversal of Interest Expense	-	1,06,581
Total	1,75,108	1,59,300
Transaction with Key Managerial Personnel		
Remuneration		
i. Mr. Javed Akhtar	37	1,365
ii. Mr. Mohit Arora	890	-
iii. Mr. Shyam Ratan Mundhra	720	720
Total	1,647	2,085

B. Balances with Related Party at year end

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
1. Williamson Magor & Co Limited		
i. Other Payable	2,32,926	52,719
	2,32,926	52,719

33. Capital Management

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

Regulatory Capital

Particulars	As at 31.03.2023	As at 31.03.2022
CRAR	-103.06%	-93.81%
CRAR- Tier I Capital (%)	-103.06%	-114.93%
CRAR- Tier II Capital (%)	-	21.11%

Regulatory capital consists of Common Equity Tier- 1 capital, which comprises of share capital, share premium, retained earnings including current year losses. Certain adjustments are made to Ind AS based results and reserves, as prescribed by the Reserve Bank of India. The other component of regulatory capital is other Tier 2 Capital instruments.

Notes to the Financial Statements for the year ended March 31, 2023

34. Fair Value Disclosures

A. Accounting classifications and fair values

The carrying amount and fair value of financial instruments presented below:

(₹ '000)

As at 31st March, 2023	Carrying Amount				Fair Value			Total
	Amortised Cost	FVTOCI	FVTPL	Others (at Cost)	Level 1	Level 2	Level 3	
Financial Assets measured at Fair Value								
Investments	-	1,23,828	-	-	73,990	-	49,838	1,23,828
Financial Assets not measured at fair value								
Cash and Cash Equivalents	-	-	-	271	-	-	-	-
Trade Receivables	-	-	-	71,618	-	-	-	-
Other Receivables	-	-	-	1,21,876	-	-	-	-
Loans	12,45,496	-	-	-	-	-	-	-
Other Financial Asset	-	-	-	3,52,851	-	-	-	-
Financial Liability not measured at Fair Value								
Other Payables	-	-	-	2,33,504	-	-	-	-
Borrowings (other than Debt Securities)	-	-	-	46,96,779	-	-	-	-
Other Financial Liabilities	-	-	-	5,15,183	-	-	-	-

(₹ '000)

As at 31st March, 2022	Carrying Amount				Fair Value			Total
	Amortised Cost	FVTOCI	FVTPL	Others (at Cost)	Level 1	Level 2	Level 3	
Financial Assets measured at Fair Value								
Investments	-	1,59,497	-	-	1,09,659	-	49,838	1,59,497
Financial Assets not measured at fair value								
Cash and Cash Equivalents	-	-	-	69	-	-	-	-
Trade Receivables	-	-	-	857	-	-	-	-
Other Receivables	-	-	-	-	-	-	-	-
Loans	13,13,515	-	-	-	-	-	-	-
Other Financial Asset	-	-	-	4,79,238	-	-	-	-
Financial Liability not measured at Fair Value								
Other Payables	-	-	-	54,842	-	-	-	-
Borrowings (other than Debt Securities)	-	-	-	49,55,730	-	-	-	-
Other Financial Liabilities	-	-	-	5,28,628	-	-	-	-

The Company has not disclosed the fair values for cash and cash equivalents, bank balances, trade receivables, loans, term deposits, trade payables and other financial liabilities as these are short term in nature and their carrying amounts are a reasonable approximation of fair value.

Notes to the Financial Statements for the year ended March 31, 2023

Fair Value Instrument and Fair Value Measurement (Contd.)

Reconciliation of level 3 fair value measurement is as follows :

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Loans		
Balance at the beginning of the year	19,10,674	21,24,607
Gain included in OCI	-	-
Net change in fair value (unrealised)	-	-
Addition during the year	35,990	2,51,799
Impairment in value of investments	-	-
Amount derecognised / repaid during the year	(1,29,550)	(3,80,732)
Amount written off	(89,600)	(85,000)
Balance at the end of the year	17,27,514	19,10,674
Provision for NPA	(4,82,018)	(5,97,160)
Balance at the end of the year	12,45,496	13,13,515

B. Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The carrying amounts of financial assets and liabilities which are at amortised cost are considered to be the same as their fair values as there is no material differences in the carrying values presented.

ii) Financial instruments - fair value

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities.

(Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurement). The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices;

Level 2: The fair value of financial instruments that are not traded in active market is determined using valuation technique which maximizes the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value on instrument are observable, the instrument is included in level 2; and

Level 3: If one or more of significant input is not based on observable market data, the instrument is included in level 3.

iii) Transfers between levels I and II

There has been no transfer in between level I and level II.

iv) Valuation techniques (Investment in equity instruments)

The majority equity instruments held by the Company are actively traded on stock exchanges with readily available active prices on a regular basis. Such instruments are classified as level 1. Investments in mutual Funds are valued as per the NAV prevailing at the end of the financial years and such investments are classified as level 1. Equity investments in unquoted instruments are fair valued using the valuation technique and accordingly classified as level 3.

Note 35

35. The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, details whereof need to be provided under any law/Indian Accounting Standards.

36. Risk Management

The Company's principal financial liabilities comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include Investments, Loan, Trade Receivables and Cash and Cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors has an overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

Notes to the Financial Statements for the year ended March 31, 2023

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 to reflect changes in market conditions and the Company's activities.

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.

1) Credit risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations and arises principally from the Company's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

The Company's exposure to credit risk for loans and advances by type of counterparty is as follows:

(₹ '000)

Particulars	Carrying Amount	
	As at March 31, 2023	As at March 31, 2022
Trade Receivables	71,618	857
Loans	12,45,496	19,10,674

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. For the purposes of this analysis, the trade receivables are categorised into groups based on days past due. However, company has not made provision for impairment due to ongoing restructuring process.

Cash and cash equivalent and Bank deposits

Credit risk on cash and cash equivalent and bank deposits is limited as the Company generally invests in term deposits with banks.

2) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Company is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Company manages its liquidity through term loans and inter-corporate deposits.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities based on contractual undiscounted payments along with its carrying value as at the balance sheet date.

(₹ '000)

Particulars	Upto 12 Months	More than 12 Months	Total
As at 31st March, 2023			
Borrowings	-	46,96,779	46,96,779
Trade/ Other Payables	2,33,504	-	2,33,504
As at 31st March, 2022			
Borrowings	-	49,55,730	49,55,730
Trade/ Other Payables	54,482	-	54,482

3) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk includes interest rate risk and foreign currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Notes to the Financial Statements for the year ended March 31, 2023

37. Maturity Analysis of Assets and Liabilities

(₹ '000)

PARTICULARS	As at 31st March, 2023			As at 31st March, 2022		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Assets						
Financial Assets						
Cash and Cash Equivalents	271	-	271	69	-	69
Trade Receivables	-	71,618	71,618	857	-	857
Other Receivables	56	1,21,820	1,21,876			
Loans	12,45,496	-	12,45,496	19,10,674	-	19,10,674
Investments	-	1,23,828	1,23,828	-	1,59,497	1,59,497
Other Financial Assets	3,52,851	-	3,52,851	4,79,238	-	4,79,238
Non- Financial Assets						
Current Tax Assets	51,774	-	51,774	51,767	-	51,767
Property, Plant & Equipment	-	58	58	-	75	75
Other Non- Financial Assets	17	4,812	4,829	2,82,480	28	2,82,508
Total Assets	16,50,466	3,22,136	19,72,602	27,25,085	1,59,600	28,84,685
Liabilities						
Financial Liabilities						
Other Payables						
(i) Total outstanding dues of micro enterprises and small enterprises						
(ii) Total outstanding dues of creditors other than micro and small enterprises						
Borrowings (Other than Debt Securities)	46,96,779	-	46,96,779	49,55,730	-	49,55,730
Other Financial Liabilities	5,15,183	-	5,15,183	5,28,628	-	5,28,628
Non- Financial Liabilities						
Provisions	1,656	-	1,656	5,99,237	-	5,99,237
Other Non- Financial Liabilities	1,960	-	1,960	2,363	-	2,363
Total Liabilities	53,96,188	52,894	54,49,082	61,40,441	-	61,40,441
Net	(37,45,722)	2,69,242	(34,76,480)	(34,15,356)	1,59,600	(32,55,756)

Note : Changes in liabilities arising from financial activities disclosed as per Ind AS-7 "Statement of Cash Flows".

Note: Exposures as per RBI directions.

Notes to the Financial Statements for the year ended March 31, 2023

38. Statutory Auditor's Remuneration

The payment made to Statutory Auditor are as follows :

(₹ '000)

	2022-23	2021-22
As Auditor		
- Statutory Audit	240	200
- Limited Review	100	100
- Other Services	-	25
Total	340	325

39. Segment Reporting

The Company is engaged in the business of Financial Services, which as per Ind AS-108 is considered the only reportable Business Segment.

