



**Date: August 18, 2023**

**To,**

**BSE Limited**

Listing Department,  
Phiroz Jeejeebhoy Tower,  
25th Floor, Dalai Street,  
Mumbai — 400 001

**BSE Scrip Code: 538646**

**Subject: Submission of the Annual Report of the Company for the Financial Year 2022-23 along with the Notice of the 30<sup>th</sup> Annual General Meeting**

**Dear Sir/Madam,**

In furtherance to our letter dated 12<sup>th</sup> August, 2023 and pursuant to the provisions of Regulation 34(1)(a) and Regulation 30 read with Part A (Para A) of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Annual Report of the Company for the Financial Year 2022-23 along with the Notice of the 30<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Tuesday, 12<sup>th</sup> September, 2023 at 11.00 A.M. (IST) through Video Conferencing or Other Audio Visual Means (VC/OAVM).

The aforesaid documents are being dispatched electronically to only those members whose email IDs are registered with the Company/Depositories.

The Annual Report and the Notice of the AGM is also available on the website of the Company at [www.qgofinance.com](http://www.qgofinance.com)

Thanking you,

Yours faithfully,

**For QGO Finance Limited**

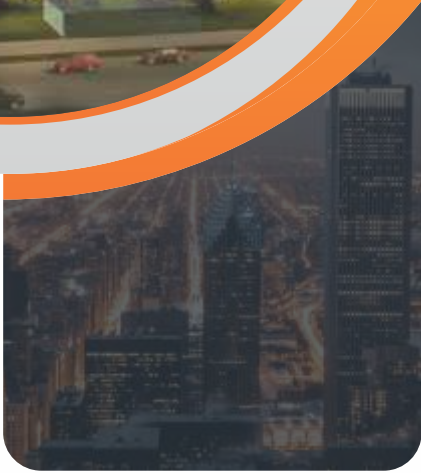
**Urmi Joiser**

**Company Secretary & Compliance Officer**

Membership No: A63113

**Address:** 3rd floor, A-514, TTC Industrial Area, MIDC,  
Mahape, Navi Mumbai, Maharashtra, 400701

Encl: As above



# 2022-2023

## QGO FINANCE LTD

30th Annual Report





FINANCE LTD

MAKE IT EXTRA WITH

**QGO FINANCE LIMITED**

WE HELP YOU ACHIEVE MORE

# TABLE OF CONTENTS

---

## **About Us**

|  |    |
|--|----|
| i. Corporate Information .....             | 01 |
| ii. Vision Statement .....                 | 04 |
| iii. Mission Statement .....               | 05 |
| iv. Company Background .....               | 06 |
| v. How We Stand Out! .....                 | 07 |
| vi. Financial Highlights of the year ..... | 08 |

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## **Introduction to the Board**

|                                       |    |
|---------------------------------------|----|
| i. Chairman's Address .....           | 11 |
| ii. Managing Director's Address ..... | 13 |
| iii. Our Management Team .....        | 15 |
| a. Board of Directors .....           | 16 |
| b. Key Managerial Personnel .....     | 19 |

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|  |           |
|--|-----------|
| <b>Notice of 30th Annual General Meeting .....</b> | <b>21</b> |
|--|-----------|

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|                                |           |
|--------------------------------|-----------|
| <b>Directors' Report .....</b> | <b>34</b> |
|--------------------------------|-----------|

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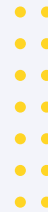
|                                      |           |
|--------------------------------------|-----------|
| <b>Annexures &amp; Reports .....</b> | <b>49</b> |
|--------------------------------------|-----------|

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## **Financial Statements**

|   |    |
|---|----|
| I. Independent Auditor's Report .....   | 82 |
| ii. Balance Sheet. ....                 | 89 |
| iii. Statement Of Profit & Loss. ....   | 90 |
| iv. Cash Flow Statement. ....           | 91 |
| v. Statement of Changes in Equity. .... | 92 |
| vi. Notes To Financial Statements. .... | 93 |





## Board of Directors



**Rear Admiral Vineet Bakshi (Retired)**  
Chairman and Independent Director  
DIN: 02960365



**Mrs. Rachana Singi**  
Managing Director  
DIN: 00166508



**Mr. Virendra Jain**  
Independent Director  
DIN: 02738380



**Mrs. Seema Pathak**  
Non-Executive Director  
DIN: 01764469



**Mrs. Deepika Nath**  
Additional Non-Executive Director  
DIN: 00843292

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## Audit Committee



**Rear Admiral Vineet Bakshi (Retired)**  
Independent Director and  
Committee Chairman



**Mrs. Seema Pathak**  
Non-Executive Director and  
Committee Member



**Mr. Virendra Jain**  
Independent Director and  
Committee Member





## Stakeholders Relationship Committee



**Mr. Virendra Jain**  
Independent Director and  
Committee Chairman



**Mrs. Seema Pathak**  
Non-Executive Director and  
Committee Member



**Mrs. Rachana Singi**  
Managing Director and  
Committee Member

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## Nomination & Remuneration Committee



**Mrs. Seema Pathak**  
Non-Executive Director and  
Committee Chairperson



**Rear Admiral Vineet Bakshi (Retired)**  
Independent Director and  
Committee Member



**Mr. Virendra Jain**  
Independent Director and  
Committee Member

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## Risk Management Committee



**Mr. Virendra Jain**  
Independent Director and  
Committee Chairman



**Mrs. Seema Pathak**  
Non-Executive Director and  
Committee Member



**Mr. Alok Pathak**  
Chief Financial Officer and  
Committee Member

# KEY MANAGERIAL PERSONNEL

## Chief Financial Officer



Mr. Alok Pathak

## Chief Operating Officer, Company Secretary & Compliance Officer



Ms. Urmi Mohan Jaiser

## Statutory Auditor

M/S Subramaniam Bengali & Associates, Chartered Accountants, Mumbai



## Internal Auditor

KARM & CO, Chartered Accountants, Vashi, Navi Mumbai

## Registrar & Transfer Agent

Mas Services Limited, T-34, 2nd Floor, Okhala Industrial Area, Phase-11, New Delhi-110020



## Secretarial Auditor

Mehta & Mehta, Practicing Company Secretaries, Worli, Mumbai.



## Secretarial Consultant

CS Prajot Vaidya & Company



## Bankers



## Legal Associates

APS Law Associates & Legal Consultants

8, 2nd Cross Ln, Kala Ghoda, Fort, Mumbai, Maharashtra 400023



# OUR VISION

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“To be the Company in India which provides financial services with the highest standards of ethics and professionalism. A firm which is known to be just, fair, credible and efficient. To have humility in our dealings and equality balance the needs of our customers and stakeholders. To grow consistently, whilst providing security and satisfaction to our personnel and to constantly provide a return to our investor.”





# OUR MISSION

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“Our mission is to be an ethical, efficient, customer focused, technologically strong, innovation and resilient financial services company that affords continuous growth, singular value to each of our customers and a prudent risk conscious corporate environment which provides corporate environment which provides best-in-class value to all our stakeholders”



# COMPANY BACKGROUND



- ▶ A fast-growing, boutique NBFC fulfilling the financing needs of India's MSME & Real Estate Sectors
- ▶ Incorporated in 1993 as Parnami Credits; Relaunched as Qgo Finance under new management & shareholders in 2018
- ▶ Current operations in Mumbai Metropolitan Region (MMR) – steady expansion underway along the DMIC corridor

## 1993 – 1996

- 1993:** Incorporated as a Private Company
- 1995:** Name changed to “Parnami Credit Limited”
- 1996:** IPO for 27,50,000 shares at INR 10 each

1993-1996

1997-2018

## 1997 – 2018

- 2013:** Listed on BSE as Category “B” NBFC
- 2017:** Registered office shifted to Mumbai
- 2018:** Take over by new management - Reinvented as Qgo Finance Ltd.

## 2018 – 2019

- INR 3.5 Crore equity infused & INR 7.75 Crore of debt raised via NCDs
- First loan in new avatar disbursed in August 2018
- Closed the year with a PAT of INR 4 Lakhs

2018-2019

2019-2020

## 2019 – 2020

- 70%+ year-on-year growth in AUM
- Authorized share capital increased from INR 7 Crore to INR 10 Crore
- Raised INR 11.5 Crore through NCDs at highly competitive pricing

## 2020 – 2021

- AUM at INR 42.34 Crore, up 49% y-o-y despite COVID-19
- Raised INR 13.5 Crore through NCDs
- Profitability at INR 64 Lakhs, translating into an ROE of 6.5%

2020-2021

2021-2022

## 2021 – 2022

- All accounts are current without a single NPA
- Raised INR 24.15 Crore through NCDs
- Profitability at INR 94 Lakhs, translating into an ROE of 8.58%

## 2022-2023

- Consistent rise in ROE describes a healthy growth of our shareholders.
- Raised INR 16 Crore through NCDs.
- Marked an outstanding 124.7% AUM growth in the year range 2018-23.

2022-2023

# HOW WE STAND OUT!



## ADDRESSING A LARGE & UNDERSERVED MARKET

Tailor-made solutions to address the unique financing needs of the Real Estate and MSME sector across carefully selected locations.



## LOW COST EXECUTION

Execution led by a low-cost operating model with negligible fixed costs - Opex ratios among industry best for small NBFCs



## ENTREPRENEURIAL MANAGEMENT & PROFESSIONAL BOARD

Competent Management with a proven record of successfully scaling businesses, supported by professional board with strong pedigree



## ROBUST RISK MANAGEMENT

Strong underwriting & monitoring with prudent lending norms to manage risk - Low average Loan-to-Value ratios at 34.2%



## STRONG CAPITALIZATION & MODERATE LEVERAGE

Well capitalized with moderate leverage at 2.8x; Demonstrated ability to raise funding at competitive pricing

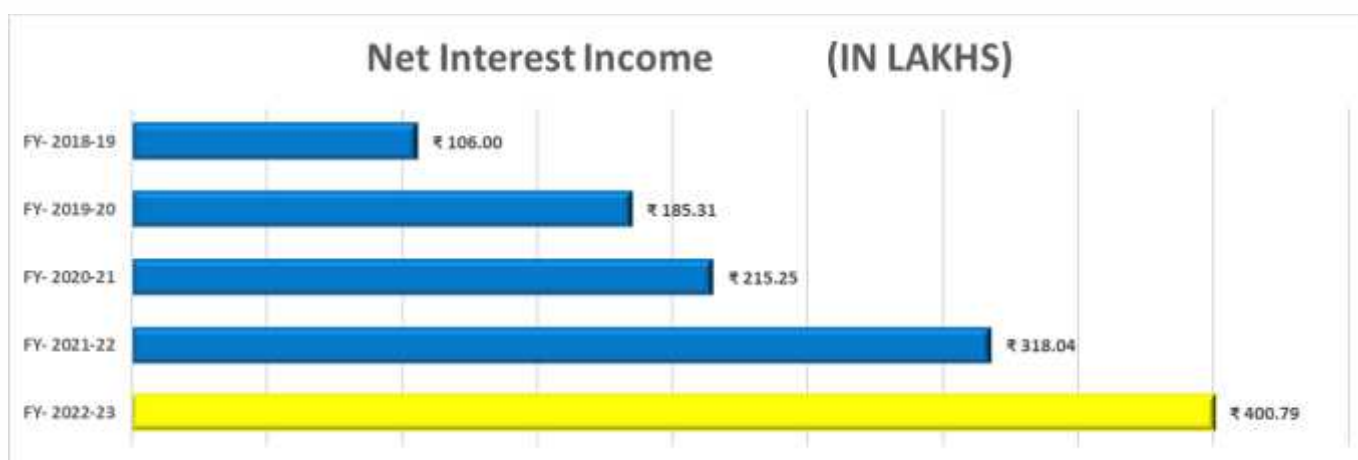
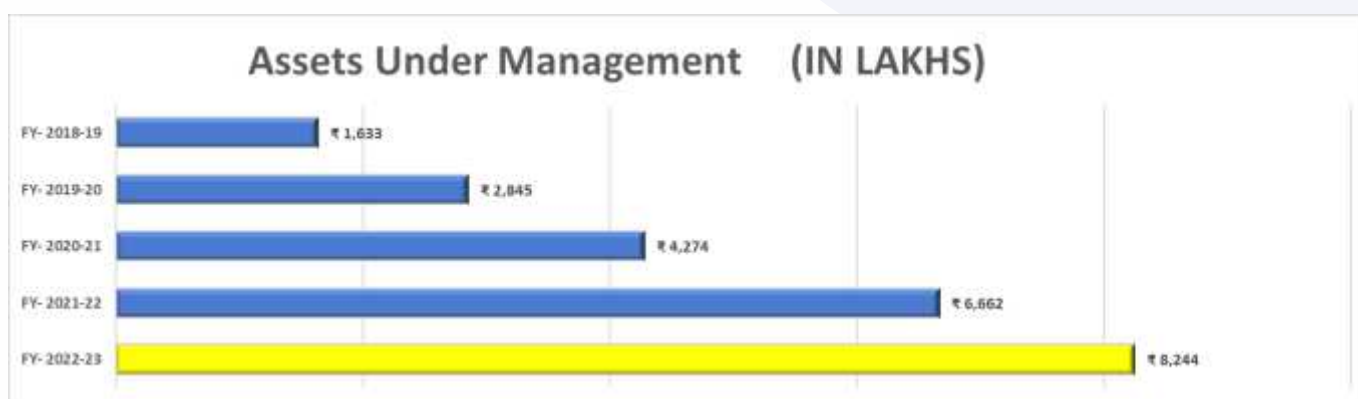


## BEST-IN-CLASS CORPORATE GOVERNANCE

High focus on ethics & compliance with 50% Independent directors, 5 Board level committees and internal & external audits



# FINANCIAL HIGHLIGHTS OF THE YEAR 2022-2023





# ADDRESSING A LARGE MARKET



Source: IBEF, JLL, KPMG, ICRA | GeM – Government e-Marketplace; PMAY – Pradhan Mantri Awas Yojna





# INTRODUCTION TO **THE BOARD**



# CHAIRMAN'S ADDRESS

“We provide best Loan & high quality Financial Analysis to our customer”.

## VINEET BAKHSHI

Chairman & Independent Director

- ▶ Served as Chairman & MD of Goa Shipyard
- ▶ Served on the Boards of Companies like Mazgaon Dockyard (as Chairman)
- ▶ Promoter of 'Bakhshi's Springdales Group of Schools'
- ▶ Social entrepreneur, actively involved in renovation of Govt. schools in rural Rajasthan
- ▶ Masters in Technology from IIT, Delhi | Rear Admiral (Retd)



## FROM THE CHAIRMAN'S DESK:

### Dear Shareholders,

I am delighted to present our 30th Annual Report for Financial Year 2022-23. We have in the past year, provided the best in class assistance and services to our clients, despite the turbulent times witnessed by our sector. We are alive to the flux in the geo-political environment and its consequential impact on our economy, but we continue to stay proactive in all aspects of our working. Your company has ensured good governance, stable and unimpaired decision making, ensured team resilience, preserved business continuity and reinforced customer-centric business., Your company has invested in diversity and inclusivity to meet customer, shareholder and employee aspirations by delivering exemplary performance.

As per the latest projections by the International Monetary Fund (IMF), India's growth is projected to be 6.1 per cent, which is up by 0.2 percentage points since their previous forecast. The report attributed this growth to "momentum from stronger-than-expected growth in the fourth quarter of 2022 as a result of stronger domestic investment. Additionally, the WEO also noted that much of the global growth this year will be contributed by EMDEs like India and China.

Financial Services as an Industry, specifically the NBFC sector has established its vital place in the Indian economy. This was clearly enunciated by the Honourable Finance Minister while presenting the first Budget of Amrit Kaal this year, as an element of the Saptarishi. These are the seven guiding principles, of which one is the Financial Sector. I firmly believe that not only in the near term, but also the medium to long term outlook for the Indian economy will continue to grow from strength to strength..

Through this period we have ensured the wellbeing of our staff and supported our customers. The collaborative culture that we practice and our long-standing relationship with our partners has successfully created value for all our stakeholders.

Total Revenue for the year ended March 31, 2023 was Rs. 11,56,69,275/- as against Rs. 8,38,46,476 for the previous year 2022-23. We set a new benchmark with PAT of Rs. 1,75,98,980/- for the year ended March 31, 2023 as against

Rs. 93,26,146 for the previous year, registering a healthy growth. We also made excellent progress in all of our key criteria and continued to strengthen our Balance Sheet.

As we step into the future, the role played by the Government of India and the Reserve Bank of India (RBI) will continue to be crucial. RBI's role in efficiently managing inflation has helped build resilience and stability in the economy.

Nevertheless, our firm belief in India's growth story remains undiminished and enduring as we persevere and continue to build our experience, to be a responsible and trusted partner to contribute in fulfilment of aspirations of the people of our country.

Qgo Finance Limited will continue to align itself with its principle of "Excellence, Empathy, Hard Work, Prudence and Persistence" thus enforcing the foundation of the Company which made it stand strong and flourish even in difficult times.

I take this opportunity to thank every stakeholder, from the employees and management to our business channel partners and shareholders, for their continued support and I am confident that your trust and co-operation will continue to inspire us to scale new horizons in our quest to raise the bar of performance while remaining rooted in the legacy of our Indian ethos.

May we do better as a nation in the future than as in the past.

Yours sincerely,

**Rear Admiral Vineet Bakhshi (Retired)**  
**Chairman & Independent Director**  
**QGO FINANCE LIMITED**



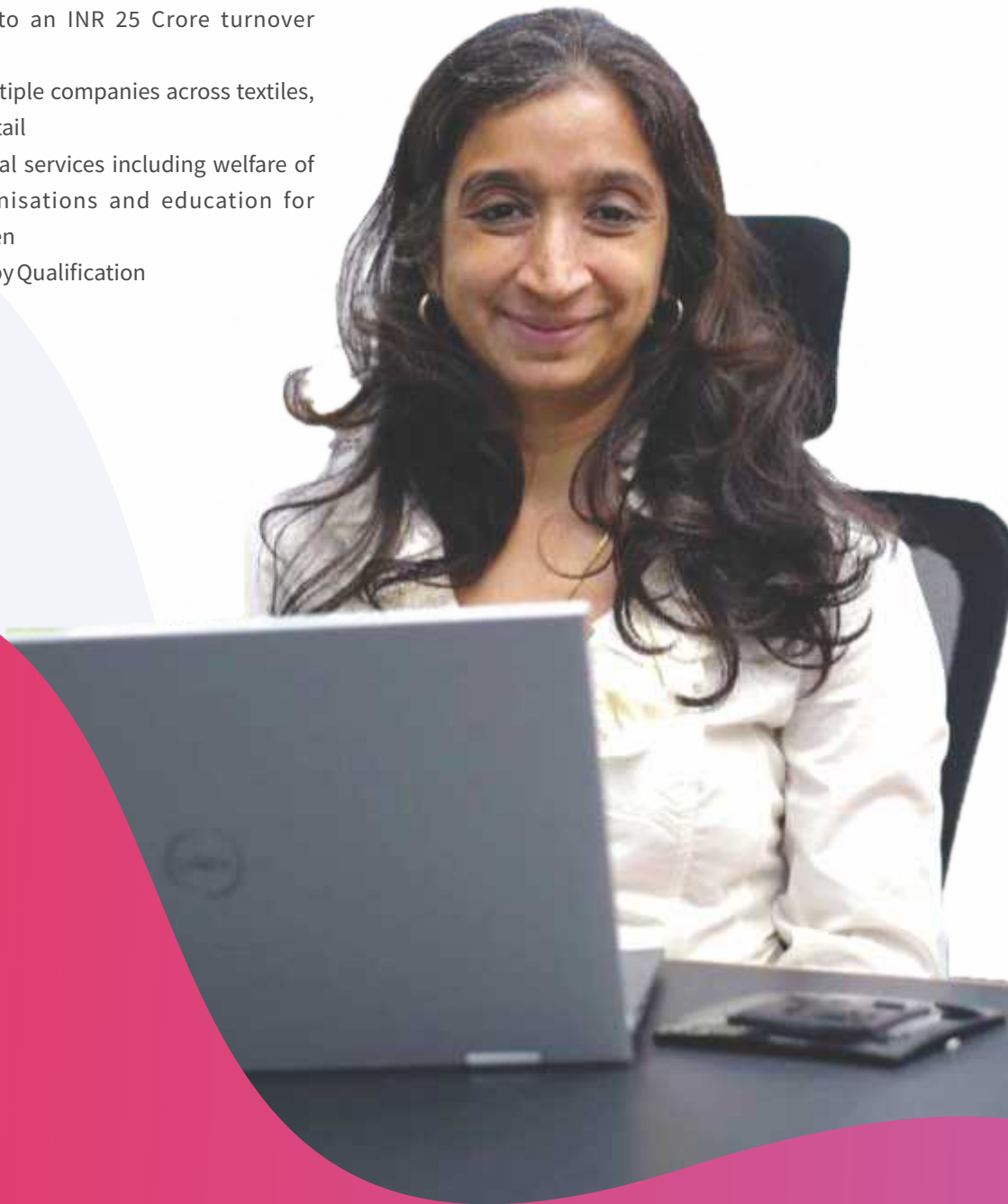
# MANAGING DIRECTOR'S ADDRESS



## RACHANA SINGI

Managing Director

- ▶ Seasoned entrepreneur with strong expertise in strategy & fundraising
- ▶ Founder of Anika Apparels Pvt. Ltd. (A high-end women's wear company), grew it to an INR 25 Crore turnover enterprise from scratch
- ▶ Served on the board of multiple companies across textiles, marketing, designing and retail
- ▶ Extensively involved in social services including welfare of girl children, relief organisations and education for economically weaker children
- ▶ Chartered Accountant, ICAI by Qualification



## Dear Shareholders,

It gives me immense joy to address you after another eventful year of progress, transition and transformation. To begin with, we acted with speed but also exercised caution at every step. The business of financial services is invariably about the ability to inspire faith, which lies beyond merely being a provider of services. We have been able to do so by nurturing a long-term association with our stakeholders by ensuring that we are accessible and available during their hour of need.