The geographical segmentation is not relevant, as the Company did not have any overseas operations during the year.

40. Provision on Standard Asset

Based on Notification no. DNBR.008/CGM(CDS)-2015 dated 27th March, 2015, provision has been made for standard assets at 0.25 percent of the balance of such assets as at 31st March, 2023 which has been disclosed separately as 'Contingency Provision against Standard Assets' in Note No 15.

41. Due to continuous losses, the Company's Net Worth has been fully eroded. The accounts, however, have been prepared on a going-concern basis, taking into consideration the Company's improvement strategy, or a plan that will result in debt restructuring for the business. The value of the Company's interests in the operating firms of the group will increase significantly as a result of debt restructuring. The Company has consistently made all required steps to collect outstanding debt from its borrowers. The Company believes that in order to lower the Net Performing Assets and boost the Company's net worth, the loan and interest recovery will be further increased in the upcoming time. Additionally, the Company is negotiating with the secured lenders to pay off their debts in the forthcoming financial years.

42. Non-recognition of Interest Expense

- The Company has requested the Inter-Corporate lenders to consider the waiver of interest for the current financial year which is yet to be confirmed. Accordingly, interest expense of Rs. 3,62,331 thousands on inter-corporate borrowings for the year ended 31st March, 2023 (Rs. 3,78,424 thousands for the year ended 31st March, 2022) has not been recognized in the Financial Statements.
- The Company is in dispute with its Secured Lenders, namely Aditya Birla Finance Limited and KKR Financial Services Limited. As the matter is under litigation, the Board of Directors has decided not to recognise interest expense on its borrowings for the current period in the Audited Financial Statement as the same is unascertainable at present.

43. The Company has been in default in payment of interest and principal instalments of the term loan from Aditya Birla Financial Limited. The Security Trustee has invoked securities given by the company from time to time without any intimation/confirmation. However during the year ended, the security trustee has informed that the Lender has invoked the mortgage of the Bungalow, located at Sedgemoor in Ootacamund, India at a consideration of 40,942 thousands and adjusted its dues.

44. The Company has been in default in payment of interest and principal instalments of the term loan from Aditya Birla Financial Limited. The Security Trustee has invoked securities given by the company from time to time without any intimation/confirmation. However during the year, the security trustee has informed that the Lender has invoked the mortgage of the Dover Park Bungalow, located at Kolkata in West Bengal, India at a consideration of 1,33,900 thousands and adjusted its dues.

Notes to the Financial Statements for the year ended March 31, 2023

- 45.** The Term Loan taken by the Company from Aditya Birla Financial Institution has security of Neemrana Land Jointly owned by Vedica Sanjeevani Project Limited and Christopher Estates Private Limited which has been acquired by Aditya Birla Financial Limited under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. The Impact of above will be recognised on the completion of the settlement process.
- 46.** The company has pledged certain shares and instruments to the lenders/security trustees for loans availed by the company and by other group of companies. Due to default in repayment of borrowings certain shares and other investments were invoked by lenders and by trustees on behalf of the lenders. The details are as follows :

Details of instrument	Type of instrument invoked	Number	Invocation Date	Invoked by
Financial Year 2019-20				
Eveready Industries India Limited	Equity Shares	39,10,000	04/07/2019	Yes bank
Eveready Industries India Limited	Equity Shares	5,00,000	08/07/2019	Vistra ITCL (India)
McLeod Russel India Limited	Equity Shares	7,20,330	31/06/2019	
McLeod Russel India Limited	Equity Shares	19,00,000	27/06/2019	
McLeod Russel India Limited	Equity Shares	20,44,670	08/07/2019	
Aditya Birla Sun Life Low Duration Fund Growth	Mutual Fund	1,61,842	08/07/2019	
Aditya Birla Sun Life Mutual Fund Saving Fund Regular Growth Open Ended	Mutual Fund	2,14,730	23/09/2019	
FY 2020-2021				
Eveready Industries India Limited	Equity Shares	5,46,548	16/06/2020	DMI Finance Private Limited
Eveready Industries India Limited	Equity Shares	56,866	16/06/2020	IL&FS Financial Service Limited
Eveready Industries India Limited	Equity Shares	6,37,574	14/07/2020	
Eveready Industries India Limited	Equity Shares	7,20,000	07/10/2020	Vistra ITCL (India)
McLeod Russel India Limited	Equity Shares	25,122	16/06/2020	DMI Finance Private Limited
McLeod Russel India Limited	Equity Shares	12,08,603	16/06/2020	
McNally Bharat Engineering Co. Limited	Equity Shares	9,86,762	16/06/2020	
McNally Bharat Engineering Co. Limited	Equity Shares	5,01,000	16/06/2020	