Our customer centric approach reflects the strongest in the way we engage with our customers ensuring maximum flexibility and comfort. Since we operate in a highly dynamic industry our only major differentiator is our customer experience, all other aspects being fairly comparative.

The results are overjoying as we remain steadfast in our resolve to accelerate our efforts in this direction of excellence. The Company's profit after taxes around 47% and revenue by 27.51% grew over the previous financial year. We managed to steer stable business growth with a clear vision and our proactive approach to difficult circumstances backed by a solid foundation, made us stronger.

We have been equally proactive with respect to the contingencies that may arise during our journey towards sustainable long term growth. Since the beginning of our journey, our clarity of purpose has reflected not just in our strategy but also our day to day activities. We have grown our business by being transparent in our disclosures as well as in our engagement with our stakeholders.

We, at Qgo Finance Limited, offer challenging work with a smart, flexible, open and diverse learning environment. We understand the importance of work-life balance with a culture based on teamwork, accountability and continuous improvement where employees feel empowered, recognized, cared for and their achievements celebrated.

We believe that Change is inevitable, change exists as it not only empowers humanity but also enables the people to thrive in novelty. Similarly, our industry also witnessed a wave of changes considering the post pandemic economic

growth of our Country. New operating models around the customers are taking shape and processes are evolving to keep governance in focus. While strengthening our balance sheet and risk management, we are also building a future ready workforce.

The Government's pledge to promote the ease of doing business and faster implementation of large projects have helped India to have a fundamentally sound growth story. Current global transition provides a huge opportunity as we believe that when it comes to making an impact, actions matter.

Looking ahead, I am more confident that Qgo Finance Limited will continue to deliver all its stated commitments during the next phase of our growth as we shift gears towards flawless execution to realize our aspirations.

On a positive note, I would like to take this opportunity to thank every stakeholder and request your continued faith and confidence in us since I am confident in staying on course with our long-term sustainable growth plans.

Warm regards,

**RACHANA SINGI**  
**Managing Director**  
**QGO FINANCE LIMITED**

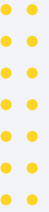
# OUR MANAGEMENT TEAM

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# BOARD OF DIRECTORS

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## VIRENDRA JAIN

Independent Director

- ▼ Engineer
- ▼ Promoted various Companies in Electronic, Telecommunications & Jewelry Market
- ▼ Appointed on the Board of QGO in September 2018



# BOARD OF DIRECTORS

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## SEEMA PATHAK

Non-Executive Non-Independent Director

- ▼ Masters in Economics
- ▼ Promoter of Retail pharmacy chain - Prism Medical and Pharmacy Private Limited. Organically grew business to 10 stores and subsequent successful exit
- ▼ Served on Board of Sadbhav Infra Realities, with exposure to Infrastructure & Real Estate sectors



# BOARD OF DIRECTORS

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## DEEPIKA NATH

Non Executive Non Independent Director

- ▼ Served as a director at Nath Brothers Exim Limited and helped to grow exports using modern strategies.
- ▼ Served as one of the founding directors at Nath Exim Private Limited and successfully diversified the garment business in many countries in the United States, South America and Middle East.
- ▼ Formulated and drove the strategy to grow and diversify the business of Creative Group to become one of the leading Garment Exporters as a Senior Strategy Manager at Creative Mills.



# KEY MANAGERIAL PERSONNEL



## **ALOK PATHAK** Chief Financial Officer

- ▶ A seasoned entrepreneur with strong roots in business and technology
- ▶ Founded, scaled and later sold IdhaSoft – a leading software and technology company with global presence
- ▶ Held leadership positions at Tata Infotech and Tata Teleservices
- ▶ Part of visiting faculty at Narsee Monjee Institute of Management Studies
- ▶ Served in the India Navy; Acted as Directing Staff in College of Naval Warfare
- ▶ Bachelors in Engineering and Masters in Technology from IIT Mumbai



# KEY MANAGERIAL PERSONNEL



## URMI JOISER

Chief Operating Officer,  
Company Secretary & Compliance Officer

- ▶ A passionate & zealous professional
- ▶ Having working experience of more than 3 years
- ▶ Legal and compliance head of the Company
- ▶ Bachelors in Legal Service
- ▶ Masters in Commerce
- ▶ Company Secretary, ICSI by Qualification





# NOTICE OF 30TH ANNUAL GENERAL MEETING



# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth (30th) Annual General Meeting (“AGM”) of the Members of **QGO Finance Limited** to be held on Tuesday, September 12, 2023 at, 11:00 AM (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) without the physical presence of the members at a common venue which will be moderated & conducted from the Registered office of the Company situated at 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai, Thane, MH- 400701 to transact the following Business.

#### **Ordinary Business:**

**1. To consider, approve and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2023, together with the Reports of the Board and Auditors thereon.**

**2. To re-appoint Mrs. Seema Pathak (DIN: 01764469), who retires by rotation as a Non-Executive Director of the Company and being eligible, offers herself for re-appointment.**

#### **Special Business:**

**3. To appoint Mrs. Deepika Nath (DIN: 00843292) as Non-Executive Non-Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provision of Section 149, 152 and all other applicable provisions of the companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, as amended and to the extent notified and other applicable provisions of Reserve Bank of India, if any, and based on the recommendation of Nomination and Remuneration Committee to the Board of Directors, consent of the members be and is hereby accorded for appointment of Mrs Deepika Nath (DIN: 00843292) as Non-Executive Non-Independent Director of the Company with effect from 30th

January, 2023, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution”

#### **For and on behalf of the Board of QGO Finance Limited**

**Sd/-**

**REAR ADMIRAL VINEET BAKHSHI  
Retired Chairman and Independent  
Director**

DIN: 02960365

Address: 137, Shakti Nagar, Dadabari,  
Kota-324009-Rajasthan

#### **Registered Office:**

3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape,  
Navi Mumbai Thane, Maharashtra-400701

Contact: 022 - 49762795

Email: contactus@qgofinance.com

**Date: May 29, 2023**

**Place: Mumbai**



# NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively issued by Ministry of Corporate Affairs (Collectively referred to as “MCA Circulars”), and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Companies were permitted to send the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, the Company is convening the Annual General Meeting ('AGM') through VC/OAVM without the physical presence of the Members. Hence, Members can attend and participate in the AGM through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and above mentioned MCA and SEBI Circulars. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

2. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.

3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.

5. Members of the Company under the category of

Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal/e-voting portal pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at [csprajotvaidya@gmail.com](mailto:csprajotvaidya@gmail.com) with a copy marked at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

6. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of Listing Regulations, National Services Depository Limited (NSDL) will be providing facility for voting through remote e-voting and e-voting for participation in the 30th AGM through VC/OAVM facility.

7. Members may note that the VC/OAVM facility allows participation of at least 1,000 Members on a first come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Risk Management Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first come-first-serve principle.

8. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, and NSDL at 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). (NSDL)

9. The Company has appointed MAS Services Ltd, RTA, T – 34, IInd Floor, Okhla Industrial Area, Phase – II, New Delhi, Delhi, 110020 as Registrars and Share Transfer Agents for Physical Shares. The said (RTA) is also the Depository interface of the Company with both NSDL & CDSL. Following information of RTA is as follows:

**Telephone:** 011-2638 7281 82, 83,

**Email address:** [info@masserv.com](mailto:info@masserv.com)

**Fax No. :** 011-2638 7384

However, keeping in view the convenience of Shareholders, documents relating to shares will continue to be received by the Company at its

**Registered Office :** 3rd floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai, Maharashtra, 400701

**Telephone No.:** 022-49762795

**Email:** contactus@qgofinance.com

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

11. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No.3 forms part of this notice. The Board of Directors of the Company at its meeting held on May 29, 2023 considered that the special business under Item No. 3 to be considered, be transacted at the 30th AGM of the Company.

12. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, September 6, 2023 to Tuesday, September 12, 2023 (both days inclusive) for the purpose of Annual General Meeting.

13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and other statutory registers and relevant documents referred to in the accompanying Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to csprajotvaidya@gmail.com or legal.officer@qgofinance.com from their registered email addresses mentioning their names and folio numbers/demat account numbers. The same will be replied by the Company suitably.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in name, postal address, e-mail address, telephone/ mobile numbers, PAN, demise of any Member as soon as possible, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and (RTA), or to the Company at its Registered Office in respect of their physical shares.

16. Members seeking any statutory information or inspection of any other matter/ documents/ registers, etc. in connection with the 30th AGM of the Company, may please send a request to the Company via email at: csprajotvaidya@gmail.com or legal.officer@qgofinance.com

17. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialized form, who have not registered their e-mail addresses so far are requested to register their e-mail address and Members holding shares in physical mode who have not yet registered/updated their e-mail address are requested to register the same for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.

18. Pursuant to Regulation 40 of the SEBI Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. However, an investor is not prohibited from holding the shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized.

19. Speaker registration before AGM: Members who wish to express their views or ask questions during the AGM are required to register themselves as speakers by sending an e-mail to qgocs@qgofinance.com by mentioning the demat account number/ folio number, name of the member and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. Due to limitations of

views/ ask questions during the AGM. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session. Hence, Members are encouraged to send their questions/queries in advance to the Company at [qgocs@qgofinance.com](mailto:qgocs@qgofinance.com). Only those speaker registration requests received till 5.00 pm (IST) on Monday, September 4, 2023 will be considered and responded to during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM to ensure smooth conduct of the AGM.

20. In compliance with the above mentioned Circulars, the Annual Report for the financial year 2022-23, the Notice of the 30th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s). The Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories. Members may note that Notice of the AGM and the Annual Report for the financial year 2022-23 will also be available on the Company's website at [www.qgofinance.com](http://www.qgofinance.com), website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of e-voting agency at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

21. Pursuant to the provisions of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India, necessary information on Directors of the Company seeking appointment/re-appointment is set out in the Brief Resume appended to this Notice as Annexure I.

22. The voting rights of members shall be in proportion to their Number of shares they hold of the paid up equity share capital of the Company as on the cut- off date i.e. Tuesday, September 5, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

23. Any person who acquires shares of the Company and becomes a Member of the Company after sending off the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at NSDL. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

24. The remote e-voting period commences on Saturday, September 9, 2023 at 09:00 am and ends on Monday,

September 11, 2023 at 05:00 pm. During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Tuesday, September 5, 2023 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter.

25. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

26. The Member, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM facilitated by NSDL.

27. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board of Directors of the Company in their Meeting held on May 29, 2023 has appointed Mr. Prajot Vaidya ,(Membership no- 38969 / CP- 24558), Proprietor, of M/s Prajot Vaidya & Co, Company Secretaries, Thane, Company Secretaries, as the Scrutinizer ("Scrutinizer") to scrutinize the e-voting in a fair and transparent manner.

28. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are participating in the AGM through VC but have not cast their votes by availing the remote e-voting facility.

29. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

30. The result declared along with the report of the scrutinizer shall be placed on the website of the Company and on the website of the Agency and the results shall simultaneously be communicated to the Stock Exchange (BSE), Mumbai. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. Tuesday, September 12, 2023.

31. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at [www.qgofinance.com](http://www.qgofinance.com)

32. Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual Report:

**INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:**

**The remote e-voting period begins on Saturday, September 9, 2023 at 09:00 am and ends on Monday, September 11, 2023 at 05:00 pm The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-**

**off date) i.e. Tuesday, September 5, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 5, 2023.**

**How do I vote electronically using the NSDL e-Voting system?**

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

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

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

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

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see the e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be</li> </ol> |

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

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

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



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

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

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

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [qgocs@qgofinance.com](mailto:qgocs@qgofinance.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to [qgocs@qgofinance.com](mailto:qgocs@qgofinance.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see the “VC/OAVM link” placed under the “Join meeting” menu against the company name. You are requested to click on the VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile no. at [qgocs@qgofinance.com](mailto:qgocs@qgofinance.com). The same will be replied by the company suitably.

**For and on behalf of the Board of QGO Finance Limited**

**Sd/-**

**Rear Admiral Vineet Bakhshi (Retired)**

Chairman and Independent Director

DIN: 02960365

Address: 137, Shakti Nagar, Dadabari,

Kota-324009-Rajasthan

**Registered Office:** 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai Thane, Maharashtra-400701

Contact: 022 - 49762795

Email: [contactus@qgofinance.com](mailto:contactus@qgofinance.com)

## STATEMENT PURSUANT TO SECTION 102

### (1) OF THE COMPANIES ACT, 2013 AND SEBI LISTING REGULATIONS

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated May 29, 2023 and shall be taken as forming part of the notice.

#### Item No. 3

On recommendation of the Nomination and Remuneration Committee, Mrs. Deepika Nath (DIN: 00843292) was appointed as an Additional Director in the category of Non-Executive Non-Independent Director on the Board of the Company, with effect from 30th January, 2023 in accordance with the Articles of Association and Section 161 of the Companies Act 2013 ("The Act"). As per Section 161 of the Act, Mrs. Deepika Nath holds office upto the date of the ensuing AGM.

The Company has received the necessary disclosures and declarations from Mrs. Deepika Nath for her appointment. Further as per Nomination and Remuneration Committee Mrs. Deepika Nath holds necessary qualification, experience and expertise as stated in the Annexure I which forms part of the Notice.

The terms and conditions of regularization of Mrs. Deepika Nath shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company upto the date of AGM.

The Board recommends passing of the Ordinary resolution, set out at item no. 3, for approval of members.

None of the Directors, Key Managerial Personnels or their relatives is concerned or interested (financially or otherwise) except Mrs. Deepika Nath and Mrs. Rachana Singi, in the Resolution mentioned at Item No. 3 of the accompanying Notice.



# ANNEXURE-I

## PROFILE OF DIRECTOR

Additional Details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 issued by the Institute of Company Secretaries of India.

| Name   | Mrs. Deepika Nath (DIN: 00843290032)   | Mrs. Seema Pathak (DIN: 01764469)  |
|--|--|--|
| Date of Birth/ Age   | 26/09/1979/ 44 Years   | 23/08/1961/ 62 Years   |
| Date of Appointment  | 30/01/2023   | 01/08/2018   |
| Brief Resume of the Directors  | Mrs. Deepika Nath achieved her Bachelor of Business Administrator Degree from Boston University. She is the Director of Nath Brothers Exim International Ltd. She was appointed on 11 th July-2005. There are five directors in this Company, she is one of them. But among these five Directors, she has a very important role in this company, she has given a lot of height to this Company. She is also the Proprietor of Another Company MAHEKA EXIM. | Mrs Seema Pathak achieved a Masters in Economics. She is Promoter of Retail pharmacy chain – Prism Medical and Pharmacy Private Limited. Organically grew business to 10 stores and subsequent successful exit. She also served on the Board of Sadbhav Infra realities, with exposure to Infrastructure & Real Estate sectors. She was appointed as Non-Executive Director of QGO Finance Limited during AGM in September 2018. |
| Nature of Expertise in Specific Functional Area  | She is a Versatile individual. Possesses more than 15 years of excellent expertise in handling, Managing and administering in the field of Textile manufacture, Account Relationship, Client Relationship and many more.   | She retains above 30 Years' experience of handling fund flow in real estate, stock Market.   |
| Qualification  | Bachelor of Business Administration  | MA (in Economics) and B. Ed  |
| Terms and Condition of appointment/re-appointment along with details of remuneration sought to be paid & Last Remuneration     | As per the Terms and Conditions decided by the Board.  | As per the Terms and Conditions decided by the Board.  |
| Directorship in other Listed Companies (along with listed entities from which the person has resigned in the past three years) | Nil  | Nil  |



|  |  |  |
|--|--|--|
| <b>Membership of Committees of this Company &amp; other Public Companies (Audit Committee / Nomination Remuneration Committee / Stakeholders Relationship Committee)</b> | <b>Qgo Finance Ltd</b><br><b>Stakeholders Relationship Committee:</b> Member<br><b>Nomination &amp; Remuneration Committee:</b> Member | <b>Qgo Finance Ltd</b><br><b>Audit Committee-</b> Member<br><b>Stakeholder Relationship Committee-</b> Member, <b>Risk Management Committee-</b> Member, <b>Nomination and Remuneration Committee-</b> Chairperson |
| <b>No. of Shares held in the company (including shareholding as a beneficial owner) as on March 31, 2023</b>   | 2,00,000 shares (2.88%)  | 67,128 Shares (0.97%)  |
| <b>First Appointment by the Board</b>  | Not Applicable   | 01/08/2018   |
| <b>Relationship with another Directors, Managers &amp; KMPs</b>  | Mrs. Deepika Nath is sister of Mrs. Rachana Singi, Managing Director of the Company.   | Mrs. Seema Pathak is wife of Mr. Alok Pathak, CFO of the Company   |
| <b>Board Meeting attended (F.Y. 2022-23)</b>   | 1 Meeting out of 1   | 11 Meeting out of 11   |

# DIRECTOR'S REPORT



# DIRECTOR'S REPORT

## Dear Members,

The Board of Directors of Qgo Finance Limited is delighted to present the 30th Annual Report along with Audited Financial Statements as of 31st March, 2023, Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March, 2023 in compliance with Indian AS Accounting Standards.

## 1. Financial Summary and Operational Performance:

The Audited Financial Statements for the Financial Year ended 31st March, 2023, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standard (hereinafter referred to as "Ind-AS") prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. Necessary disclosures with regard to Ind-AS reporting have been made under the Notes to Financial Statements. The Company's performance during the financial year under review as compared to the previous financial year is summarized below:

| Description                                   | For the financial year ended 31st March, 2023 | For the financial year ended 31st March, 2022 |
|---|---|---|
| Revenue from Operation                        | 11,51,81,608                                  | 8,17,89,102                                   |
| Other Income                                  | 4,87,667                                      | 28,97,374                                     |
| <b>Total Revenue</b>                          | <b>11,56,69,275</b>                           | <b>84,686,476</b>                             |
| Less: Expenses                                | 9,19,55,457                                   | 66,661,684                                    |
| Less: Amount transferred to NBFC Reserve Fund | 48,47,463                                     | 37,06,919                                     |
| <b>Profit/(Loss) Before Tax</b>               | <b>2,37,13,818</b>                            | <b>1,43,17,873</b>                            |
| Less: Current Tax                             | 59,68,294                                     | 48,44,256                                     |
| Deferred Tax                                  | 1,46,544                                      | 81,007  |
| Prior year's Tax/Interest                     | --  | 66,470  |
| <b>Profit after Tax</b>                       | <b>17,598,980</b>                             | <b>93,26,140</b>                              |

### Note:

1. Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

For the Financial year ended March 31, 2023, the Company has reported a Turnover of Rs. 11,51,81,608/- against the previous year's Turnover of Rs. 8,17,89,102/-, which constitutes a growth of 40% in turnover whereas the Profit before Tax stood at Rs. 2,37,13,818/- for the year under review as compared to a profit of Rs. 1,43,17,873/- for the previous year.

More details on the financial statements of the Company along with various financial ratios are available in the Management Discussion & Analysis Report forming part of this report.

## 2. State of Company's Affairs and Business Overview

The Company is classified as Category 'B' Non-Banking Financial Institution by the Reserve Bank of India, wherein it is permitted to carry on the business of a Non-Banking Financial Company without accepting deposits from the general public.

The Company provides a wide range of products to its customers such as:

- Business Loan
- Retail Loan
- Project Loan
- Loan Against Property

Along with the products, company believes in providing a diverse range of services to its customers, which are:

- Providing consultancy and advisory services to clients in the field of financing.
- Providing services of lending money or any term that may be thought fit and particularly to customers or other person or corporation having dealing with the company. However, the company does not carry on the business of banking as defined under the Banking Regulation Act, 1919 or any amendment thereto.
- We offer service/funding for Project loan, peripheral tier-I satellite cities (presently in MMR).

### KEY ADVANTAGES OF WORKING WITH US!

- Our loans are typically refinanced with a larger NBFC loan. Typically, the first line of financing for the developer (prior to larger NBFCs and banks.)
- Improving credit access, Infrastructure building, skill development and technology assistance for retail loans, loans against property, business loans.
- Our Loan Against Property can be used for expansion of business and other projects and meeting the credits of business and bona fide needs and also useful to facilitate the renovation or repair/extension purposes in the house or flat.
- An innovative way to expand the business by using the same property to finance the business capital needs and then, expanding the business. It is an austere and efficient way of leveraging one's source of income.
- An easy and quick process for documentation with minimal paperwork and disbursal of loan amount in quick time.
- Retail Loan can be used for multiple purposes such as for travel, marriage, education, consumer durables, electronics and household use.
- We understand the importance of timely financing in the success of a business, and offer our client's customized solutions that help maximize their business opportunities. A dedicated QGO Relationship Manager partners with clients to evaluate their funding needs such as capital expenditure, working capital, business expansion and works on structuring a tailor-made solution that works best to meet their evolving needs.

## 3. Transfer to Reserves

The Company has not transferred any amount to the General Reserve. However, the entire profit amount has been retained by the Company in their Profit and Loss Account, except for the sum of ₹48,47,463/- which was transferred to the "NBFC Reserve Fund" maintained by the Company as per RBI Guidelines.



## 4. Dividend

The Company has declared Four (4) Interim Dividends for the Financial Year 2022-23 amounting to total Dividend of ₹27,81,120 for the entire year.

## 5. Capital Expenditure

As on 31st March, 2023 the gross fixed assets stood at ₹70,66,139/- and net fixed assets ₹34,99,454/-. Additions during the year amounted to ₹20,60,358/-.

## 6. Human Resource Management

Employees are the most valuable and indispensable asset for a Company. The Company has always been proactive in providing growth, learning platforms, safe workplace and personal development opportunities to its workforce. Human Resource Management plays a very important role in realizing the Company's objective. The Company is managed by the active involvement of the promoters along with strategic inputs from a well-diversified and competent board.

As on 31st March, 2023 the Company had 9 employees on its rolls at various organizational levels.

Our Company is committed to maintain the highest standards of health, safety and security for its employees and business associates and to operate in a healthy and safe environment.

## 7. Resource Mobilisation

Source of finance of the Company contains equity share capital, debt securities (Transferable Un-secured Non-convertible Debentures and loans from banks and financial institutions).

### i. Private Placement of Debentures

The Company has during the year raised funds through issue of Transferable Un-secured Non-convertible Debentures on Private Placement basis to the tune of ₹16,00,00,000/- (Rupees Sixteen Crores only)

### ii. Share Capital

Authorised Share Capital

During the year under review, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company.

As on 31st March, 2023 the Authorized Share Capital of the Company is 1,00,00,000 Equity Shares of Rs 10/- each amounting to Rs. 10,00,00,000 (Rupees One Hundred Million only).

Issued, Subscribed and Paid-up Share Capital

As on 31st March, 2023 the Issued, Subscribed and Paid up Share Capital of the Company is 69,52,800 Equity Shares of Rs 10/- each amounting to Rs 6,95,28,000 (Sixty-Nine Million Five Hundred Twenty-Eight Thousand only).

## 8. Performance of Subsidiaries, Associates and Joint Venture Companies

During the year under review, your Company did not have any Subsidiary, Associate and Joint Venture Company. Hence the details of this clause are not applicable to the Company.

## 9. Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement of furnishing details relating to Deposits covered under Chapter V of the Act or the details of Deposits which are not in compliance with the Chapter V of the Act is not applicable.

## 10. Directors & Key Managerial Personnel

The Board of Directors holds a fiduciary position and is entrusted with the responsibility to act in the best interests of the Company. The Board at its meetings deliberate and decide on strategic issues including review of policies, financial matters, discussion on business performance and other critical matters for the Company. Committees constituted by the Board focus on specific areas and take informed decisions within the framework of the delegated authority and responsibility and make specific recommendations to the Board on matters under its purview. Decisions and recommendations of the Committees are placed before the Board for consideration and approval as required.

The Composition of Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Non-Independent Director and Non-Executive Independent Directors including Women Directors in accordance with the provisions of Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). All the Directors have rich experience and specialized knowledge in sectors covering law, finance, accountancy and other relevant areas.

As on 31st March, 2023, the Board consists of 5 (Five) directors including women directors. The Chairman of the Company is an Independent Director. The profile of all the Directors can be accessed on the Company's website at <https://qgofinance.com/team/>

None of the Directors of the Company have incurred any disqualification under Section 164 (1) & (2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Directors have confirmed that they are not debarred from accessing the capital market as well as from holding the office of Director pursuant to any order of Securities and Exchange Board of India or Ministry of Corporate Affairs or any other such regulatory authority. In the view of the Board, all the directors possess the requisite skills, expertise, integrity, competence, as well as experience considered to be vital for business growth.

## 11. Directors

### 1. Composition of the Board and Key Managerial Personnels

The Board of Directors of the Company comprises of 5 (five) Directors in which one is the Managing Director and four are Non-Executive Directors. Out of the four non- executive directors, two are Independent directors. The Composition of the Board, position, their Directorship in the company and other details are shown below;

| Sr.No. | Name of the Member          | Category                          | Date of Appointment |
|--------|-----------------------------|-----------------------------------|---------------------|
| 1.     | Rear Admiral Vineet Bakhshi | Independent Director & Chairman   | 01/08/2018          |
| 2.     | Mrs. Rachana Singi          | Managing Director                 | 01/08/2018          |
| 3.     | Mr. Virendra jain           | Independent Director              | 28/07/2018          |
| 4.     | Mrs. Seema Pathak           | Non-Executive Director            | 01/08/2018          |
| 5.     | Mrs. Deepika Nath*          | Additional Non-Executive Director | 30/01/2023          |

*\*Appointed Mrs. Deepika Nath as an Additional Non-Executive Director of the Company w.e.f 30th January, 2023*

### 2. Directors or Key Managerial Personnel appointed or resigned during the year

#### Rear Admiral Vineet Bakshi

Rear Admiral Vineet Bakshi (DIN: 02960365) was appointed as an Independent Director of the Company for a period of 5 (Five) years commencing from August 1, 2018. His First term ended on July 31, 2023. The Board of Directors of the Company at its meeting held on April 18, 2023 and based on the recommendation of the Nomination and Remuneration Committee (“NRC”), re-appointed Rear Admiral Vineet Bakshi (DIN: 02960365) as Independent Director of the Company for a period of second term of 5 (Five) years commencing from August 1, 2023 to July 31, 2028, further his re-appointment is approved by the Members of the Company through Postal Ballot, the details of which are available on the Website of the Company.

#### Mr. Virendra Jain

Mr. Virendra Jain (DIN: 02738380) was appointed as an Independent Director of the Company for a period of 5 (Five) years commencing from 28 July, 2018. His current term will expire on July 27, 2023. The Board of Directors of the Company at its meeting held on April 18, 2023 and based on the recommendation of the Nomination and Remuneration Committee (“NRC”), re-appointed Mr. Virendra Jain (DIN: 02738380) as Independent Director of the Company for a period of second term of 5 (Five) years commencing from July 28, 2023 to July 27, 2028, further his re-appointment is approved by the Members of the Company through Postal Ballot, the details of which are available on the Website of the Company.

#### Mrs. Deepika Nath

During the year under review, based on the recommendation of Nomination and Remuneration Committee to the Board of Directors, Mrs. Deepika Nath (DIN: 00843292) was appointed as Additional Director in the category of Non-Executive Non-Independent Director with effect from 30th January, 2023. In the opinion of the Board of Directors, Mrs. Deepika Nath is qualified and possesses requisite qualifications and experience to act as a Non-Executive Non-Independent Director of the Company. Other details with respect to appointment of Mrs. Deepika Nath has been briefed in Notice of AGM forming part of Annual Report.

### 3. Board Meeting Details

Your Board meets at regular intervals to discuss and decide on business strategies/policies and review the Company's financial performance. 11 (Eleven) Board Meetings were held during the year ended 31st March, 2023. The meetings were held in hybrid mode i.e, physically and virtually in accordance with the applicable provisions of the Act. The gap between two Board Meetings did not exceed 120 days. The details relating to Board Meeting held during the year and the attendance of Board members in meeting are as under.

| Date of Board Meeting | Board Strength | No. of Directors Present |
|-----------------------|----------------|--------------------------|
| April 16, 2022        | 4              | 3                        |
| May 16, 2022          | 4              | 4                        |
| August 02, 2022       | 4              | 4                        |
| August 22, 2022       | 4              | 4                        |
| September 07, 2022    | 4              | 3                        |
| November 07, 2022     | 4              | 4                        |
| December 10, 2022     | 4              | 3                        |
| January 3, 2023       | 4              | 4                        |
| January 12, 2023      | 4              | 3                        |
| January 30, 2023      | 4              | 4                        |
| March 14, 2023        | 5              | 5                        |

### 4. Retirement by Rotation

In terms of Section 152 of the Act and the Articles of Association of the Company, Mrs. Seema Pathak (Holding DIN: 01764469), retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment. In the opinion of the Directors, Mrs. Seema Pathak possesses requisite qualification and experience and therefore, your Directors recommend her reappointment in the ensuing Annual General Meeting.

## 12. Key Managerial Personnel

As on March 31, 2023, the following person have been designated as Key Managerial Personnel ("KMP") of the Company pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Sr. No. | Name            | Designation   |
|---------|-----------------|---|
| 1.      | Mr. Alok Pathak | Chief Financial Officer   |
| 2.      | Ms. Urmi Joiser | Company Secretary, Compliance Officer & Chief Operating Officer |

*None of the Key Managerial Personnel were appointed or resigned during the year 2022-23*

### 13. Declaration by Independent Directors

There are two Independent Directors on the Board of the Company. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16 of the Listing Regulations.

The Independent Directors have also submitted a declaration confirming that they have registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

None of the independent directors are unaware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The board of directors have taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the same and in their opinion the Independent Directors fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Act along with the Code of Conduct for Directors and Senior Management Personnel formulated by the Company as per Listing Regulations.

### 14. Company's Policy on appointment and Remuneration of Directors, Key Managerial Personnel Senior Management Personnel and other employees

On the recommendation of the Nomination and Remuneration Committee, the Company has formulated and adopted a Nomination and Remuneration Policy which is in accordance with the Act and the Listing Regulations. The Policy aims to attract, retain and motivate qualified people at the board and senior management levels and ensure that the interests of Board members & senior executives are aligned with the Company's vision and mission statements and are in the long-term interests of the Company.

The Nomination and Remuneration Policy of the Company has been designed with the following basic objectives:

- a. To set out a policy relating to remuneration of Directors,

Key Managerial Personnel, Senior Management Personnel and other employees of the Company.

- b. To formulate criteria for appointment of Directors, Key Managerial Personnel and Senior Management Personnel.

- c. To formulate the criteria for determining qualification, competencies, positive attributes and independence for appointment of a director.

The Policy is available on the website of the Company at <https://qgofinance.com/wp-content/uploads/2022/12/Nomination-and-Remuneration-policy.pdf>

### 15. Committees

The constitution of the Board Committees is in compliance with the applicable provisions of the Act and the relevant rules made thereunder and the Articles of Association of the Company. The Board has constituted the Audit Committee, Nomination and Remuneration Committee, Administration Committee, Stakeholders Relationship Committee, Risk Management Committee to deal with specific areas/activities that need a closer review and to have an appropriate structure for discharging its responsibilities.

The provisions of the Act and SEBI Listing Regulations have prescribed and mandated forming of Committees of the Board for efficient working and effective delegation of work and to ensure transparency in the practices of the Company. Accordingly, the Committees formed by the Board are as follows:

#### A. Audit Committee:

Pursuant to Section 177 of the Act, the Board has formed an Audit Committee, which assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance. The Committee is governed by a Charter that is in line with the regulatory requirements mandated by the Act. The Audit Committee also receives the report on compliance under the Code of Conduct for Prohibition of Insider Trading Regulations, 2015

The brief details of the Committee have been disclosed in the Corporate Governance Report.

The Board of Directors of the Company had accepted all the recommendations of the Committee.

## **B. Nomination and Remuneration Committee:**

Pursuant to Section 178(1) of the Act, the Board has formed a Nomination and Remuneration Committee. The Committee is responsible for formulating evaluation policies and reviewing all major aspects of Company's HR processes relating to hiring, training, talent management, succession planning and compensation structure of the Directors, KMPs and Senior Management. The Committee also anchored the performance evaluation of the Individual Directors. The details of the same are disclosed in the Corporate Governance Report. The Policy is available on the following website of the Company <https://qgofinance.com/wp-content/uploads/2022/12/Nomination-and-Remuneration-policy.pdf>

## **C. Stakeholders' Relationship Committee:**

Pursuant to Section 178(5) of the Act, the Board has constituted a Stakeholders' Relationship Committee. The details of the Committee have been disclosed in the Corporate Governance Report.

## **D. Administration Committee:**

The Administration Committee has been voluntarily formed by the Company for looking after the administration and day-to-day operations of the Company. The further details are disclosed in the Corporate Governance Report.

## **E. Risk Management Committee:**

According to the Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (SEBI Listing Regulations), a Risk Management Committee is to be formed by the top 1000 listed entities based on market capitalization. However, QGO Finance Limited does not fall under the threshold and also Regulation 17 to 27 of SEBI Listing Regulations are not applicable to the Company. But the Board has opted mandatorily to form the Committee in order to cover the short-comings and secure the position of the Company. The details of the Committee are disclosed in the Corporate Governance Report.

## **16. Performance Evaluation of the Board, the Committees and the Individual Directors**

Pursuant to the provisions of the Companies Act, 2013, and

other applicable provisions of the Listing Regulations and in consonance with Guidance Note on Board Evaluation issued by the SEBI, the Board of Directors of the Company and on the recommendation of the Nomination and Remuneration Committee carried out an annual performance evaluation of the Board as a whole and directors individually. The Board also carried evaluation of the performance of its various Committees for the year under consideration. The performance evaluation of the Directors was carried out by the entire Board, other than the Director being evaluated. The performance evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors expressed their satisfaction over the evaluation process.

The Evaluation process covers a structured questionnaire for evaluation by Board members and the evaluation mechanism with definite parameters has been explicitly described in the Corporate Governance Report. The process of evaluation has been detailed below:

### **Evaluation Structure**

Feedback for each of the evaluations was sought by way of internal structured questionnaires with the Directors and the Committee for accessing the questionnaires and submitting their feedback/comments. The questionnaires for performance evaluation are in alignment with the guidance note on Board evaluation issued by the Securities and Exchange Board of India ("SEBI"), vide its circular dated January 05, 2017 and cover various attributes/functioning of the Board such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties etc., based on the criteria approved by the NRC. The Members were also able to give qualitative feedback and comments apart from the standard questionnaires.

### **Results of Evaluation**

The outcome of the evaluations was presented to the Board, the NRC and the Independent Directors at their respective meetings for assessment and development of plans/suggestive measures for addressing action points that arise from the outcome of the evaluation. The Directors expressed their satisfaction on the parameters of evaluation, the implementation and compliance of the evaluation exercise done and the results/outcome of the evaluation process.

## 17. Directors' Responsibility Statement

Pursuant to Section 134 of the Act, the Directors of the Company, based on representation from the management and after due enquiry, confirm that:

- (i) in the preparation of the Annual Accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) they have 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 state of affairs of the Company as at 31st March, 2023 and of the profit of the Company for the year ended on that day;
- (iii) they have 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 frauds and other irregularities;
- (iv) the Annual Accounts for the year ended 31st March, 2023 have been prepared on a "going concern" basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively throughout the financial year ended March 31, 2023.
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively throughout the financial year ended March 31, 2023.

## 18. Risk Management Policy

The Company has built a comprehensive risk management framework that seeks to identify all kinds of anticipated risks associated with the business and to take remedial actions to minimize any kind of adverse impact on the Company. The Company understands that risk evaluation and risk mitigation is an ongoing process within the organization and is fully committed to identify and mitigate the risks in the business.

The Company has also set up a Risk Management Committee to monitor the existing risks as well as to formulate strategies towards identifying new and emergent risks. The Risk Management Committee identifies the key risks for the Company, develops and implements the risk mitigation plan, reviews and monitors the risks and corresponding mitigation plans on a regular basis and prioritizes the risks, if required, depending upon the effect on the business/reputation. The Company has also formulated and implemented a Risk Management Policy which is approved by the Board of Directors in accordance with Listing Regulations, to identify and monitor business risk and assist in measures to control and mitigate such risks. The Policy is also available on the Website of the Company at [www.qgofinance.com](http://www.qgofinance.com). The other details in this regard are provided in the Corporate Governance Report, which forms part of this Annual Report.

## 19. Internal Financial Controls

According to Section 134(5)(e) of the Act and other applicable provisions of Listing Regulations in terms of internal control over financial reporting, the term Internal Financial Control ('IFC') means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and early detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls and the Board is responsible for ensuring that IFC are laid down in the Company and that such controls are adequate and operating effectively.

The Company believes that strengthening of internal controls is an ongoing process and there will be continuous efforts to keep pace with changing business needs and environment.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Further there were no letters of internal control weaknesses issued by the Internal Auditor or the Statutory Auditors during the financial year under review.

## 20. Corporate Social Responsibility

The Company believes that as a responsible corporate citizen, it has a duty towards the society, environment, and the Country where it operates. The Company's sense of responsibility (which goes beyond just complying with operational and business statutes) towards the community and environment, both ecological and social, in which it operates is known as corporate social responsibility.

In compliance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company does not fall in the ambit of limit in respect of Corporate Social Responsibility.

## 21. Particulars of Contracts or Arrangements with Related Parties

During the year under review, all the transactions entered into by the Company with related parties, were in compliance with the applicable provisions of the Act and the Listing Regulations, details of which are set out in the Notes to Financial Statements forming part of this Annual Report. All related party transactions are entered into only after receiving prior approval of the Audit Committee. Further, in terms of the provisions of Section 188(1) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, all contracts/arrangements/ transactions entered into by the Company with its related parties, during the financial year under review, were in ordinary course of business and on arm's length and not material.