Notes to the Financial Statements for the year ended March 31, 2023

- Details of invocation with the sales value and the adjustments thereof are confirmed by "Yes Bank". As per the details, the shares were pledged for loan taken by "McLeod Russel India Limited", the shares were sold @ Rs. 60.87. The same was adjusted against the principal of inter corporate borrowing taken from McLeod Russel India Limited by Rs. 2,38,025 thousand in FY 2019-2020. Subsequently, on inter company reconciliation the same is transferred and adjusted from interest payable instead of principle payable to "McLeod Russel India Limited" in FY 2020-2021.
- For the invocations done by security trustee "Vistra ITCL (India)" the details of sales value and adjustment with the loan is not provided by the lender and, therefore, the value has been taken at the market price on the date of invocation. Accordingly the Profit/Loss thereof has been calculated and the adjustment of the Loan taken from Aditya Birla Finance Limited (as there instruments were pledged for Loan taken from Aditya Birla Finance Limited).
- All the invocations of pledged share on 16th June, 2020 was done by DMI Finance Private Limited for its loan. The company has gone for legal proceedings with DMI Finance Private Limited, hence no interest or penal interest is provided for the said loan. The rate at which the invocations are done are not known to the company hence market rate of shares prevailing on the date of invocation is considered in the Financial Statements. The value thus arrived at of the invocation is adjusted against its loan, from DMI Finance Private Limited resulting in the lender's Debit balance of Rs. 4,101 thousands which is shown as Other Receivable (Refer Note No.5).
- The invocation of pledged shares on 14th July,2020 is done by IL&FS Finance Service Limited for loan taken by a group company. As the Company is not sure as to the invocation is for loan of which company, the same is shown under the head "Trade Receivable" amounting to Rs.70,817 thousand (Refer Note No. 4) for lack of any confirmation and acknowledgement from the lender.
- The invocation of pledged shares on 7th Oct,2020 is done by Vistra ITCL (India) for loan taken by Babcock Borsig Limited and the same is adjusted against the loan taken from them
- Investment of Williamson Magor & Co. Limited in 9,300 Thousand Number of Equity Shares of Mcnally Bharat Engineering Limited invoked by DMI Finance Private Limited in the Financial Year 2020-21 and 2021-22. The Value of invocation of Rs. 52,719 Thousand were transferred to DMI Finance Private Limited under the head 'Other Receivable' (Refer Note 5) and credited to Williamson Magor & Co. Limited under the head 'Other Payable'. (Refer Note 12).

As no confirmation and acknowledgement received was from the lenders or trustees of the lender in respect of the invocation of shares pledged for the loan taken by the Company and that taken by other group of companies, the invocation value of shares was taken at the market rate prevailing on the date of invocation and profit or loss thereon taken into account accordingly and adjusted in the respective account stated above.

- 47.** During the earlier years, the company had given Inter Corporate Loans and Advances to Mcnally Bharat Engineering Company Limited (MBECL). MBECL is under Corporate Insolvency Resolution Process(CIRP), under the provision of the Insolvency Bankruptcy Code, 2016 in terms of the order dated 29 April, 2022 of the National Company Law Tribunal, Kolkata Branch. The company had filed claim of Rs.1,66,950 thousands before the Interim Resolution Professional (IRP) in the CIRP of MBECL. The IRP has admitted the Claim to the extent of the principal amounting to Rs. 5000 thousands only. However, final order has not been passed and adjustment if any, will be made accordingly.

48. Corporate Social Responsibility

As per section 135 of the Companies Act 2013, the Company is required to spend, in every financial year, at least 2% of the Average net profit made during three immediately preceding financial years. Since the Company has no Average Net Profit during the said period, the company did not spend any amount in Corporate Social Responsibility activities during the current financial year.