In line with the requirements of the Act and the Listing Regulations, the Company has also formulated a Policy on dealing with Related Party Transactions ('RPTs') and the same is available on the website of the Company at <https://qgofinance.com/wp-content/uploads/2022/12/Related-Party-Transaction-Policy.pdf>

All transactions which were carried out during the year which requires reporting in Form AOC - 2 pursuant to Section 134 (3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are annexed as "Annexure 2" to this report.

## 22. Particulars of Loans, Guarantees or Investments

During the year under review, the Company has not granted any loans, provided any guarantees or securities or made any investments under the provisions of Section 186 of the Act.

## 23. Particulars of Employees

The information required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time in respect of Directors/ employees of the Company is attached as "Annexure- 3" to this report.

The information required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time-to-time forms part of this Board Report. However, in terms of Section 136 of the Act, the annual report is being sent to the shareholders excluding the said statement. The said information is readily available for inspection by the shareholders at the Company's registered office during the business hours on all working days up to the date of ensuing Annual General Meeting and shall also be provided to any shareholder of the Company, who sends a written request to the Company Secretary and Compliance Officer at [QGOCS@qgofinance.com](mailto:QGOCS@qgofinance.com).



## 24. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated in Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 for year ended 31st March, 2023 is provided below:

| A. Conservation of Energy                               |      |  |   |
|---|------|--|---|
|   | i.   | Steps taken or impact on conservation of energy  | The Company has not spent any substantial amount on Conservation of energy to be disclosed here.                    |
|   | ii.  | Steps taken for utilizing alternate sources of energy  |   |
|   | iii. | Capital investment on energy conservation equipments   |   |
| B. Technology absorption                                |      |  |   |
|   | i.   | Efforts made towards technology absorption   | Considering the nature of activities of the Company, there is no requirement with regards to technology absorption. |
|   | ii.  | Benefits derived like product improvement, cost reduction, product development or import substitution  |   |
|   | iii. | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- <ul style="list-style-type: none"> <li>• the details of technology imported</li> <li>• the year of import</li> <li>• whether the technology been fully absorbed</li> </ul> If not fully absorbed, areas where absorption has not taken place, and the reasons thereof |   |
|   | iv.  | The expenditure incurred on Research and Development   |   |
| C. Foreign Exchange Earnings and Outgo (Rs. in million) |      |  |   |
|   | i.   | Foreign Exchange Earnings by the Company   | NIL   |
|   | ii.  | Foreign Exchange Expenditure by the Company  | NIL   |

## 25. Auditors & Audit Reports

### Statutory Auditors and Auditor's Report

M/s. Subramaniam Bengali and Associates, Chartered Accountants, have been appointed as the Statutory Auditors of the Company for a term of five years from FY 2019-20 to FY 2023-24 at the 26th Annual General Meeting of the Company held on June 8, 2019.

The Statutory Auditors fulfil the eligibility and qualification norms as prescribed under the Act, the Chartered Accountants Act, 1949 and rules and regulations issued thereunder. In addition, the auditors hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), a prerequisite for issuing Limited Review reports or Audit Reports.

The Auditor's Report on the Audited financial statements of the Company for the year ended March 31, 2023 forms part of this Annual Report and is unmodified and there are no qualifications, reservation, adverse remarks or disclaimer made by the statutory auditors in their report.

## Internal Auditors

The Company has in place an adequate internal audit framework to monitor the efficacy of the internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the Company's processes. The Internal Auditor reports directly to the Chairman of the Audit Committee.

M/s. KARM & Co., Chartered Accountants, were appointed as the Internal Auditors of the Company for the FY 2022-23 in the Board Meeting held on 29th May, 2023 in accordance with the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014.

### Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board at its meeting held on 29th May, 2023, had appointed M/s. Mehta & Mehta, Practicing Company Secretaries as Secretarial Auditor of the Company for the FY 2023-24. The Secretarial Audit Report for FY 2022-23 in form MR 3 is annexed to this report as "Annexure-4".

The Secretarial Audit Report for the financial year ended March 31, 2023 are unmodified i.e. they do not contain any qualification, reservation, or adverse remark except that the Outcome for Allotment of Non-Convertible Debenture through Circular Resolution as on December 19, 2022 and January 31, 2023 has been intimated to the Stock Exchange at a later date due to technical issues faced by the Company in uploading documents. The Company always endeavors to comply with the Listing Regulations in a timely manner.

### Cost Auditors and Cost Audit Report

The Company is not required to maintain cost records in terms of the requirements of Section 148 of the Act and rules framed thereunder, hence such accounts and records are not required to be maintained by the Company.

## 26. Reporting of frauds by Auditors

During the year under review, none of the auditors have reported any instances of fraud committed against the Company by its officers or employees to the Audit Committee as required to be reported under Section 143 (12) of the Act.

## 27. Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Whistle Blower Policy and established the necessary Vigil Mechanism, which is in line with the applicable provisions of Listing Regulations and Section 177 of the Companies Act, 2013 for its Directors and employees. Pursuant to the Policy, the Whistle Blower can raise concerns relating to Reportable Matters (as defined in the Policy) such as unethical behavior, breach of Code of Conduct, actual or suspected fraud, any other malpractice, impropriety or wrongdoings, illegality, non-compliance of legal and regulatory requirements, retaliation against the Directors & Employees and instances of leakage of/suspected leakage of Unpublished Price Sensitive Information of the Company etc.

Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances to the Audit Committee, and provides for adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same. Further, no personnel have been denied access to the Audit Committee during the Financial Year under review.

The details of this Policy are explained in the Corporate Governance Report which forms a part of this Annual Report and also hosted on the website of the Company at <https://qgofinance.com/wp-content/uploads/2022/12/2.-Whistle-Blower-Policy.pdf>

There was no instance of such reporting during the financial year ended 31st March, 2023.

## 28. Business Responsibility and Sustainability Report

Pursuant to Regulation 34(2) of Listing Regulations and with effect from the financial year 2022-23, the top 1000 listed companies based on market capitalization shall submit a Business Responsibility and Sustainability Report describing the initiatives taken by the Company from an environmental, social and the governance perspective. The above provisions are not applicable to the Company for the year ended 2022-23

## 29. Annual Return

As per Section 92 (3), every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's Report.

Pursuant to the provisions of Section 134(3)(a) of the Act, copy of annual return for the financial year ended 31st March, 2023 made under the provisions of Section 92(3) of the Act, has been placed on the below mentioned web-address:- <https://qgofinance.com/annual-reports-returns/>

## 30. Corporate Governance

The Company's Corporate Governance Practices is a reflection of a value system encompassing culture, policies, and relationships with the stakeholders. Integrity and transparency are key to Corporate Governance Practices to ensure that Company gains and retains the trust of stakeholders at all times. It is about maximizing shareholder value legally, ethically and sustainably. The Board exercises its fiduciary responsibilities in the widest sense of the term.

The compliance of Corporate Governance provisions specified in Regulation 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of SEBI Listing Regulations are not applicable to the Company in the light of the provision of Regulation 15 of SEBI Listing Regulations.

However, following the Good Corporate Governance principles and the highest standards of accountability, transparency and disclosure and keeping in line with Company's philosophy of integrated reporting, the Company has taken an effort to comply with Corporate Governance reporting requirements on a voluntary basis. The detailed report on Corporate Governance also forms part of this Annual Report as Annexure 5.

## 31. Management Discussion & Analysis Report

The Management Discussion and Analysis Report in compliance with Regulation 34(2)(e) of Listing Regulations is provided in a separate section and forms an integral part of this report as Annexure-6

## 32. Sexual Harassment at Workplace

The Company is committed to create and maintain an atmosphere in which employees can work together without

fear of sexual harassment and exploitation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and the Company. During the year under review, the Company has not crossed the stipulated 10 Employees threshold in the establishment. Hence, the Company is not required to form an Internal Complaints Committee as required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, no cases were filed under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## 33. Compliance with Secretarial Standards on Board Meetings and General Meetings

During the Financial Year 2022-23, the Company has complied with all the relevant provisions of the applicable mandatory Secretarial Standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively issued by the Institute of Company Secretaries of India.

## 34. Fit and Proper Criteria and Code of Conduct

All the Directors meet the fit and proper criteria stipulated by RBI. All the Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company.

## 35. Prudential norms and Directions of RBI for NBFCs

The company has complied with all the requirements prescribed by the Reserve Bank of India and has filed the required returns.

## 36. Disclosure under Section 43(A)(ii) of the Companies Act, 2013

The Company has not issued any shares with Differential Rights and hence, no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### **37. Disclosure under Section 43(A)(ii) of the Companies Act, 2013**

The Company has not issued any shares with Differential Rights and hence, no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### **38. Disclosure under Section 54(1)(d) of the Companies Act, 2013**

The Company has not issued any Sweat Equity Shares during the year under review and hence, no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

### **39. Disclosure under Section 62(1)(b) of the Companies Act, 2013**

The Company has not issued any Equity shares under Employees Stock Option Scheme during the year under review and hence, no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

### **40. Disclosure under Section 67(3) of the Companies Act, 2013**

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

### **41. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year:**

During the period under review, no application was made or any proceeding under the Insolvency and Bankruptcy Code, 2016 was pending.

### **42. The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.**

There were no such transactions during the FY 2022-23.

### **43. General Disclosures**

Your Directors state that:

1. No material changes and commitments affecting the financial position of the Company have occurred from the close of the financial year ended 31st March, 2023 till the date of this report.
2. There was no change in the nature of business of the Company during the financial year ended 31st March, 2023.
3. During the year, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

### **ACKNOWLEDGEMENT**

Your Directors' place on record their sincere appreciation for the continued cooperation and support extended to the Company by various Banks. Your Directors' also place on record sincere appreciation of the continued hard work put in by the employees at all levels, amidst the challenging time. The directors are thankful to the esteemed shareholders for their support and the confidence reposed in the Company and its management and also thank the Company's vendors, investors, business associates, Central/State Government and various departments and agencies for their support and cooperation.

For and on behalf of the Board of Qgo Finance Limited

SD/-

### **Rear Admiral Vineet Bakshi (Retired)**

Chairman and Independent Director

DIN:02960365

Address: 137, Shakti Nagar, Dadabari,

Kota-324009 Rajasthan, India



# ANNEXURES & REPORTS

# Annexure-1

## RISK MANAGEMENT POLICY

### LEGAL FRAMEWORK:

The Company is prone to inherent business risks. This document is intended to formalize a risk management policy, the objective of which shall be identification, evaluation, monitoring and minimization of identifiable risks.

This policy is in compliance with the requirements under Securities Exchange Board of India (Listing Obligation Disclosures Requirements) Regulations, 2015 which requires the Company to lay down procedures for risk assessment and procedure for risk minimization.

### In accordance with:

Section 134(3)(n) of the Companies Act, 2013 (“the Act”), a company is required to include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

Section 177(4) of the Act states: Every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include- (vii) Evaluation of internal financial controls and risk management systems and

### SCHEDULE IV of the Act [Section 149(8)] - Code for Independent Directors

II. Role and functions: The independent directors shall:

- help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through a properly defined network.

Accordingly, to assess, mitigate and manage risk at “QGO Finance Limited” (hereinafter referred to as the “Company”),

the Company has formed the policy (the “Risk Management Policy”) for the same.

### INTRODUCTION:

Risk Management is a key aspect of the “Corporate Governance Principles and Code of Conduct” which aims to improvise the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

### APPLICABILITY:

This policy applies to all areas of the Company's operations.  
OBJECTIVE & PURPOSE OF POLICY:

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. This Risk Management Policy is being applied in order to ensure that effective management of risks is an integral part of every employee's job and to ensure sustainable business growth with stability and to promote a structured and disciplined approach in reporting, evaluating and resolving the risks associated with the Company's business.

### THE SPECIFIC OBJECTIVES OF THE RISK MANAGEMENT POLICY ARE:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e to ensure adequate systems for risk management.
2. To identify internal and external risks faced by the Company including financial, operational, sectorial, sustainability, information, cyber security risks or any other risk as may be identified;

3. To establish a framework for the company's risk management process and to ensure its implementation.
4. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
5. To assure business growth with financial stability.
6. Protecting and enhancing assets and Company's image;
7. Preparing risk mitigation plans by setting up systems and processes for internal control of identified risks;
8. Reducing volatility in various areas of the business by developing and supporting people and knowledge base of the organization;
9. Optimizing operational efficiency by anticipating and responding to the changing economic, social, political, technological, legal and environmental conditions in the external environment.

#### DEFINITIONS:

In this Policy, unless the context otherwise requires:

**"Audit Committee or Committee"** means the audit committee of board of directors of the Company constituted in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

**"Board of Directors" or "Board"** in relation to the Company, means the collective Body of Directors of the Company (including a committee of directors of the Company duly authorized by the Board).

**"Company"** means **"QGO Finance Limited**, a company constituted under the provisions of Companies Act, 2013.

**"Policy"** means this Risk Management Policy as may be amended or supplemented from time to time.

**"SEBI"** means the Securities and Exchange Board of India.

**"SEBI Act"** means the Securities and Exchange Board of India Act, 1992.

**"Risk Assessment"** means the systematic process of identifying and analysing risks. Risk Assessment consists of a detailed study of threats and vulnerability and resultant exposure to various risks.

**"Risk Management"** means the systematic way of

protecting business resources and income against losses so that the objectives of the Company can be achieved without unnecessary interruption.

**"Risk Management Process"** means the systematic application of management policies, procedures and practices to the tasks of establishing the context, identifying, analysing, evaluating, treating, monitoring and communicating risk.

#### ROLE OF THE BOARD:

The Board will undertake the following actions to ensure risk is managed appropriately:

1. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company;
2. Ensure that the appropriate systems for risk management are in place;
3. The independent directors shall help in bringing an independent judgment to bear on the Board's deliberations on issues of risk management and satisfy themselves that the systems of risk management are robust and defensible;
4. Participate in major decisions affecting the organization's risk profile;
5. Have an awareness of and continually monitor the management of strategic risks;
6. Be satisfied that processes and controls are in place for managing less significant risks;
7. Be satisfied that an appropriate accountability framework is working whereby any delegation of risk is documented and performance can be monitored accordingly;
8. Ensure risk management is integrated into board reporting and annual reporting mechanisms;
9. Convene any board-committees that are deemed necessary to ensure risk is adequately managed and resolved where possible;
10. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

Ensuring compliance with regulatory requirements and best practices with respect to risk management.

## RISK MANAGEMENT PROCEDURES

### 1. General

Risk management process includes four activities: Risk Identification, Risk Assessment, Risk Mitigation and Monitoring & Reporting.

### 2. Risk Identification

The purpose of Risk identification is to identify internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee and identify all other events that can have an adverse impact on the achievement of the business objectives. All Risks identified are documented in the form of a Risk Register. Risk Register incorporates risk description, category, classification, mitigation plan, responsible function/department.

The Company majorly focuses on the following types of material risks:

- Business risk;
- technological risks;
- strategic business risks;
- operational risks;
- quality risk;
- competition risk;
- realization risk;
- cost risk;
- financial risks;
- human resource risks; and
- legal/regulatory risks

### 3. Risk Assessment

Assessment involves quantification of the impact of Risks to determine potential severity and probability of occurrence. Each identified Risk is assessed on two factors which determine the Risk exposure:

A. Impact if the event occurs

B. Likelihood of event occurrence

Risk Categories: It is necessary that Risks are assessed after taking into account the existing controls, so as to ascertain the current level of Risk. Based on the above assessments,

each of the Risks can be categorized as – low, medium and high.

### 4. Risk Mitigation

The following framework shall be used for implementation of Risk Mitigation:

All identified Risks should be mitigated using any of the following Risk mitigation plan:

- a) Risk avoidance: By not performing an activity that could carry Risk. Avoidance may seem the answer to all Risks but avoiding Risks also means losing out on the potential gain that accepting (retaining) the risk may have allowed.
- b) Risk transfer: Mitigation by having another party to accept the Risk, either partial or total, typically by contract or by hedging/Insurance.
- c) Risk reduction: Employing methods/solutions that reduce the severity of the loss e.g. concreting being done for preventing landslides from occurring.
- d) Risk retention: Accepting the loss when it occurs. Risk retention is a viable strategy for small Risks where the cost of insuring against the Risk would be greater than the total losses sustained. All Risks that are not avoided or transferred are retained by default.

### DISCLOSURE IN BOARD'S REPORT:

Board of Directors shall include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

### REVIEW AND AMENDMENT:

The policy shall be reviewed and amended by the Board from time to time in line with any amendments as may be necessary. Any change in the Policy shall be approved by the board of directors ("Board") of the Company. The Board shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

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## ANNEXURE-2

### FORM NO. AOC -2

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

**Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain Arm's Length transaction for the year ended 31st March, 2023.**

| Sr. No. | Particulars   | Details |
|---------|---|---------|
| a)      | Name (s) of the related party & nature of relationship  | NA      |
| b)      | Nature of contracts/arrangements/transaction  | NA      |
| c)      | Duration of the contracts/arrangements/transaction  | NA      |
| d)      | Salient terms of the contracts or arrangements or transaction including the value, if any                         | NA      |
| e)      | Justification for entering into such contracts or arrangements or transactions'                                   | NA      |
| f)      | Date of approval by the Board   | NA      |
| g)      | Amount paid as advances, if any   | NA      |
| h)      | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | NA      |

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

| Sr. No. | Particulars   | Details                 | Details                   | Details                      | Details                      | Details                      |
|---------|---|-------------------------|---------------------------|------------------------------|------------------------------|------------------------------|
| a)      | Name (s) of the related party & nature of relationship                                    | Mrs. Rachana Singi      | Beond Textiles LLP        | Deepika Nath                 | Symposium Finance Pvt Ltd    | Creative Vastrado Pvt. Ltd   |
| b)      | Nature of contracts/ arrangements/ transaction  | Managerial Remuneration | Rent for Office Premises  | Interest payment on NCD loan | Interest payment on NCD loan | Interest payment on NCD Loan |
| c)      | Duration of the contracts/arrangements /transaction                                       | 1 year                  | Yearly                    | As mentioned in offer letter | As mentioned in offer letter | As mentioned in offer letter |
| d)      | Salient terms of the contracts or arrangements or transaction including the value, if any | As per contract         | As per the Rent agreement | As mentioned in offer letter | As mentioned in offer letter | As mentioned in offer letter |
| e)      | Date of approval by the Board   | 29/07/2022              | --                        | 06/11/2018 and 14/03/2023    | 26/11/2018                   | 17/08/2021<br>05/10/2021     |
| f)      | Amount paid as advances, if any   | NA                      | NA                        | NA                           | NA                           | NA                           |

**For and on behalf of Board of QGO Finance Limited**

**Rear Admiral Vineet Bakhshi (Retired)**

**Chairman and Director**

**DIN:** 02960365

**Address:** 137, Shakti Nagar, Dadabari,  
Kota – 324009 Rajasthan, India

**Date:** May 29, 2023

**Place:** Mumbai

# ANNEXURE-3

## STATEMENT OF DISCLOSURE OF REMUNERATION

[Pursuant to Section 197(12) of the Companies Act, 2013 r/w Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014]

1. The Percentage increase in remuneration of the Executive Directors, Chief Financial Officer and the Company Secretary during the Financial Year 2022-23, the ratio of remuneration of each of the Director to the median remuneration of the employees of the Company for the Financial Year under review and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are given below:

| Sr. No.  | Name                                  | Designation                       | Remuneration for F.Y. 2022-23 | % increase in the remuneration for financial Year 2022-23 | Ratio of remuneration of Director to median remuneration of employees |
|--|---------------------------------------|-----------------------------------|-------------------------------|---|---|
| <b>Non-Executive Independent Directors</b>                     |                                       |                                   |                               |   |   |
| 1.   | Rear Admiral Vineet Bakhshi (Retired) | Chairman and Independent Director | 2,00,800/-                    | NA  | 5.82%   |
| 2.   | Virendra Jain                         | Independent Director              | 2,00,800/-                    | NA  | 5.82%   |
| <b>Non-Executive Non-Independent Directors</b>                 |                                       |                                   |                               |   |   |
| 3.   | Seema Pathak                          | Non-Executive Director            | 2,00,800/-                    | NA  | 5.82%   |
| 4.   | Deepika Nath*                         | Additional Non-Executive Director | 10,000/-                      | NA  | 5.82%   |
| <b>Executive Directors</b>                                     |                                       |                                   |                               |   |   |
| 5.   | Rachana Singi                         | Managing Director                 | 6,00,000/-                    | 00%   | 17.38%  |
| <b>Key Managerial Personnel other than Executive Directors</b> |                                       |                                   |                               |   |   |
| 6.   | Mr. Alok Pathak                       | Chief Financial Officer           | 6,00,000/-                    | 00%   | 17.38%  |
| 7.   | Ms. Urmi Joiser                       | Company Secretary                 | 8,09,000/-                    | 66%   | 22.83%  |

\*Appointed as Additional Director in the category of Non-Executive Non-Independent Director w.e.f. 30th January, 2023

Non-Executive Directors are paid remuneration only by way of sitting fees for attending Board/Committee Meeting. Hence percentage increase is not provided for Non-Executive Directors.

2. The Median remuneration of employees during the Financial Year was Rs. 34,53,045/-.
3. There were 9 Permanent Employees (Including the MD & CFO) on the pay-roll of the Company as on 31st March, 2023
4. Median Remuneration of the financial year has increased as that of the previous financial year since the salaries of the Employees have increased.
5. Average percentile increases already made in the salaries of the 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 highlighting if there were any exceptional circumstance for the increase in the managerial remuneration:

| Sr.No. | Particulars   | % Increase |
|--------|---|------------|
| 1.     | Average percentile increase in the salary of employees other than Managerial Personnel. | 30.66      |
| 2.     | Average percentile increase in the salary of the Managerial Personnel.                  | 0.00       |

The same has been shown considering the increase in salary of the Managing Directors of the Company.

The percentile increase in the salaries of the managerial personnel and that of the employees other than the managerial personnel is decided keeping in view the capabilities of the concerned person.

The increase in the Managerial Remuneration during the Financial Year 2022-23 is not exceptional, the increase is in keeping with the view of the growth of the Company and new Management of the Company.

6. It is hereby affirmed that the remuneration is paid as per the Remuneration Policy of the Company.
7. Statement Pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014-

| Name of the Employees  | Ms. Rachana Singi    | Mr. Alok Pathak                                       | Ms. Urmi Joiser   |
|--|----------------------|---|-------------------|
| Designation of Employees   | Managing Director    | Chief Financial Officer                               | Company Secretary |
| Remuneration received  | Rs 6,00,000/-        | Rs 6,00,000/-   | Rs 8,09,000/-     |
| Nature of employment, whether contractual or otherwise   | Permanent            | Permanent   | Permanent         |
| Qualifications and experience of the Employee  | Chartered Accountant | Engineer  | Company Secretary |
| Age of such Employee   | 44 years             | 64 years  | 27 years          |
| Last employees held by such Employee before joining the Company  | --                   | --  | --                |
| % of Equity Shares held by the Employee in the Company.  | 60.48%               | NIL   | 0.004%            |
| Whether any such Employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager. | No                   | Yes, Mrs Seema Pathak (Non-Executive Director) (Wife) | No                |

**For and on behalf of Board of QGO Finance Limited**

**Rear Admiral Vineet Bakhshi (Retired)  
Chairman and Director**

**DIN:** 02960365

**Address:** 137, Shakti Nagar, Dadabari, Kota – 324009 Rajasthan, India

**Date:** May 29, 2023

**Place:** Mumbai

## FORM MR-3 SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,  
The Members,  
**QGO FINANCE LIMITED**  
3rd Floor, A-514,  
TTC Industrial Area,  
MIDC, Mahape,  
Navi Mumbai - 400071

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by QGO Finance Limited (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct I statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes 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 March 31, 2023, complied with the statutory provisions listed here under 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 March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(during the period under review not applicable to the company);**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (during the period under review not applicable to the company);

(d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(during the period under review not applicable to the Company);**

(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 **(during the period under review not applicable to the Company);**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**

(vi) Non-Banking Financial Company – Non-Systematically Important Non- Deposit taking Company (Reserve Bank) Directions, 2016;

(vii) Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;

(xiii) Master Direction – Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016;

(ix) Master Direction - Information Technology Framework for the NBFC Sector;

(x) Master Direction – Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016. We have examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

***The Board of Directors had approved the resolution for allotment of non-convertible debentures through Circular resolution on 19th December, 2022 and 31st January, 2023, however the same was intimated to Stock Exchange at a later date.***

**We further report that:**

The Board of Directors of the Company is duly constituted

with proper balance of the 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.

Adequate notices are given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all the Directors. Meetings held at shorter notice are in compliance with the provisions of the Act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

**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 had the following specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**a. The Board of Directors passed the following resolutions for issuance of Non-Convertible Debentures (“NCDs”) on private placement basis:**

| Sr. No | Date of passing resolution | No. of NCDs issued |
|--------|----------------------------|--------------------|
| 1.     | 16th April 2022            | 100                |
| 2.     | 16th May 2022              | 3500               |
| 3.     | 22nd August 2022           | 300                |
| 4.     | 07th September 2022        | 100                |
| 5.     | 10th December 2022         | 700                |
| 6.     | 03rd January 2023          | 500                |

**b. The Board of Directors passed the following resolutions by way of circulation for allotment of Non-Convertible Debentures (“NCDs”) on private placement basis:**

| <b>Sr. No</b> | <b>Date of passing circular resolution</b> | <b>No. of NCDs allotted</b> |
|---------------|--|-----------------------------|
| 1.            | 16th April 2022                            | 100                         |
| 2.            | 18th May 2022                              | 100                         |
| 3.            | 25th May 2022                              | 200                         |
| 4.            | 01st June 2022                             | 200                         |
| 5.            | 23rd August 2022                           | 300                         |
| 6.            | 07th September 2022                        | 100                         |
| 7.            | 13th December 2022                         | 100                         |
| 8.            | 19th December 2022                         | 100                         |
| 9.            | 4th January 2023                           | 200                         |
| 10.           | 31st January 2023                          | 200                         |

**c. The Board of Directors of the Company at its meeting held on 16th May, 2022 declared interim dividend instead of final dividend for the Financial year 2021-22 of Rs. 0.01 per equity share on the FV of Equity shares of Rs. 10 each and on 22nd August, 2022 declared first interim dividend for the Financial year 2022-23 of Rs. 0.01 per equity share on the FV of Equity shares of Rs. 10 each.**

**d. The Board of Directors of the Company at its**

**meeting held on 07th November, 2022 declared second interim dividend for the Financial year 2022-23 of Rs. 0.01 per equity share on the FV of Equity shares of Rs. 10 each and on 30th January, 2023 declared third interim dividend for the Financial year 2022-23 of Rs. 0.01 per equity share on the FV of Equity shares of Rs. 10 each.**

**e. The Board of Directors of the Company at its meeting held on 14th March, 2023 had approved the proposal for extending the tenure of 775 unsecured, unlisted non-convertible debentures.**

For **Mehta & Mehta,**  
**Company Secretaries**  
**(ICSI Unique Code P1996MH007500)**

**Atul Mehta**  
**Partner**  
**FCS No: 5782**  
**CP No: 2486**  
**Place: Mumbai**  
**Date: May 29, 2023**  
**UDIN: FOO5782E000411880**

*Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.*

# ANNEXURE-A

To,  
The Members,  
**QGO FINANCE LIMITED**  
3rd Floor, A-514,  
TTC Industrial Area,  
MIDC, Mahape,  
Navi Mumbai - 400071

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

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. 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 have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 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 laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions as referred in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) 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.

For **Mehta & Mehta,**  
**Company Secretaries**  
**(ICSI Unique Code P1996MH007500)**

**Atul Mehta**  
**Partner**  
**FCS No: 5782**  
**CP No: 2486**  
**Place: Mumbai**  
**Date: May 29, 2023**  
**UDIN: F005782E000411880**



# ANNEXURE-5

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY:

The Company recognises its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, investors, regulators and other stakeholders.

The Company believes that good corporate governance is essential for achieving long term corporate goals and enhancing stakeholder value. The Company is committed to ethical values, sustainable business practices, and to driving positive change in the areas in which it operates. Our Corporate Governance is a reflection of our company – our value system, work culture and thought process.

The essence of Corporate Governance is about maintaining the right balance between economic, social, individual and community goals. The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances.

The Company places great emphasis on empowerment, integrity and safety of its employees, diversity, transparency in all its dealings and accountability towards all the stakeholders. It is a firm conviction of the Company that good Corporate Governance practices are powerful enablers, which infuse trust and confidence and are able to attract and retain financial and human capital.

The Company is in voluntary compliance with the requirements mandated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“the Listing Regulations”] as the Report on Corporate Governance is not mandatory to the Company. However, for inculcating good Governance practices and highest standards of accountability &

transparency, in line with Company's Philosophy, a Report on compliance with the Code of Corporate Governance as stipulated in the Listing Regulations is given below:

### THE BOARD OF DIRECTORS:

#### Composition:

The Board of Directors of your Company has an optimum combination of Executive and Non-Executive Directors, representing a blend of professionalism, knowledge and experience. The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 (“the Act”) and the Listing Regulations, as amended from time to time. The Board of Directors along with its Committees provide leadership and guidance to the Company's management as also direct, supervise and control the performance of the Company.

The Board currently comprises 5 (Five) Directors out of which 2 (Two) Directors are Non-Executive Directors. The Company has 2 (Two) Independent Directors and 1 (One) Managing Director. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under Regulation 16(1)(b) of the Listing Regulations and Section 149 of the Companies Act, 2013 (“the Act”).

All Non-Executive Non-Independent Directors are liable to retire by rotation. Mrs. Deepika Nath, Non-Executive Director is sister of Ms. Rachana Singi who is a Managing Director of the Company. None of the other directors is related to any other director on the Board.

The composition of the Board, attendance at the last Annual General Meeting (AGM), number of other directorships, memberships/chairmanships of the Committees of other companies as on March 31, 2023 in the Company are as follows:

| Name of Director                      | DIN      | Category                 | Attendance at last AGM | No. of Other Directorships<br>(Including Private Company at the Year-end)*        | Committee Positions of the Board of other companies# |        |
|---------------------------------------|----------|--------------------------|------------------------|---|--|--------|
|                                       |          |                          |                        |   | Chairman   | Member |
| Rear Admiral Vineet Bakhshi (Retired) | 02960365 | Independent Director     | Yes                    | Nil   | Nil  | Nil    |
| Mrs. Rachana Singi                    | 00166508 | Managing Director        | Yes                    | Enlift Healthcare Private Limited   | Nil  | Nil    |
| Mr. Virendra Jain                     | 02738380 | Independent Director     | Yes                    | 1.Dharti Meadows Limited Liability Partnership<br>2.Tarini Jewels Private Limited | Nil  | Nil    |
| Mrs. Seema Pathak                     | 01764469 | Non - Executive Director | Yes                    | Nil   | Nil  | Nil    |
| Mrs. Deepika Nath**                   | 00843292 | Non - Executive Director | NA                     | Nath Brothers .<br>Exim International Limited                                     | Nil  | Nil    |

Note:

\* Excludes directorship in foreign companies, companies incorporated under Section 8 of the Act and Alternate Directorships.

# For the purpose of considering the limit of committee memberships and chairmanships of a Director, Audit Committee and Stakeholders' Relationship Committee of public limited companies have been considered.

\*\* Appointed as Additional Director by the Board with effect from January 30, 2023.

Details of directorship of listed entities as on March 31, 2023 including category of directorship are as follows:

| Name of the Director        | Name of listed entity | Category of directorship |
|-----------------------------|-----------------------|--------------------------|
| Rear Admiral Vineet Bakhshi | Qgo Finance Limited   | Independent Director     |
| Mrs. Rachana Singi          | Qgo Finance Limited   | Managing Director        |
| Mr. Virendra Jain           | Qgo Finance Limited   | Independent Director     |
| Mrs. Seema Pathak           | Qgo Finance Limited   | Non-Executive Director   |
| Mrs. Deepika Nath           | Qgo Finance Limited   | Non-Executive Director   |

#### Limit on the number of Directorships / Committee Memberships:

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees [Committees being, Audit Committee and Stakeholders' Relationship Committee] across all the Indian public limited companies in which he/she is a Director. All the Directors have periodically made necessary disclosures regarding their Directorship and Committee positions held by them in other companies and do not hold the office of Director in more than twenty companies, including ten public companies. Further none of the Directors who are serving as a Managing Director/ Whole Time Director in any Listed Company, is serving as an Independent Director in more than three Listed Companies. None of the Directors on the Board of the Company serves as a director in more than seven listed companies or as an Independent Director in more than seven Listed Companies.

## Number of Board Meetings:

During the year under review, 11 (Eleven) Board Meetings were held on 16/04/2022, 16/05/2022, 02/08/2022, 22/08/2022, 07/09/2022, 07/11/2022, 10/12/2022, 03/01/2023, 12/01/2023, 30/01/2023 and 14/03/2023. The intervening gap between any two consecutive meetings did not exceed 120 days.

Details of Directors attendance at the Board Meetings during the year are as follows:

| Name of the Director                  | Details of Board Meetings |          |
|---------------------------------------|---------------------------|----------|
|                                       | Held                      | Attended |
| Rear Admiral Vineet Bakhshi (Retired) | 11                        | 11       |
| Mrs. Rachana Singi                    | 11                        | 7        |
| Mr. Virendra Jain                     | 11                        | 11       |
| Mrs. Seema Pathak                     | 11                        | 11       |
| Mrs. Deepika Nath*                    | 1                         | 1        |

\*Appointed as Additional Director by the Board with effect from January 30, 2023.

## INDEPENDENT DIRECTORS:

Eminent people having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered for appointment as Independent Directors.

In accordance with Section 149(10) and Section 149(11) of the Act, the current tenure of Independent Directors of the Company is for a term of five years from the date of their appointment. Two Independent Directors are serving their second term as they re-appointed through Postal Ballot by passing of a special resolution and began their second term from August 1, 2023 for a further term of up to five years, the details of which are provided in the Director's Report.

The Company has issued formal letters of appointment to all the Independent Directors. Terms and conditions of appointment of independent directors have been hosted on the website of the Company on weblink <https://qgofinance.com/other-disclosures/>. In the opinion of the Board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

During the financial year 2022-23, none of the Independent Directors resigned from the Company before the expiry of his/her tenure.

One Independent Directors' meeting was convened on January 30, 2023 to review the performance of the Non-Independent Directors including the Chairman and performance of the Board as a whole. The Non-Independent Directors did not take part in the meeting.

## BOARD EFFECTIVENESS EVALUATION:

Board effectiveness evaluation involving evaluation of the Board of Directors, its Committees and Individual Directors, including the role of the Board Chairman, was conducted during the year in line with the provisions of the Listing Regulations and the Act.

Evaluation process was carried out by way of a structured questionnaire covering various aspects of the functioning of the Board and its Committee and feedback was sought on the basis of various factors such as the constitution and composition of the Board and its Committees, processes followed at the meeting, Board's focus, Board's strategy and risk management etc.

Similarly, for evaluation of Individual Directors performance, the questionnaire covered various aspects like his/her contribution in Board and Committee meetings, knowledge to perform role, understanding of role and responsibilities, business of the Company along with the environment.

For evaluation of Independent Directors performance, the questionnaire additionally covered various aspects like ability to bring independent judgment during board deliberations, ability to uphold ethical standards of integrity and probity to name a few.

The Independent Directors discussed the performance of Non-Independent Directors and Board as a whole. The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance. The performance evaluation of all Independent Directors was done by the entire Board, excluding the Director being evaluated.

The performance evaluation was discussed and noted by the Board at its meeting held on January 30, 2023 wherein the directors expressed their satisfaction with the evaluation process.

#### **DETAILS OF SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:**

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees.

A chart/ matrix setting out the core skills/expertise/competencies identified by the Board of Directors in the context of the Company's business and sector(s) as required for it to function effectively and those actually available with the Board along with the names of Directors who have such skills/expertise/competence, are given below:

| <b>Name of the Director</b> | <b>Category</b>        | <b>Skills</b>           |
|-----------------------------|------------------------|-------------------------|
| Rear Admiral Vineet Bakhshi | Independent Director   | Leadership, Strategy    |
| Mrs. Rachana Singi          | Non-Executive Director | Finance and Taxation    |
| Mr. Virendra Jain           | Independent Director   | Risk Management         |
| Mrs. Seema Pathak           | Non-Executive Director | Business Operations     |
| Mrs. Deepika Nath           | Non-Executive Director | Business Administration |

#### **BOARD PROCEDURES:**

During the year under review, information as mentioned in Part A of Schedule II of the Listing Regulations is made available to the Board of Directors for discussions and consideration at Board Meetings.

The Board meets at least once in a quarter to review financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues concerning the businesses of your Company.

The Board periodically reviews compliance reports pertaining to all laws applicable to the listed entity, prepared by the listed entity as well as steps taken by the listed entity to rectify instances of non-compliances. The Board has formulated a Risk Management Policy for the group.

All Board and Committee meetings agenda papers are disseminated electronically thereby eliminating circulation of printed agenda papers. Board Meetings are governed by a structured Agenda. The Agenda along with detailed explanatory notes and supporting material are circulated in advance before each meeting to all the Directors for facilitating effective discussion and decision-making.

All recommendations made by the Committees of the Board had been accepted by the Board during the year under review.

#### **MD / CFO CERTIFICATION:**

The Managing Director (MD) and Chief Financial Officer (CFO) have jointly certified to the Board inter alia, the accuracy of the Financial Statements in accordance with Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, pertaining to Managing Director (MD) and Chief Financial Officer (CFO) certification for the Financial Year ended March 31, 2023.

The Managing Director (MD) and Chief Financial Officer (CFO) also jointly give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations.

#### **REMUNERATION OF DIRECTORS:**

The Nomination and Remuneration Committee (NRC) of the Board has framed a policy on selection and appointment of directors and senior management and their remuneration which has been approved by the Board upon recommendation of the NRC. The remuneration of directors is based on this policy.

#### **IN ACCORDANCE WITH THE POLICY, THE NRC:**

1. Formulates the criteria for appointment as a Director
2. Identifies persons who are qualified to be Directors
3. Nominates candidates for Directorships subject to the approval of Board
4. Approves the candidates required for senior management positions
5. Evaluates the performance of the Board Members
6. Reviews performance and compensation of senior management
7. Recommends to the Board, commission to the Non-Executive Directors, if any.

The said policy is available on the website of the Company on weblink <https://qgofinance.com/wp-content/uploads/2022/12/Nomination-and-Remuneration-policy.pdf>

Details of remuneration paid to Directors for the Financial Year 2022-23 along with their respective shareholding in the Company are as under:

| <b>Name of the Director</b> | <b>Salary</b> | <b>Commission</b> | <b>Sitting Fees</b> | <b>Total</b> | <b>% No. of Equity Shares</b> |
|-----------------------------|---------------|-------------------|---------------------|--------------|-------------------------------|
| Rear Admiral Vineet Bakhshi | -             | -                 | 2,00,800/-          | 2,00,800/-   | NIL                           |
| Mrs. Rachana Singi          | 6,00,000/--   | -                 | -                   | 6,00,000/-   | 60.48%                        |
| Mr. Virendra Jain           | -             | -                 | 2,00,800/-          | 2,00,800/-   | 1.96%                         |
| Mrs. Seema Pathak           | -             | -                 | 2,00,800/-          | 2,00,800/-   | 0.97%                         |
| Mrs. Deepika Nath           | -             | -                 | 9,000/-             | 9,000/-      | 2.88%                         |

## COMMITTEES OF THE BOARD:

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. At present, there are 5 committees of the Board – Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee and Admin Committee.

The Committees operate as empowered agents of the Board as per their terms of reference. The Board of Directors and the Committees also take decisions by circular resolutions which are noted at the next meeting. The minutes of the meetings of all Committees of the Board of the Company and its subsidiaries are placed before the Board for discussions/noting.

Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below. Composition of the Committees is also posted on the website of the Company at the Web Link: <https://qgofinance.com/list-of-committee-members/>

### AUDIT COMMITTEE:

#### Composition

The Composition of Audit Committee is in line with the provisions of Section 177 of the Companies Act, 2013. As on March 31, 2023, the Audit Committee comprised of following members:

- Rear Admiral Vineet Bakhshi (Retired) – Chairman
- Mr. Virendra Jain – Member
- Ms. Seema Pathak – Member

### THE COMPANY SECRETARY IS THE SECRETARY TO THE COMMITTEE.

The Members of the Committee possess knowledge of accounting and financial management. The Committee invites the Chief Financial Officer and representative of Internal Auditors and Statutory Auditors and any other such executives to be present at the meetings of the Committee.

#### Meetings and Attendance

The Committee met 5 (five) times during the year on 16/05/2022, 02/08/2022, 07/11/2022, 30/01/2023 and 14/03/2023. The gap between two Meetings did not exceed 120 days. The attendance at the meetings was as under:

| Committee Members                     | No. of meetings held | No. of meetings attended |
|---------------------------------------|----------------------|--------------------------|
| Rear Admiral Vineet Bakhshi (Retired) | 5                    | 5                        |
| Mr. Virendra Jain                     | 5                    | 5                        |
| Mrs. Seema Pathak                     | 5                    | 5                        |

The Chairman of the Committee was present at the last Annual General Meeting of the Company held on Friday, August 12, 2022.

### TERMS OF REFERENCE

The terms of reference of the Audit Committee, inter alia, includes the following:

1. 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. Examination of the financial statement and the auditor's report thereon;

4. Approval or any subsequent modification of transactions of the Company with related parties;
5. Scrutiny of inter-corporate loans and advances;
6. Valuation of undertakings or assets of the Company, wherever it is necessary;
7. Evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters;
9. To do all acts, deeds and things as may be required or considered necessary or incidental in the above matters along with other terms as may be decided by the Board.

#### **NOMINATION AND REMUNERATION COMMITTEE:**

##### **COMPOSITION**

The Composition of Nomination and Remuneration Committee is in line with the provisions of Section 178(1) of the Companies Act, 2013. As on March 31, 2023, the Audit Committee comprised of following members:

- Mrs. Seema Pathak – Chairman
- Rear Admiral Vineet Bakhshi (Retired) – Member
- Mr. Virendra Jain – Member
- Mrs. Deepika Nath

#### **THE COMPANY SECRETARY IS THE SECRETARY TO THE COMMITTEE.**

Ms. Deepika Nath was appointed as a member of the Committee with effect from March 14, 2023.

##### **MEETINGS AND ATTENDANCE**

The Committee met 3 (three) times during the year on 16/05/2022, 22/08/2022 and 30/01/2023. The attendance at the meetings was as under:

| <b>Committee Members</b>              | <b>No. of meetings held</b> | <b>No. of meetings attended</b> |
|---------------------------------------|-----------------------------|---------------------------------|
| Ms. Seema Pathak                      | 3                           | 3                               |
| Rear Admiral Vineet Bakhshi (Retired) | 3                           | 3                               |
| Mr. Virendra Jain                     | 3                           | 3                               |
| Ms. Deepika Nath*                     | NA                          | NA                              |

\* Appointed as a member of the Committee with effect from March 14, 2023.

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on Friday, August 12, 2022.

##### **TERMS OF REFERENCE**

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

1. To formulate a criterion for determining qualifications, positive attributes and independence of a Director;
2. Formulate criteria for evaluation of Independent Directors and the Board;
3. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy;
4. To carry out evaluation of every Director's performance;
5. To recommend to the Board the appointment and removal of Directors and Senior Management;
6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management;

7. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
8. To devise a policy on Board diversity;
9. Identify 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 their appointment and removal;
10. Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable;
11. Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors;
12. Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required;
13. Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice;
14. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
15. To perform such other functions as may be necessary or appropriate for the performance of its duties;

#### **STAKEHOLDER RELATIONSHIP COMMITTEE:**

##### **COMPOSITION**

The Composition of Stakeholder Relationship Committee is in line with the provisions of Section 178(5) of the Companies Act, 2013. As on March 31, 2023, the Stakeholder Relationship Committee comprised of following members:

- Mr. Virendra Jain – Chairman
- Mrs. Seema Pathak – Member
- Mrs. Rachana Singi – Member
- Mrs. Deepika Nath – Member

##### **THE COMPANY SECRETARY IS THE SECRETARY TO THE COMMITTEE.**

Mrs. Deepika Nath was appointed as a member of the Committee with effect from March 14, 2023.

The Committee deals with matters relating to redressal of shareholders/investors grievances, investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities and complaints relating to non-receipt of declared dividends, balance sheets etc.

##### **MEETINGS AND ATTENDANCE**

The Committee met once during the year on 16/05/2022. The attendance at the meeting are as under:

| <b>Committee Members</b> | <b>No. of meetings held</b> | <b>No. of meetings attended</b> |
|--------------------------|-----------------------------|---------------------------------|
| Mr. Virendra Jain        | 1                           | 1                               |
| Mrs. Seema Pathak        | 1                           | 1                               |
| Mrs. Rachana Singi       | 1                           | 1                               |
| Ms. Deepika Nath*        | NA                          | NA                              |

\* Appointed as a member of the Committee with effect from March 14, 2023.



The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on Friday, August 12, 2022.

## TERMS OF REFERENCE

The terms of reference of the Stakeholders Relationship Committee, inter alia, includes the following:

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized;
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
3. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investor's grievances;
4. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties;
5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them;
6. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;
7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and;
8. Carrying out any other function contained in the equity listing agreements as and when amended from time to time;
9. To do all acts, deeds and things as may be may be required or considered necessary or incidental in the above matters along with other terms as may be decided by the Board.

### Summary of Complaints during 2022-23

Neither any complaints were pending at the beginning of the financial year nor any complaints were received from Shareholders / Investors during the financial year ended March 31, 2023. Therefore, there were no pending complaints as on March 31, 2023.

## RISK MANAGEMENT COMMITTEE:

### Composition

As on March 31, 2023, the Risk Management Committee comprised of following members:

- Mr. Virendra Jain – Chairman
- Mrs. Seema Pathak – Member
- Mr. Alok Pathak – Member

## THE COMPANY SECRETARY IS THE SECRETARY TO THE COMMITTEE.

### Meetings and Attendance

The Committee met once during the year on 28/02/2023. The attendance at the meetings was as under:

| Committee Members | No. of meetings held | No. of meetings attended |
|-------------------|----------------------|--------------------------|
| Mr. Virendra Jain | 1                    | 1                        |
| Mrs. Seema Pathak | 1                    | 1                        |
| Mr. Alok Pathak   | 1                    | 1                        |

## TERMS OF REFERENCE

The terms of reference of the Risk Management Committee, inter alia, includes the following:

1. Approving the risk management policy;
2. Enforcing risk management policy throughout the company;
3. Evaluating the risk implication of every activity at regular intervals of time;
4. Reviewing the guidelines and limits at regular intervals;
5. Vetting new products;
6. Establishing best practices and standards and ensuring adherence of the same;
7. Developing effective Surveillance & MIS reports to review whether the Risk Management Policy is effectively and efficiently implemented;
8. Assess Company's risk profile and key risk areas, insurance needs, acceptable levels of risk, monetary and process based;
9. Examine working for balance between risk and reward;
10. Monitor external business environment and developments and match against risk policies in place from time to time;
11. To do all acts, deeds and things as may be may be required or considered necessary or incidental in the above matters along with other terms as may be decided by the Board.

## DISCLOSURES:

### General Body Meetings:

### Annual General Meetings:

| Year    | Venue   | Date            | Time       | Special Resolution(s) Passed   |
|---------|---|-----------------|------------|--|
| 2021-22 | Through Video Conferencing and Other Audio Visual Means                   | August 12, 2022 | 11:00 A.M. | 1.Re-appointment of Mrs. Rachana Singi (DIN: 00166508) as Managing Director of the Company<br>2.Increasing borrowing powers of the Board and authorization limit to secure the borrowings under Section 180(1)(c) of the Companies Act, 2013 |
| 2020-21 | 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai – 400701 | July 14, 2021   | 11:00 A.M. | Nil  |
| 2019-20 | 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai – 400701 | August 07, 2020 | 11:00 A.M. | Nil  |

**POSTAL BALLOT:**

During the year ended March 31, 2023, no resolution was passed by postal ballot. Hence disclosure under this section is not applicable. However, Mr. Rear Admiral Vineet Bakshi (DIN: 02960365) and Mr. Virendra Jain (DIN: 02738380) were reappointed as Independent Director for second term through Postal Ballot after March 31, 2023, the details of which are available in the website of the Company.

**MEANS OF COMMUNICATION:**

Quarterly and annual financial results of the Company are usually published in Financial Express, an English financial daily and Mumbai Lakshdeep, a vernacular newspaper. All official news releases and financial results are communicated by the Company through its corporate website [www.qgofinance.com](http://www.qgofinance.com).

The Annual Report, Quarterly Results, Shareholding Pattern, Press Releases, Intimation of Board Meetings and Issuance of shares and other relevant details of the Company are posted through BSE Listing Centre for the information of investors.

**GENERAL SHAREHOLDER INFORMATION:**

|   |                                     |  |
|---|-------------------------------------|--|
| <b>30th Annual General Meeting</b>                          | <b>Date and Time</b>                | <b>September 12th, 2023<br/>11:00 am</b>   |
|   | <b>Venue</b>                        | <b>Through Video Conferencing /<br/>Other Audio Visual Means as set<br/>out in the Notice convening the<br/>Annual General Meeting</b> |
| Financial Year  |                                     | April 01 to March 31   |
| Financial Reporting for<br>(Note: the dates are indicative) | Quarter ending June 30, 2022        | End of July 2023   |
|   | Half year ending September 30, 2022 | End of October 2023  |
|   | Quarter ending December 31, 2022    | End of January 2024  |
|   | Year ending March 31, 2023          | End of May 2024  |
| Record Date   |                                     | September 5, 2023  |
| Date of Dividend Payment                                    |                                     | NIL  |
| Corporate Identity Number (CIN)                             |                                     | 65910MH1993PLC302405   |
| ISIN  |                                     | INE837C01013   |
| Registrar and Share Transfer Agent                          |                                     | MAS Services Limited   |

**LISTING DETAILS:**

| Stock Exchange    | Address   | Scrip Code |
|-------------------|---|------------|
| BSE Limited (BSE) | Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 | 538646     |

The Company has paid the Listing Fees for the year 2022-23 to the above Stock Exchange

**STOCK PRICE DATA:**

| Month          | BSE   |       |       | BSE Sensex (Monthly Closing) |
|----------------|-------|-------|-------|------------------------------|
|                | High  | Low   | Close |                              |
| April 2022     | 25.35 | 20.95 | 23.15 | 56,009.07                    |
| May 2022       | 25.4  | 22.05 | 23.75 | 52,632.48                    |
| June 2022      | 25.3  | 21.85 | 23    | 50,921.22                    |
| July 2022      | 24.15 | 22.5  | 24    | 52,094.25                    |
| August 2022    | 25    | 21.5  | 24    | 57,367.47                    |
| September 2022 | 28.5  | 23.35 | 24.5  | 56,147.23                    |
| October 2022   | 36.85 | 21.9  | 31.55 | 56,683.40                    |
| November 2022  | 39    | 30.05 | 33.15 | 60,425.47                    |
| December 2022  | 51.95 | 32    | 45.9  | 59,754.10                    |
| January 2023   | 50    | 38.75 | 41.05 | 58,699.20                    |
| February 2023  | 46.45 | 39.1  | 43.5  | 58,795.97                    |
| March 2023     | 45.95 | 35.21 | 40.94 | 57,084.91                    |

**STOCK PERFORMANCE:**

The performance of the Company's Shares relative to the BSE Sensitive Index is given in the Chart below:



## SHARE TRANSFER SYSTEM:

Trading in Equity Shares of the Company through recognized Stock Exchanges is permitted only in dematerialized form.

Pursuant to Regulation 40 of the Listing Regulations, with respect to requests for effecting transmission and transposition of securities held in physical form, the Company will issue a Letter of Confirmation for the said transactions and will give effect to the transaction once the securities are dematerialized.

The Stakeholders Relationship Committee meets as and when required to inter alia, consider other requests for transfer/ transmission of shares/debentures, issue of duplicate share/ debenture certificates, and attend to grievances of the security holders of the Company, etc.

## DEMATERIALIZATION OF SHARES:

The Equity shares of our Company are traded on BSE Ltd and as on March 31, 2023, 68,05,300 Equity Shares are held in dematerialized form and 1,47,500 Equity Shares are in physical form.

Non-Promoters holding is around 36.64% and the stock is liquid.

Distribution of Shareholding as on March 31, 2023:

| Category                    | No. of Shares    | % of Shares |
|-----------------------------|------------------|-------------|
| Promoter and Promoter Group | 44,04,956        | 63.36       |
| Public                      | 25,47,844        | 36.64       |
| <b>Total</b>                | <b>69,52,800</b> | <b>100</b>  |

## Shareholding Pattern as on March 31, 2023:

| Category  | No. of Shares    | % of Shares |
|---|------------------|-------------|
| Promoter's Holding  | 44,04,956        | 63.36       |
| Mutual Funds and UTI  | 0                | 0           |
| Banks, Financial Institutions, Insurance Companies, Central / State Government Institutions | 0                | 0           |
| Foreign Institutional Investors (FII's)   | 0                | 0           |
| Private Corporate Bodies  | 0                | 0           |
| Indian Public   | 20,51,000        | 29.50       |
| NRIs / OCBs   | 3,54,965         | 5.11        |
| Any Other   | -                | -           |
| a. Body Corporate(s)  | 1,41,129         | 2.02        |
| b. Clearing Member(s)   | 750              | 0.01        |
| <b>Total</b>  | <b>69,52,800</b> | <b>100</b>  |

**OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE:**

The Company has no outstanding GDRs/ADRs/Warrants/Convertible instruments as on 31 March 2023.

Commodity Price Risk or Foreign Exchange Risk and Hedging activities:

The Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Accordingly, the disclosure pursuant to SEBI Circular No. SEBI/ HO/CFD/ CMD1/CIR/P/2018/0000000141 dated 15th November, 2018 is not required to be furnished by the Company.

**PLANT LOCATIONS:**

The Company being an NBFC, it does not have any plant locations.

**ADDRESS FOR CORRESPONDENCE:**

Shareholders may correspond with the Registrar and Transfer Agents at:

MAS Services Limited

Address: T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020

Tel. No.: +91 11 2638 7281 / 82 / 83

Fax No.: +91 11 2638 7384

Email: info@masserv.com

Email (Investor Grievances): investor@masserv.com

for all matters relating to transfer, transmission, dematerialization of shares, payment of dividend, change of address, change in bank details and any other query relating to the Equity Shares of the Company.

The Company can also be visited at <https://qgofinance.com/investor-grievance-complaint-report-redressal/> for the purpose of registering complaints on the Company's website..

Shareholders would have to correspond with the respective Depository Participants for shares held in dematerialised mode.

**FOR ALL INVESTOR RELATED MATTERS, THE COMPLIANCE OFFICER CAN ALSO BE CONTACTED AT:****MS. URMI JOISER**

Company Secretary, Compliance Officer and Chief Operating Officer

Qgo Finance Limited

Address: A-514, 3rd Floor, TTC Industrial Area, MIDC, Mahape, Navi Mumbai – 400701.

Tel. No.: +91 865740 0776

Fax No.: +91 22 21645271

Your Company can also be visited at its website [www.qgofinance.com](http://www.qgofinance.com)

**CREDIT RATINGS:**

The Company is not required to obtain credit rating with respect to debt instruments, fixed deposit programme or any scheme or proposal involving mobilization of funds during the financial year 2022-23.

**OTHER DISCLOSURES:**

➤ During the year under review the Company has not entered into any materially significant related party transaction that may have potential conflict with the interests of the Company at large.

➤ There has been no event of any non-compliance by the Company and no penalties, strictures are imposed by the Stock Exchanges / SEBI or any statutory authority on any matter related to capital markets, during the last three years.

➤ The Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, the Board has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The policy provides for a framework and process whereby concerns can be raised by its employees against any misuse or abuse of authority, fraud or any other unfair practice being adopted against them. The employees are encouraged to raise any of their concerns by way of whistle blowing by assuring protection from victimization and dismissal. The Whistle Blower Policy is available on the website of the Company at the Web link: <https://qgofinance.com/wp-content/uploads/2022/12/2.-Whistle-Blower-Policy.pdf>. No personnel has been denied access to the Chairman of the Audit Committee.

➤ Compliance with Mandatory Requirements:

The Company has complied with all the mandatory

requirements relating to Corporate Governance under the Listing Regulations.

➤ Compliance with Non-mandatory Requirements:

The non-mandatory requirements under the Listing Regulations as adopted by the Company are as under:

- There is no audit qualification in the company's financial statements for the year ended 31 March 2023. Your Company continues to adopt best practices to ensure a regime of unqualified financial statements.

- The Internal Auditor of the company reports to the Audit Committee and participates in the meetings of the Audit Committee of the Board of Directors of the Company and presents his internal audit observations to the Audit Committee.

- The Company has separate positions of Chairman and Managing Director.

➤ The Company has adopted a policy for determining material subsidiaries which is available on the website of the Company at the Web link: <https://qgofinance.com/wp-content/uploads/2022/12/Policy-for-determining-material-subsidiaries.pdf>.

➤ The Company has adopted a policy for dealing with related party transactions which is available on the website of the Company at the Web link: <https://qgofinance.com/wp-content/uploads/2022/12/Related-Party-Transaction-Policy.pdf>

➤ During the year under review your Company had no exposure to commodity price risks and commodity hedging activities.

➤ Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Company has not raised funds through preferential allotment or qualified institutions placement during the year.

➤ Certificate from a company secretary in practice that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies:

A certificate has been received from M/s. Mehta & Mehta, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

➤ **Fees paid to Statutory Auditors:**

M/s. Bengali and Associates were Statutory Auditors of the Company and were paid a fee of Rs. 23,750/- in respect of limited review for Q1/FY 2023-24 carried out by them during their tenure.

A total fee of Rs. 1,25,000/- was paid by the Company for all services to M/s. Subramaniam Bengali and Associates, incumbent Statutory Auditors and all entities in the network firm/network entity of which they are part, details of which are as under:

(Rs. In 000\_)

| Nature of Service   | Amount (in Rs.)   |
|---|-------------------|
| Statutory Audit   | 30,000/-          |
| Limited Review of Standalone Financial Results for 3 Quarters | 71,250/-          |
| Other (Tax Audit, Other Certification)                        | -                 |
| <b>Total</b>  | <b>1,01,250/-</b> |

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

During the year under review the Company is not required to have an Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company being committed to highest standards of ethical and moral conduct, the employees and managers are oriented on creating a safe and conducive work culture. During the year, no complaints with allegations of sexual harassment were reported.

➤ Disclosure of Loans and Advances by listed entity to firms/ companies in which directors are interested: Not Applicable

➤ Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

The Company has formulated a Policy for determining Material Subsidiaries. The policy is available on the website of the Company at the Web link: <https://qgofinance.com/wp-content/uploads/2022/12/Policy-for-determining-material-subsidiaries.pdf>. As on March 31, 2023, there is no material unlisted subsidiary of the Company.

➤ There are no non-compliances of any requirements of the Corporate Governance Report of sub-paras (2) to (10) mentioned in schedule V of the Listing Regulations.

➤ Pursuant to Regulation 15(2), your Company is not required to comply with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20,

21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) 55 [and (t)] of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V. However, the Company has voluntarily complied with Corporate Governance Requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations to the extent possible.

➤ The Company does not have any shares in the demat suspense account or unclaimed suspense account.