Notes to the Financial Statements for the year ended March 31, 2023

49. Additional Regulatory Information

- i. There is no Immovable property held by the company as on 31st March 2023 and 31st March 2022 so disclosure regarding Title deeds thereof is not applicable.
- ii. There is no Investment Property held by the company as on 31st March 2023 and 31st March 2022 so disclosure regarding valuation by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- iii. Company has not revalued its intangible assets during the year so disclosure regarding valuation by a registered valuer as defined under Rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.
- iv. There is no transactions 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 (Such as, search or Survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme. Also, there is no such previously unrecorded income and related assets have been properly recorded in the books of account during the year.
- v. Details of Transaction with the companies struck off under section 248 of Companies Act, 2013 or section 560 of the Companies Act, 1956 are as follows: (₹ '000)

Name of Struck off Company	Nature of Transactions	Balance Outstanding (2022-23)	Balance Outstanding (2021-22)	Relationship with Struck off Company
Sonata Construction Pvt Ltd.	Other Receivables	Nil*	2,20,000	No

*The Company has written off the entire balance during the year.

- vi. No Proceedings have been initiated or pending against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, so disclosure regarding this is not applicable.
- vii. No borrowings from banks and financial institutions have been taken by the company on the basis of the security of current assets.
- viii. The Company has not been declared wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines issued by the Reserve Bank of India.
- ix. The company has used the borrowing from banks and financial institutions for the specific purpose for which it was taken at the Balance Sheet date, so disclosure regarding this is not applicable.
- x. All the charges which are required to be registered with the Registrar of Companies (ROC) have been duly registered under the provisions of Companies Act, 2013 and rules made thereunder. However, following are open charges and yet to be satisfied as there are disputes with them with respect to the loans obtained by the group companies :

(₹ '000)

Sl. No.	SRN	Charge ID	Charge Holder Name	Date of Creation	Amount
1	AA1294328	100260853	J. C. Flowers Asset Reconstruction Private Limited	18/04/2019	40,00,000
2	G84787993	100171376	DMI Finance Private Limited	24/04/2018	2,00,000
3	G74683012	100149602	IL&FS Financial Services Limited	27/12/2017	2,50,000

Notes to the Financial Statements for the year ended March 31, 2023

- xi. The Company does not have any investment in subsidiary companies so disclosure regarding the number of layers prescribed under clause 87 of section 2 of the Act read with Companies (Restriction on Number of Layers) Rules, 2017 is not applicable.
- xii. No such scheme of arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, so disclosure regarding this is not applicable.
- xiii. No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to 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.
- xiv. No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

50. As per RBI Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 1, 2016, additional disclosures are required in the Annual Financial Statements as follows:

i) Registration / Licence/ authorization obtained from Financial Sector Regulators:

The Company had received certificate of registration as a non-deposit taking non-systematically important Non- Banking Financial Company from Reserve Bank of India dated 21st May, 1998 having COR Number 08.00053.

ii) Ratings assigned by credit rating agencies and migration of ratings during the year:

The Company has not evaluated its credit worthiness in any manner.

iii) Penalties levied during the year:

Securities and Exchange Board of India (SEBI) had levied a penalty of Rs. 500 thousands on the Company against Adjudication order number ORDER/GG/VV/2022-23/17476-17478.

iv) Off- Balance Sheet Exposure:

The Company has Nil Off Balance Sheet Exposure as on 31st March, 2023.

v) Provision and Contingencies

Break up of Provision and Contingencies shown under the head Expenditure in the Statement of Profit & Loss

(₹ '000)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Provision for Non-Performing Asset	(87,435)	3,17,482
Provision for Standard Asset	289	(2,505)
Provision for Employee Benefit	50	40
Total	(87,096)	(3,15,017)

Notes to the Financial Statements for the year ended March 31, 2023

vi) Concentration of Advances and Exposures:

Concentration of Advances*:

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Total Advances to twenty largest Borrowers	17,74,824	20,77,934
Percentage of Advances to twenty largest borrowers to Total Advances	94%	92%

*Advances includes loan, advances and other receivable.

Concentration of Exposure*:

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Total Advances to twenty largest Borrowers	1,92,94,89	22,37,587
Percentage of Advances to twenty largest borrowers to Total Advances	85%	84%

*Exposure includes loan, Advances, Accrued Interest, Investment in Equity and Other receivable

vii) Concentration of Non-Performing Asset:

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Total Exposure to top Four NPA	10,10,000	10,10,000

viii) Sector Wise NPA :

(₹ '000)

Sl. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	Agriculture & Allied activities	-	-
2	MSME	-	-
3	Corporate Borrowers	(4,82,018)	(5,97,160)
4	Services	-	-
5	Unsecured Personal Loan	-	-
6	Auto Loan	-	-
7	Other Personal Life	-	-

ix) Exposure to Real Estate Sector

The Company had nil exposure to Real Estate Sector.

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
Direct Exposure	-	-
a) Residential Mortgages- Lending fully secured by mortgages on residential property that is or will occupied by the borrower or that is rented		
b) Commercial Real Estate Lending secured by mortgages on commercial real estates (office buildings, retail space, multi-purpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based limit Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
a) Residential	-	-
b) Commercial Real Estate		

Notes to the Financial Statements for the year ended March 31, 2023

Exposure to Capital Market

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt	-	-
(ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds	-	-
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
(vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
(vii) Bridge loans to companies against expected equity flows / issues	-	-
(viii) All exposures to Venture Capital Funds (both registered and unregistered)	-	-
(ix) Underwriting Commitments taken up in respect of primary issue of equity	-	-
(x) Financing to stock brokers for margin trading	-	-
(xi) All exposure to Alternative Investment Fund	-	-

NPA Movement during the year

(₹ '000)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Net NPA to Net Advances	87%	90%
(ii) Movement of NPA (Gross)		
a) Opening Balance	17,21,376	22,37,727
b) Additions during the year	0	0
c) Reduction during the year	2,19,151	5,16,351
d) Closing Balance	15,02,225	17,21,376
(iii) Movement of Net NPAs		
a) Opening Balance	13,13,515	18,63,121
b) Addition during the year	0	0
c) Reduction during the year	68,018	5,49,606
d) Closing Balance	12,45,496	13,13,515
(iv) Movement of Provision		
a) Opening Balance	5,97,160	3,74,606
b) Provision made during the year	0	2,22,554
c) Write back of excess provision	1,15,142	0
d) Closing Balance	4,82,018	5,97,160

Notes to the Financial Statements for the year ended March 31, 2023**Investment****(₹ '000)**

Particulars	As at March 31, 2023	As at March 31, 2022
Value of Investment		
(i) Gross value of Investment		
a) In India	1,23,828	1,59,497
b) Outside India	-	-
(ii) Provision for depreciation		
a) In India	-	-
b) Outside India	-	-
(iii) Net Value of Investment		
a) In India	1,23,828	1,59,497
b) Outside India	-	-
Movement of Provision held towards depreciation on investments		
(i) Opening Balance	-	-
(ii) Add: Provision during the year	-	-
(iii) Less: Write off /write back of excess provision during the year.	-	-
(iv) Closing Balance.	-	-

Customer Complaint:**(₹ '000)**

Sl. No.	Particulars	As at March 31, 2023	As at March 31, 2022
1	No. of Complaints pending at the beginning of the year.	0	0
2	No. of the Complaints received during the year.	1	1
3	No. of the Complaints disposed during the year.	1	1
4	No. of Complaints pending at the end of the year.	0	0
5	No. of Complaints unimplemented within the stipulated time.	0	0

During the year ended 31st March, 2023 there were no draw down from Reserve (Previous Year: Nil)

The Company does not have any Joint Venture and Subsidiaries abroad. The Company has not sponsored any SPVs. Accordingly, there is no disclosure applicable

Notes to the Financial Statements for the year ended March 31, 2023

51. As per RBI Master Direction DOR.ACC.REC.NO.20/21.04.018/2022-23 dated April 19, 2022 additional disclosures are required in the Annual Financial Statements as follows:

A. Exposure to Real Estate Sector

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
i) Direct Exposure	-	-
a) Residential Mortgages- Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented		
b) Commercial Real Estate Lending secured by mortgages on commercial real estate's Exposure would also include non-fund based limit		
Investments in Mortgage Backed Securities (MBS) and other securitised exposures -	-	-
– Residential		
– Commercial Real Estate		
ii) Indirect Exposure	-	-
Fund based and non-fund based exposures on National Housing Bank and Housing Finance Companies		
Total Exposure to Real Estate Sector	-	-

B. Exposure to Capital Market

(₹ '000)

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt	-	-
(ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds	-	-
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
(v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
(vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
(vii) Bridge loans to companies against expected equity flows / issues	-	-
(viii) All exposures to Venture Capital Funds (both registered and unregistered)	-	-
(ix) Underwriting Commitments taken up in respect of primary issue of equity	-	-
(x) Financing to stock brokers for margin trading	-	-
(xi) All exposure to Alternative Investment Fund	-	-
(xi) All exposure to Alternative Investment Fund	-	-
Category I		
Category II		
Category III		
Total Exposure to Capital Market	-	-

Notes to the Financial Statements for the year ended March 31, 2023**C. Sectoral Exposure**

(₹ '000)

Sector	As at 31st March, 2023			As at 31st March, 2022		
	Total Exposure	Gross NPA	Percentage of NPAs to total exposure	Total Exposure	Gross NPA	Percentage of NPAs to total exposure
Agriculture and Allied Activities	-	-	-	-	-	-
Industry	-	-	-	-	-	-
Corporate Borrowers	17,27,514	15,02,225	86.96%	19,10,675	17,21,376	90%
Services	-	-	-	-	-	-
Personal Loans	-	-	-	-	-	-

D. Intra-Group Exposures

The Company has nil intra-group exposures.