➤ Outstanding GDR/ADR/ warrants or any convertible instruments, conversion date and likely impact on equity – Not Applicable

For and on behalf of the Board of Directors of  
QGO FINANCE LIMITED  
CIN: L65910MH1993PLC302405

Rear Admiral Vineet Bakhshi  
Mrs. Rachana Singi  
Independent Director and Chairman of the Board  
Managing Director  
DIN: 02960365  
DIN: 00166508  
Date: May 29, 2023



# Annexure-6

## Management Discussion and Analysis

### ➤ **Qgo Finance Limited- An Overview**

QGO Finance Limited (the Company), has emerged as a progressive and growth oriented Non-Banking Financial Company (NBFC) over the past five years. The Company is primarily engaged in financing construction projects, along with retail loans.

### **Key Strengths**

- In-depth knowledge: With constant research and practical experience in the industry, we have gathered a comprehensive understanding of the construction projects market.
- Strong customer base: Our strength lies in our expanding satisfied customer base. It is a testimony to our continued commitment to enhance the infrastructural development in the rural & semi-urban areas & to help support India's growth.
- Employee strength: We recruit candidates who are capable, and have deep local insight. We regularly train and motivate our employees to gather industry-relevant knowledge and strengthen their relationships with business partners and existing and potential customers.
- Faster disbursement: We have put in place an accelerated loan disbursement process, which is powered by technology. With minimal documentation and utmost flexibility, our loans are usually disbursed expeditiously.

### ➤ **Forward – Looking Statements:**

This Report contains “Forward – Looking Statements”. Any statement that addresses expectations or predictions about the future, including but not limited to statements about the Company's strategy and growth, product development, market position, expenditures and financial results, are forward looking statements. Forward looking statements are based on certain assumptions and expectations of future growth. The Company cannot guarantee that these assumptions are accurate and will be realised. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on basis of any subsequent developments, information or events.

### ➤ **Industry Structure and Development:**

Non-Banking Financial Companies (NBFC) have rapidly emerged as an important segment of the Indian financial

system. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganised sector such as wholesale & retail traders, small-scale industries and small borrowers at the local level. NBFC is a heterogeneous group of financial institutions, performing a wide range of activities like hire-purchase finance, vehicle financing, equipment lease finance, personal loans, working capital loans, consumer loans, housing loans, loans against shares and investment, etc.

### ➤ **Opportunities & Threats:**

The Company is expecting good opportunities in the upcoming financial year. However, threats are perceived from its existing and prospective competitors in the same field also the changes in the external environment may also present threats to the industry i.e. inflationary pressures, slowdown in policy making and reduction in household savings in financial products, Competition from local and multinational players, Execution risk, Regulatory changes, Attraction and retention of human capital are the major setbacks for NBFCs.

### ➤ **Segment /Product wise performance:**

The Company operates in single business segment i.e. NBFC, it has witnessed considerable growth in the last few years and is now being recognised as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

### ➤ **OUTLOOK:**

The Company is mainly engaged in the business of financing and investment in “bodies corporate” in order to yield greater revenue for its stakeholders. The Company is planning to expand and diversify the operational activities in the coming years ahead in order to tap higher revenues.

### ➤ **RISK AND CONCERNS:**

Due to stiff competition in the finance field where the company's activities are centred in, the overall margins are always under pressure, but maintainable with the constant effort and good services rendered by the company.

➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has in place adequate internal control systems covering all its operations. Proper accounting records highlight the economy and efficiency of operations, safeguarding of assets against unauthorised use or losses, and the reliability of financial and operational information. Some of the significant features of internal control system are:

- Financial and Commercial functions have been structured to provide adequate support and control of the business.
- Risk Management policy has been adopted by the Company.
- The Company has an Internal Audit System conducted by the Internal Auditor of the Company. Standard operating procedures and guidelines are reviewed periodically to ensure adequate control

➤ **OVERVIEW:**

During the financial year under review the revenue from operations has increased from Rs. 8,17,89,202/- in the Financial year 2021-22 to Rs. 11,51,81,608/- in the Financial year 2022-23.

➤ **ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS:**

The Financial Statements have been prepared in accordance with the requirements of Indian Accounting Standards and the Accounting Standards as prescribed by the Institute of Chartered Accountants of India.

The Management believes that it has been objective and

➤ **Key financial ratios:**

| Sr. No | Particulars of Ratio        | 31.03.2023<br>(In %) | 31.03.2022<br>(In %) | Explanation for change in Ratios    |
|--------|-----------------------------|----------------------|----------------------|-------------------------------------|
| 1      | Debtors Turnover            | 8.55%                | 15.33                | -                                   |
| 2      | Inventory Turnover          | -                    | -                    | -                                   |
| 3      | Interest Coverage Ratio     | 0.31                 | 0.28                 | Due to Issue of NCD during the year |
| 4      | Current Ratio               | 95.33%               | 59.66                | Increase in Loan & Advances         |
| 5      | Debt Equity Ratio           | 9.69%                | 7.97                 | Due to Issue of NCD during the year |
| 6      | Operating Profit Margin (%) | 20.53%               | 22.21                | Due to Interest Expense             |
| 7      | Net Profit Margin (%)       | 15.24%               | 11.13                | Due to Interest Expense             |

prudent in making estimates and judgments relating to the Financial Statements and confirms that these Financial Statements are a true and fair representation of the Company's Operations for the period under review.

➤ **DEVELOPMENT ON HUMAN RESOURCE FRONT:**

At QGO our human resources are critical to our success and carrying forward our mission. With their sustained, determined and able work efforts we were able to cruise smoothly through the hard time of the economic volatility and rapidly changing market conditions.

The requirement of the markets given the economic scenario has made this even more challenging. Attracting new talent with the drive, training and upgrading existing skill sets and getting all to move in a unified direction will definitely be a task in the company. Plans to execute the mandate on this count are already underway and we should see it impacting the results from the third quarter of the next financial year.

By creating a conducive environment for career growth, Company is trying to achieve the maximum utilisation of employee's skills in the most possible way.

There is a need and the company is focused on retaining and bringing in talent keeping in mind the ambitious plans despite the market and industry scenario. The company also believes in recognizing and rewarding employees to boost their morale and enable them to achieve their maximum potential. The need to have a change in the management style of the company is one of the key focus areas this year.

➤ **INDUSTRIAL RELATIONS:**

Industrial Relations throughout the year continued to remain very cordial and satisfactory.

➤ **CAPITAL MANAGEMENT:**

The Company's capital management strategy is to effectively determine, raise and deploy capital so as to create value for its shareholders. As on 31st March, 2023, the Capital to Risk Assets Ratio ("CRAR") of your Company was 16.60% which is very high above the minimum requirement of 15% CRAR prescribed by the Reserve Bank of India.

| Sr no | Particulars  | Amount         |
|-------|--|----------------|
| 1.    | Tier 1 Capital is Total Equity including reserves          | 13,10,27,872/- |
| 2.    | Tier 2 Capital is NCD                                      | 0.00           |
|       | Total Capital (A)  | 80,50,27,872/- |
| 3.    | Weighted Risk Assets is Loans Given at 100 % weightage (B) | 78,91,59,929/- |
| 4.    | <b>Capital Adequacy Ratio = (A)/(B)*100</b>                | <b>16.60%</b>  |

➤ **Details pertaining to Net-worth of the Company:**

| Particulars | 31.03.2023 (In Rs.) | 31.03.2022 (In Rs.) | Explanation for change in Net-worth |
|-------------|---------------------|---------------------|-------------------------------------|
| Net-worth   | 13,10,27,872/-      | 11,58,79,800/-      | Increase in Reserves                |

➤ **DISCLOSURE OF ACCOUNTING TREATMENT:**

The Company has followed the same Accounting Standard as prescribed in preparation of Financial Statements.

**For and on behalf of Board of QGO Finance Limited**

**Sd/-**

**Rear Admiral Vineet Bakhshi (Retired)**

**Chairman and Director**

**DIN:** 02960365

**Address:** 137, Shakti Nagar, Dadabari,  
Kota – 324009 Rajasthan, India

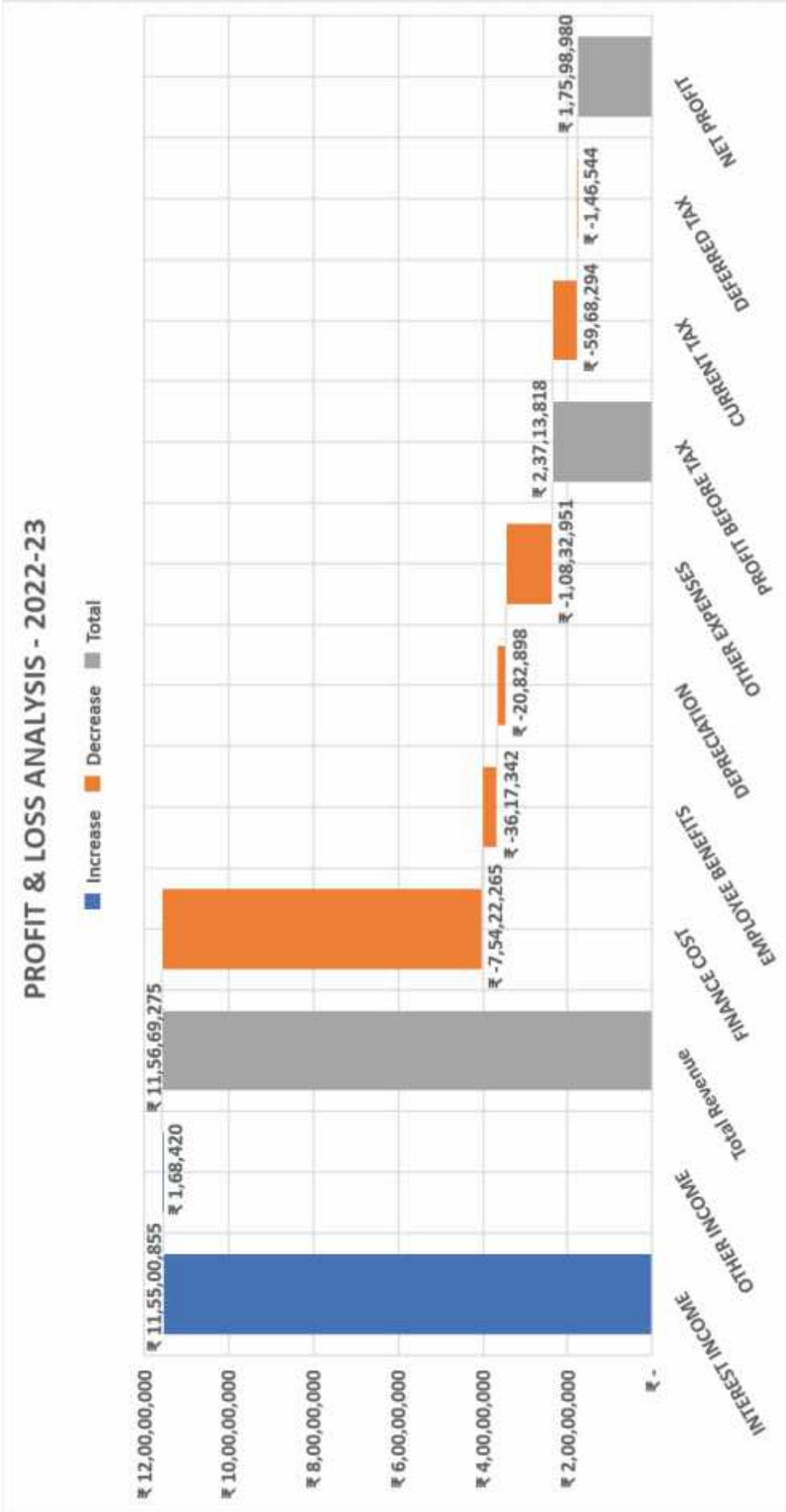
**Date:** May 29, 2023

**Place:** Mumbai

# FINANCIAL STATEMENT



# AN OVERVIEW



# INDEPENDENT AUDITOR'S REPORT

**To the Members of QGO FINANCE LIMITED.**

## **Report on the Standalone Ind AS Financial Statements**

### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of QGO FINANCE LIMITED ("the Company), which comprise the Balance Sheet as on 31st March, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2023, and its profit and its cash flows for the year ended on that date.

### **Basis for Opinion**

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

### **Information other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other

information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

### **Management's Responsibility for the Standalone Ind AS Financial Statements**

The Management and Board of Directors of the Company are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2015 (as amended).

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 judgement and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial control, that are operating effectively for ensuring the accuracy and

completeness of the accounting records, relevant to the preparation and presentation of the financial statements and that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing 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 Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, & obtain audit evidence that is sufficient & 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

## Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the Order.

Further to our comments in Annexure A, as required by section 143(3) of the Act, we further report that:

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit
2. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
3. The Balance Sheet, Statement of Profit and Loss, and cash flow statement dealt with by this Report are in agreement with the books of account
4. In our opinion, the aforesaid standalone financial statement comply with the applicable Accounting Standards specified under section 133 of the Act, read with the rule 7 of the Companies (Accounts) Rules 2015 (as amended).
5. On the basis of written representations received from the directors as on 31st March, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as 31st March, 2023, from being appointed as a director in terms of section 164(2) of the Act.
6. We have also audited the internal financial controls over financial reporting (IFCOFR) of the Company as on 31st March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report as per "Annexure B" expressed an unmodified opinion.
7. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2015 (as amended):

i. The Company does not have any pending litigations which would impact on its financial position in its standalone Ind AS financial statements.

ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii. There has not been an occasion in case of the Company during the year under the report to transfer any sums to the Investor Education and Protection Fund. The Question of delay in transferring such sums does not arise.

iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Finding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

(d) The company has declared and paid dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

8. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

For

**For Subramaniam Bengali & Associates**  
**Chartered Accountant**  
**FRN 127499W**

**Place : Mumbai**  
**Date: 29.05.2023**

**CA – P. Subramaniam**  
**Partner**

**Mem. No. 43163**

**UDIN NO.: 23043163BGWJEI7521**



## Annexure "A" to Independent Auditors' Report of even date to the members of QGO FINANCE LIMITED on financial statements for the year ended 31st March 2023:

In the Annexure, as required by Companies (Auditors Report) Order, 2016 issued by the Central Government in terms of Section 143 (11) of the Companies Act 2013, on the basis of checks, as we considered appropriate, we report on the matters specified in paragraph 3 and 4 of the said order to the extent applicable to the company.

- i. The Company has not revalued its Property, Plant & Equipment (Including Right to use of Assets) or intangible Assets or both during the year ended.  
As explained to us, all the assets have been physically verified by the management during the period.  
No material discrepancies in the assets have been noticed on such verification.  
According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable property is held in the name of the Company.  
In our opinion and according to the information and explanations given to us no Proceedings have been initiated or there are no case pending against the company for holding any benami property under the Benami Transactions act 1988.
- ii. The Company is engaged in the business of Financial services and does not hold any inventory. Accordingly the provision of clause 3 (ii) (a), (b) and (c) of said order will not be applicable.
- iii. In our opinion and according to the information and explanations given to us, The Company has not granted unsecured loans to related parties as covered in the register under section 189 of the Act.
- iv. According to the information and explanations given to us, there are no loans and investment made with the provisions of section 185 and 186 of the companies Act, 2013 in respect of the loans and investment made and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) According to the information and explanations given to us, no undisputed amounts payable in respect of applicable statutory dues were in arrears for a period exceeding six months as at the end of the financial year from the date they became payable.  
(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on December 31, 2022 on account of disputes are given below:

| Nature of Statute    | Nature of Dues | Financial Year to which the dispute relates | Amount in Rs. | Forum where the dispute is pending |
|----------------------|----------------|---|---------------|------------------------------------|
| Income Tax Act, 1961 | Income Tax     | 2013-14                                     | 1,28,950      | CPC                                |
| Income Tax Act, 1961 | Income Tax     | 2015-16                                     | 56,070        | CPC                                |
| Income Tax Act, 1961 | Income Tax     | 2019-20                                     | 64,010        | CPC                                |
| Income Tax Act, 1961 | Income Tax     | 2021-22                                     | 4,75,740      | CPC                                |
| Income Tax Act, 1961 | Income Tax     | 2022-23                                     | 6,80,090      | CPC                                |

- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3 (ix)(a) of the Order is not applicable to the Company.  
(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.  
(c) The Company has not taken any loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3 (ix) (c) of the Order is not applicable.  
(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- (e) We report that the Company has neither taken any funds from any entity or person during the year nor it had any unutilised funds as at the beginning of the year of the funds raised through issue of shares or borrowings in the previous year and hence, reporting under clause 3 (ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associate or joint ventures and hence, reporting on clause 3(ix)(f) of the Order is not applicable for the year under report.
- x. (a) The Company has not raised 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) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there were no whistle blower complaints received by the company during the year.
- xii. In our opinion and according to the information and explanation given to us, the company is not a Nidhi company. Hence the provision of clause 3(xii) of the order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. The company has an internal Audit System Commensurate with the size and Nature of its Business; The report of internal auditors for the period under audit were considered by the statutory auditor;
- xv. According to the information and explanations given to us and based on our examination of the records of the Company during the year, the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly, reporting under clause 3(xv) of the order does not arise.
- xvi. According to the information and explanations given to us, the Company is registered under section 45-IA of the Reserve Bank of India, 1934 and the registration certificate is obtained.
- xvii. Based on our examination of the records and according to the information and explanation given to us, the Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
- xviii. According to the information and explanations given to us, there is no resignation of the statutory auditors during the financial year.
- xix. According to the information and explanations given to us and based on our examination of the records of the Company, it has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
- xx. The Company during the year has issued and allotted 2100 non-convertible debenture of Rs. 1,00,000/- each amounting to Rs. 21,00,00,000/- on private placement basis. In our opinion the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the amount raised have been utilised for the purpose for which the same were raised. All the provision of companies Act, 2013 has been complied with.
- xxi. In our opinion and according to the information and explanations given to us, the financial ratios , ageing and expected dates of financials assets and payment of financials liabilities , other information's accompanying the financials statement , In our opinion and according to the information and explanation given to us the board of directors and management plans ,there is no material uncertainty exists as on the date of audit report that the company is capable of meeting its liabilities existing at the date of Balance sheet as and when they fall due within period of one year from the balance sheet date.
- xxii. In our opinion and according to the information and explanations given to us, the company has no Unspent amount as per Sub Sec (5) of Sec 135 of the act.