E. Unhedged Foreign Currency Exposure

The Company has nil unhedged foreign currency exposure.

F. Related Party Disclosures

(₹ '000)

	Entity Exercising Significant Influence		Related Party u/s 2(76)	
	2022-23	2021-22	2022-23	2021-22
Inter Corporate Deposits	-	-	15,000	15,000
Invocations of Investment by lenders on behalf of group companies	1,75,108	52,719	-	-
Reversal of Interest Expense	-	1,06,581	-	-

52. The previous year's figures have been regrouped and reclassified wherever necessary.

Signature to Notes 1 to 52

As per our report of even date

For V. Singhi & Associates

Chartered Accountants

Firm Registration No: 311017E

(D. Pal Choudhury)

Partner

Membership No: 016830

Place : Kolkata

Date : 27th May, 2023

For and on behalf of the Board of Directors**Aditya Khaitan**

(Director)

DIN: 00023788

Gaurang S Ajmera

(Director)

DIN: 00798218

S.R.Mundhra

Manager & CFO

Ekta Benia

Company Secretary

Notes to the Financial Statements for the year ended March 31, 2023

Schedule to the Balance Sheet of non- deposit taking Non-banking Financial company as required in terms of paragraph 18 of NBFC Non- NDSI taking Company (Reserve Bank) Directions, 2016.

(₹ in lakhs)

Particulars			
Liabilities Side :		Amount Outstanding	Amount Overdue
(1) Loans and Advances availed by the Non Banking Financial Company Inclusive of interest accrued thereon but not paid:			
(a)	Debentures : Secured		
	Unsecured.	-	-
	(Other than falling within the meaning of Public deposits)*	-	-
(b)	Deferred Credits	-	-
(c)	Term Loans	18,465.03	18,465.03
(d)	Inter-corporate loans and borrowings	28,502.76	-
(e)	Commercial Paper	-	-
(f)	Public Deposits*	-	-
(g)	Other Loans (Specify nature)	-	-
	* Please See Note 1 Below		
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):			
(a)	In the form of Unsecured debentures		
(b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security.		
(c)	Other public deposits		
	* Please See Note 1 Below		
Assets Side :		Amount Outstanding	
(3) Break-Up of Loans and Advances including bills receivables [Other than those included in (4) below]:			
(a)	Secured		-
(b)	Unsecured		14,389.90
(4) Break-Up of Leased Assets and Stock on hire and other assets counting towards asset financing 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) Other loans counting towards asset financing activities :			
(a)	Loans where assets have been repossessed		-
(b)	Loans other than (a) above	-	-

Notes to the Financial Statements for the year ended March 31, 2023

(₹ in lakhs)

		Amount Outstanding
(5) Break up of Investments :		
Current Investments :		
1	Quoted:	
	(i) Shares :	
	(a) Equity	-
	(b) Preference Share	
	(ii) Debentures and Bonds	-
	(iii) Units of Mutual Funds	-
	(iv) Government Securities	-
	(v) Others (Please Specify)	-
2	Unquoted:	
	(i) Shares :	
	(a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of Mutual Funds	-
	(iv) Government Securities	-
	(v) Others (Please Specify)	-
Long Term Investments :		
1	Quoted :	
	(i) Shares :	
	(a) Equity	739.90
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (Please specify)	-
2	Unquoted :	
	(i) Shares :	
	(a) Equity	498.38
	(b) Preference	-
	(ii) Debentures and Bond	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others (Please specify)	-

Notes to the Financial Statements for the year ended March 31, 2023

(6) Borrower group-wise classification of assets financed as in (3) and (4) above :

Please See Note 2 Below

(₹ in lakhs)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties**			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2 Other than related parties	-	12,454.96	12,454.96
Total	-	12,454.96	12,454.96

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)
1 Related Parties**		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2 Other than related parties	1,238.28	1,238.28
Total	1,238.28	1,238.28

**As per Indian Accounting Standard notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended)

(8) Other Information

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related Parties	-
(b) Other than Related Parties	17,275.14
(ii) Net Non-Performing Assets	
(a) Related Parties	-
(b) Other than Related Parties	12,454.96
(iii) Assets acquired in satisfaction of debt	-

Notes :

- As defined in point xxv of paragraph 3 of Chapter -II of these Directions.
- Provisioning norms shall be applicable as prescribed in these Directions.

ANNEXURE I**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Standalone Financial Results****Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2023**

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.	Sl.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. in thousand)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. in thousand)
	1	Turnover / Total income	1,24,910	1,24,910
	2	Total Expenditure	3,09,992	3,46,225
	3	Net Profit/(Loss)	(1,85,082)	(2,21,315)
	4	Earnings Per Share	(22.14)	(26.48)
	5	Total Assets	19,72,602	19,72,602
	6	Total Liabilities	54,49,082	54,85,315
	7	Net Worth	(34,76,480)	(35,12,713)
	8	Any other financial item(s)	NIL	NIL

II. Audit Qualification (each audit qualification separately):

- a. Details of Audit Qualification:
- (1) Going Concern Assumption in preparation of the Statement
The Company has defaulted in repayment of borrowings to its financial institutional lenders and others. In view of the Management, the Company would be able to improve its net working capital position to discharge its current and non-current financial obligations as described in Note 6 to the Statement. However, in view of the uncertainties involved, these events and conditions indicate a material uncertainty which may cast a significant doubt on the Company's ability to continue as a going concern. Accordingly, the use of going concern assumption of accounting in preparation of this Statement is not adequately and appropriately supported as per the requirements of Indian Accounting Standard 1 "Presentation of Financial Statements".
 - (2) Non-recognition of Interest Expense
We draw attention to Note 7 of the Statement relating to non-recognition of interest expense of Rs. 3,62,33 Thousands on inter - corporate borrowings for the year ended 31st March, 2023. As a result, finance cost, liability on account of interest and total comprehensive profit for the quarter and year ended 31st March, 2023 are understated to that extent.
We draw attention to Note 8 with respect to non-recognition of interest expense on secured borrowings. The matter is subjudice and the company has decided not to recognise interest expense on such borrowings. Adjustments/impacts in this respect are currently not ascertainable and as such cannot be commented upon by us.
 - (3) Non-Recognition of provision on loans and advances
The Company had given unsecured loans and advances amounting to Rs. 17,27,514 thousands outstanding as on 31st March, 2023 which in our opinion are doubtful of recovery. The classification of loans are not made in accordance with Reserve Bank of India Prudential Norms. In absence of adequate provision there against, the loss for the year is understated to that extent. Impact in this respect have not been ascertained by the management and recognized in the Financial statement. Adjustments/impacts in this respect are currently not ascertainable and as such cannot be commented upon by us.

	(4) Balances with secured and unsecured loan creditor and balance confirmation. We draw attention to Note 12 with respect to certain balances, including non-reconciliation of balances with secured and unsecured loan creditor and balance confirmation thereof. Adjustments/impacts in this respect are currently not ascertainable and as such cannot be commented upon by us.
b. Type of Audit Qualification :	Qualified Opinion
c. Frequency of qualification:	Annual
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:	<ul style="list-style-type: none"> • The company is not agreeable to the processing fees & high interest already charged by lenders. Company will go for restructuring so as to get relief from Interest expenditure. • Management is of the view that these loans and advances are good in nature and will be recovered in due course.
e. For Audit Qualification(s) where the impact is not quantified by the auditor:	
(i) Management's estimation on the impact of audit qualification:	Estimation not possible
(ii) If management is unable to estimate the impact, reasons for the same:	Estimation not possible
(iii) Auditors' Comments on (i) or (ii) above:	Not able to comment on impact of going concern assumption at present (Refer (a) Basis for Qualified Opinion) and the Management need to take confirmation and do reconciliation to calculate the impact of Borrowings and Loans and Advances. (Refer (d) Basis for Qualified Opinion).

III. Signatories :

- Manager & CFO **(Mr. Shyam Ratan Mundhra)**
- Audit Committee Chairman **(Gaurang Shashikant Ajmera)**
DIN. - 00798218
- Statutory Auditor **For V. SINGHI & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 311017E

(D. Pal Choudhury)
Partner
Membership No.: 016830

Place : Kolkata

Date : 27th May, 2023