**For Subramaniam Bengali & Associates**  
**Chartered Accountants**  
**Firm Regn No. 127499W**

**CA-P. Subramaniam**  
**Partner**  
**M. No. 043163**  
**UDIN No.: 23043163BGWJEI7521**

**Place : Mumbai**  
**Date : 29.05.2023**

## **"ANNEXURE B" TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF QGO FINANCE LIMITED ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023**

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

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

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

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

#### **Auditors' Responsibility**

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

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

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

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

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

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

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

## **Opinion**

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

**For Subramaniam Bengali & Associates  
Chartered Accountants  
Firm Regn No. 127499W**

**CA-P. Subramaniam  
Partner  
M. No. 043163  
UDIN No.: 23043163BGWJEI7521**

**Place : Mumbai  
Date : 29.05.2023**

**QGO FINANCE LTD**  
**BALANCE SHEET AS AT 31.03.2023**

|  | PARTICULARS                                     | Note No. | As At<br>31.03.2023            | As At<br>31.03.2022 |
|--|---|----------|--------------------------------|---------------------|
| <b>A</b>   | <b><u>ASSETS</u></b>                            |          |                                |                     |
| <b>1</b>   | <b>Financial Assets</b>                         |          |                                |                     |
|  | (a) Cash and cash equivalents                   | 1        | 1,59,69,785                    | 46,18,128           |
|  | (b) Bank balances other than(a) above           | 2        | 35,016                         | 12,445              |
|  | (c) Receivables                                 | 3        |                                |                     |
|  | (I) Trade Receivables                           |          | 1,06,83,084                    | 88,74,153           |
|  | (II) Other Receivables                          |          | -                              | -                   |
|  | (d) Loans                                       | 4        | 78,91,59,929                   | 65,70,75,659        |
|  | <b>Total Financial Assets</b>                   |          | <b>81,58,47,814</b>            | <b>67,05,80,385</b> |
| <b>2</b>   | <b>Non-Financial Assets</b>                     |          |                                |                     |
|  | (a) Current Tax Assets (Net)                    | 5        | 39,62,121                      | 17,33,775           |
|  | (b) Property, Plant and Equipment               | 6        | 21,79,082                      | 9,85,438            |
|  | (c) Right to Use of Assets                      | 6        | 13,20,100                      | 25,58,500           |
|  | (d) Other Intangible assets                     | 6        | 272                            | 541                 |
|  | (e) Other non-financial assets                  | 7        | 11,60,196                      | 7,10,725            |
|  | <b>Total Non-Financial Assets</b>               |          | <b>86,21,770</b>               | <b>59,88,979</b>    |
|  | <b>TOTAL ASSETS (1 + 2)</b>                     |          | <b>82,44,69,584</b>            | <b>67,65,69,364</b> |
| <b>B</b>   | <b><u>EQUITY AND LIABILITIES</u></b>            |          |                                |                     |
|  | <b>Liabilities</b>                              |          |                                |                     |
| <b>1</b>   | <b>Financial Liabilities</b>                    |          |                                |                     |
|  | (a) Trade Payable                               | 8        | 2,48,828                       | 4,16,648            |
|  | (b) Debts Securities                            | 9        | 67,40,00,000                   | 53,90,00,000        |
|  | (c) Borrowings                                  | 10       | 1,62,06,016                    | 1,50,00,000         |
|  | (d) Other Current Liabilities                   | 11       | 13,67,916                      | 26,73,418           |
|  |   |          | <b>69,18,22,760</b>            | <b>55,70,90,066</b> |
| <b>2</b>   | <b>Non-Financial Liabilities</b>                |          |                                |                     |
|  | (a) Current Liabilities                         | 12       | 13,07,580                      | 34,34,670           |
|  | (b) Deferred tax liabilities                    | 13       | 3,11,372                       | 1,64,827            |
|  | <b>Total Non-Financial Liabilities</b>          |          | <b>16,18,952</b>               | <b>35,99,497</b>    |
| <b>3</b>   | <b>Equity</b>                                   |          |                                |                     |
|  | (a) Equity Share capital                        | 14       | 6,95,28,000                    | 6,95,28,000         |
|  | (b) Other Equity                                | 15       | 6,14,99,871                    | 4,63,51,800         |
|  | <b>Total - Equity</b>                           |          | <b>13,10,27,871</b>            | <b>11,58,79,800</b> |
|  | <b>TOTAL EQUITY AND LIABILITIES (1 + 2 + 3)</b> |          | <b>82,44,69,583</b>            | <b>67,65,69,364</b> |
|  | Significant Accounting Policies and             | 16       |                                |                     |
|  | Notes on Accounts                               | 17       |                                |                     |
| The Notes referred to above form and integral part of Statement of Balance Sheet |   |          |                                |                     |
| As per our report of even date   |   |          |                                |                     |
| For Subramaniam Bengali & Associates   |   |          | For and on behalf of the Board |                     |
| Chartered Accountants  |   |          |                                |                     |
| Firm Reg No: 127499W   |   |          |                                |                     |
| CA - P.Subramaniam   |   |          | Rachana Singi                  | Seema Pathak        |
| Partner  |   |          | Managing Director              | Director            |
| Mem No: 043163   |   |          | Din No. 00166508               | Din No. 01764469    |
|  |   |          | Alok Pathak                    | Urmi Joiser         |
|  |   |          | CFO                            | Company Secretary   |
| Place : Mumbai   |   |          | Place : Mumbai                 |                     |
| Date : 29-05-2023  |   |          |                                |                     |

**QGO FINANCE LTD**  
**Statement of Profit and Loss for the year Ended 31.03.2023**

| P A R T I C U L A R S  | Note No.               | For the Year Ended<br>31.03.2023  | For the Year Ended<br>31.03.2022                                  |
|--|------------------------|---|---|
| <b><u>REVENUE FROM OPERATIONS</u></b>  |                        |   |   |
| Interest Income  | 18                     | 11,55,00,855  | 8,38,02,855   |
| Other Income   | 19                     | 1,68,420  | 43,621  |
| <b>Total Revenue from operations</b>   |                        | <b>11,56,69,275</b>   | <b>8,38,46,476</b>  |
| <b><u>EXPENSES</u></b>   |                        |   |   |
| Finance Cost   |                        | 7,54,22,265   | 5,19,37,685   |
| Employee benefits expenses   | 20                     | 36,17,342   | 29,43,466   |
| Depreciation and amortization expense  |                        | 20,82,898   | 8,69,526  |
| Other Expenses   | 21                     | 1,08,32,951   | 1,00,71,007   |
| <b>Total Expenses</b>  |                        | <b>9,19,55,457</b>  | <b>6,58,21,684</b>  |
| Profit / ( Loss ) before tax   |                        | 2,37,13,818   | 1,80,24,792   |
| <b>Tax expenses:</b>   |                        |   |   |
| 1) Current Tax   |                        | 59,68,294   | 48,44,256   |
| 2) Deferred Tax  |                        | 1,46,544  | 81,007  |
| 3) Prior years' Tax / Interest   |                        | -   | 66,470  |
| <b>Profit/ (Loss) from continuing operations</b>   |                        | <b>1,75,98,980</b>  | <b>1,30,33,059</b>  |
| <b><u>Other Comprehensive Income</u></b>   |                        |   |   |
| (A) (i) Items that will not be reclassified to profit or loss  |                        | -   | -   |
| (ii) Income tax relating to items that will not be reclassified to profit or loss  |                        | -   | -   |
| (B) (i) Items that will be reclassified to profit or loss  |                        | -   | -   |
| (ii) Income tax relating to items that will be reclassified to profit or loss  |                        | -   | -   |
| <b><u>Other Comprehensive Income (A + B)</u></b>   |                        | <b>-</b>  | <b>-</b>  |
| <b>Total Comprehensive Income for the period (Comprising Profit (Loss) and other Comprehensive Income for the period)</b>  |                        | <b>1,75,98,980</b>  | <b>1,30,33,059</b>  |
| Earnings per share of Rs 10/- each   |                        |   |   |
| Basic  |                        | 2.53  | 1.87  |
| Diluted  |                        | 2.53  | 1.87  |
| Nominal Value of Share   |                        | 10  | 10  |
| <b>Significant Accounting Policies and Notes on Accounts</b>   | <b>16</b><br><b>17</b> |   |   |
| The Notes referred to above form and integral part of Statement of Profit and Loss account<br>As per our report of even date<br><b>For Subramaniam Bengali &amp; Associates</b><br><b>Chartered Accountants</b><br><b>Firm Reg No: 127499W</b> |                        |   |   |
|  |                        | <b>For and on behalf of the Board</b>                                       |   |
| <b>CA - P.Subramaniam</b><br><b>Partner</b><br><b>Mem No: 043163</b>   |                        | <b>Rachana Singi</b><br><b>Managing Director</b><br><b>Din No. 00166508</b> | <b>Seema Pathak</b><br><b>Director</b><br><b>Din No. 01764469</b> |
|  |                        | <b>Alok Pathak</b><br><b>CFO</b>  | <b>Urmi Joiser</b><br><b>Company Secretary</b>                    |
| <b>Place : Mumbai</b><br><b>Date : 29-05-2023</b>  |                        | <b>Place : Mumbai</b>   |   |

**QGO FINANCE LTD**  
**Cash Flow Statement for the year Ended 31.03.2023**

| PARTICULARS   | 31.03.2023                            | 31.03.2022               |
|---|---------------------------------------|--------------------------|
| <b>CASH FLOW FROM OPERATING ACTIVITIES</b>              |                                       |                          |
| Net Profit before Tax                                   | 2,37,13,818                           | 1,80,24,792              |
| <b>Adjustments for</b>                                  |                                       |                          |
| Depreciation  | 20,82,898                             | 8,69,526                 |
| Sub Standard Assets                                     | 3,30,211                              | 5,84,189                 |
| (Profit)/Loss on Sale of Fixed Asset                    | (15,295)                              | -                        |
| Miscellaneous Expenditure                               | -                                     | -                        |
| Interest Income   | -                                     | -                        |
| Finance Cost  | -                                     | -                        |
| <b>Operating Profit Before Working Capital Changes:</b> | <b>2,61,11,632</b>                    | <b>1,94,78,507</b>       |
| Trade and other receivable                              | (44,86,748)                           | (87,16,913)              |
| Trade Payables and other liabilities                    | 13,27,29,577                          | 23,45,13,504             |
| Current investment                                      | -                                     | -                        |
| Loans & advances  | (13,20,84,270)                        | (23,21,40,923)           |
| Cash generated from operations                          | 2,22,70,192                           | 1,31,34,175              |
| Direct Taxes paid                                       | (61,14,838)                           | (49,91,733)              |
| <b>Net Cash Flow From Operating Activites ( A )</b>     | <b>1,61,55,354</b>                    | <b>81,42,442</b>         |
| <b>CASH FLOW FROM INVESTING ACTIVITIES</b>              |                                       |                          |
| Increase in Other Non Current Assets                    | -                                     | -                        |
| Purchase of fixed assets                                | (20,40,578)                           | (35,29,339)              |
| Sale of fixed assets                                    | 18,000                                | -                        |
| Purchase of Short-term investments                      | -                                     | -                        |
| Purchase of long-term investments                       | -                                     | -                        |
| Interest Income   | -                                     | -                        |
| <b>Net Cash Flow From Investing Activites ( B )</b>     | <b>(20,22,578)</b>                    | <b>(35,29,339)</b>       |
| <b>CASH FLOW FROM FINANVING ACTIVITIES</b>              |                                       |                          |
| Share Capital   |                                       |                          |
| Dividend Paid   | (27,81,120)                           | (13,90,560)              |
| Other Equity  | -                                     | -                        |
| Long Term & Short Term Funds Borrowed/(Repaid)          | -                                     | -                        |
| Finance Cost  | -                                     | -                        |
| <b>Net Cash Flow From Financing Activities ( C )</b>    | <b>(27,81,120)</b>                    | <b>(13,90,560)</b>       |
| <b>Net Increase / Decrease In</b>                       |                                       |                          |
| <b>CASH &amp; CASH EQUIVALENTS ( A + B + C )</b>        | <b>1,13,51,656</b>                    | <b>32,22,543</b>         |
| Cash & Cash Equivalents - Opening Balance               | 46,18,128                             | 13,95,585                |
| Cash & Cash Equivalents - Closing Balance               | 1,59,69,785                           | 46,18,128                |
| As per our of even date                                 |                                       |                          |
| <b>For Subramaniam Bengali &amp; Associates</b>         | <b>For and on behalf of the Board</b> |                          |
| <b>Chartered Accountants</b>                            |                                       |                          |
| <b>Firm Reg No: 127499W</b>                             |                                       |                          |
| <b>CA - P.Subramaniam</b>                               | <b>Rachana Singi</b>                  | <b>Seema Pathak</b>      |
| <b>Partner</b>  | <b>Managing Director</b>              | <b>Director</b>          |
| <b>Mem No: 043163</b>                                   | <b>Din No. 00166508</b>               | <b>Din No. 01764469</b>  |
|   | <b>Alok Pathak</b>                    | <b>Urmi Joiser</b>       |
|   | <b>CFO</b>                            | <b>Company Secretary</b> |
| <b>Place : Mumbai</b>                                   | <b>Place : Mumbai</b>                 |                          |
| <b>Date : 29-05-2023</b>                                |                                       |                          |

**QGO FINANCE LTD**  
**Statement of Changes in Equity for the year Ended 31.03.2023**

| <b>a. Equity share capital</b>   |                 |                 |  |                          |  |                    |
|--|-----------------|-----------------|--|--------------------------|--|--------------------|
| <b>1. Current Reporting period - 01st April 2022 to 31st March 2023</b>  |                 |                 |  |                          |  |                    |
|  |                 |                 |  |                          |  | (Amount in ₹)      |
| Balance at the beginning of the current reporting period                 |                 |                 |  |                          |  | 6,95,28,000        |
| Changes in equity share capital due to prior period errors               |                 |                 |  |                          |  | -                  |
| Restated balance at beginning of the current reporting period            |                 |                 |  |                          |  | 6,95,28,000        |
| Changes in equity share capital during the year                          |                 |                 |  |                          |  | -                  |
| Balance at the end of the current reporting period                       |                 |                 |  |                          |  | 6,95,28,000        |
| <b>2. Previous Reporting period - 01st April 2021 to 31st March 2022</b> |                 |                 |  |                          |  |                    |
| Balance at the beginning of the previous reporting period                |                 |                 |  |                          |  | 6,95,28,000        |
| Changes in equity share capital due to prior period errors               |                 |                 |  |                          |  | -                  |
| Restated balance at beginning of the previous reporting period           |                 |                 |  |                          |  | 6,95,28,000        |
| Changes in equity share capital during the year                          |                 |                 |  |                          |  | -                  |
| Balance at the end of the previous reporting period                      |                 |                 |  |                          |  | 6,95,28,000        |
| <b>b. Other Equity</b>   |                 |                 |  |                          |  |                    |
| <b>1. Current Reporting period - 01st April 2022 to 31st March 2023</b>  |                 |                 |  |                          |  |                    |
|  | Capital Reserve | General Reserve | NBFC Reserve Funds                                     | Standard Assets Reserves | Retained Earning                             | Total other equity |
| Balance as at 01.04.2022   | 43,14,040       | 35,00,000       | 1,43,69,025  | 16,42,689                | 2,25,26,046                                  | 4,63,51,800        |
| Addition during the Year   | -               | -               | 48,47,463  | 3,30,211                 | -  | 51,77,674          |
| Profit for the year  | -               | -               | -  | -                        | 1,27,51,517                                  | 1,27,51,517        |
| Less : Dividend Paid   | -               | -               | -  | -                        | (27,81,120)                                  | (27,81,120)        |
| Balance as at 31.03.2023   | 43,14,040       | 35,00,000       | 1,92,16,488  | 19,72,900                | 3,24,96,443                                  | 6,14,99,871        |
| <b>2. Previous Reporting period - 01st April 2021 to 31st March 2022</b> |                 |                 |  |                          |  |                    |
|  | Capital Reserve | General Reserve | NBFC Reserve Funds                                     | Standard Assets Reserves | Retained Earning                             | Total other equity |
| Balance as at 01.04.2021   | 43,14,040       | 35,00,000       | 1,06,62,112  | 10,58,500                | 1,45,90,460                                  | 3,41,25,112        |
| Addition during the Year   | -               | -               | 37,06,913  | 5,84,189                 | -  | 42,91,102          |
| Profit for the year  | -               | -               | -  | -                        | 93,26,146                                    | 93,26,146          |
| Less : Dividend Paid   | -               | -               | -  | -                        | (13,90,560)                                  | (13,90,560)        |
| Balance as at 31.03.2022   | 43,14,040       | 35,00,000       | 1,43,69,025  | 16,42,689                | 2,25,26,046                                  | 4,63,51,800        |
| <b>For Subramaniam Bengali &amp; Associates</b>                          |                 |                 | <b>For and on behalf of the Board</b>                  |                          |  |                    |
| Chartered Accountants<br>Firm Reg No: 127499W                            |                 |                 |  |                          |  |                    |
| CA - P. Subramaniam<br>Partner<br>Mem No: 043163                         |                 |                 | Rachana Singi<br>Managing Director<br>Din No. 00166508 |                          | Seema Pathak<br>Director<br>Din No. 01764469 |                    |
|  |                 |                 | Alok Pathak<br>CFO                                     |                          | Urmi Joiser<br>Company Secretary             |                    |
| Place : Mumbai<br>Date : 29-05-2023                                      |                 |                 | Place : Mumbai   |                          |  |                    |



**QGO FINANCE LTD**  
**Notes to financial statement for the year Ended 31.03.2023**

| Note No. | PARTICULARS  | As At               | As At               |
|----------|--|---------------------|---------------------|
|          |  | 31.03.2023          | 31.03.2022          |
| 1        | <b>A</b><br><b><u>CASH AND CASH EQUIVALENTS</u></b><br>Cash In hand<br><u>Balance with Banks</u><br>- In Current Accounts<br>- In Fixed Deposit<br>- Recurring Deposit with HDFC   | 1,26,676            | 2,58,058            |
|          |  | 54,59,869           | 26,07,670           |
|          |  | 1,02,95,525         | 2,12,400            |
|          |  | 87,715              | 15,40,000           |
|          |  | <b>1,59,69,785</b>  | <b>46,18,128</b>    |
| 2        | <b>B</b><br><b><u>BANK BALANCES OTHER THAN (A) ABOVE</u></b><br>HDFC Bank - Dividend A/c No. 9941<br>HDFC Bank - Dividend A/c No. 3022<br>HDFC Bank - Dividend A/c No. 2161<br>HDFC Bank - Dividend A/c No. 4823<br>HDFC Bank - Dividend A/c No. 7489<br>HDFC Bank - Dividend A/c No. 9664 | 12,444              | 12,444              |
|          |  | -                   | 0                   |
|          |  | 11,194              | -                   |
|          |  | 10,787              | -                   |
|          |  | 591                 | -                   |
|          |  | 0                   | -                   |
|          |  | <b>35,016</b>       | <b>12,445</b>       |
| 3        | <b><u>TRADE RECEIVABLE</u></b><br>(i) Trade Receivables<br>Undisputed Trade Receivable - Unconsidered Good<br>Less than 6 months<br>06 months - 1 year<br>01-02 years<br>02-03 years<br>More than 3 years<br><br>Less : Expected Credit Loss<br><br>(II) Other Receivables                 | 1,10,13,489         | 88,74,153           |
|          |  | -                   | -                   |
|          |  | -                   | -                   |
|          |  | -                   | -                   |
|          |  | -                   | -                   |
|          |  | 1,10,13,489         | 88,74,153           |
|          |  | 3,30,405            | -                   |
|          |  | 1,06,83,084         | 88,74,153           |
|          |  | -                   | -                   |
|          |  | <b>1,06,83,084</b>  | <b>88,74,153</b>    |
| 4        | <b><u>LOANS &amp; ADVANCES</u></b><br>Term Loans - At Amortized Cost<br>Secured by Tangible Assets to Others   | 78,91,59,929        | 65,70,75,659        |
|          |  | <b>78,91,59,929</b> | <b>65,70,75,659</b> |
| 5        | <b><u>CURRENT TAX ASSETS (NET)</u></b><br><b><u>(A) TDS</u></b><br>TDS Receivable F.Y. 2020-21<br>TDS Receivable F.Y. 2021-22<br>TDS Receivable F.Y. 2022-23<br><br>(B) PROVISIONS<br>Income Tax Provisions  | 6,95,818            | 6,95,818            |
|          |  | 13,49,830           | 58,82,213           |
|          |  | 78,84,767           | -                   |
|          |  | 99,30,414           | 65,78,031           |
|          |  | 59,68,294           | 48,44,256           |
|          |  | <b>39,62,121</b>    | <b>17,33,775</b>    |
|          |  |                     |                     |
| 7        | <b><u>OTHER NON- FINANCIAL ASSETS</u></b><br>Prepaid Expenses<br>GST Receivable<br>Salary Advance  | 44,462              | 65,970              |
|          |  | 9,11,734            | 5,06,755            |
|          |  | 2,04,000            | 1,38,000            |
|          |  | <b>11,60,196</b>    | <b>7,10,725</b>     |
|          |  |                     |                     |



|    |   |                     |                     |
|----|---|---------------------|---------------------|
| 8  | <b><u>TRADE PAYABLE</u></b>   |                     |                     |
|    | 1) Trade Payables   |                     |                     |
|    | (i) Total Outstanding dues of micro enterprises and small enterprises   | -                   | -                   |
|    | (ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises   | -                   | -                   |
|    | 2) Other Payables   |                     |                     |
|    | (i) Total Outstanding dues of micro enterprises and small enterprises   | -                   | -                   |
|    | (ii) Total Outstanding dues of creditors other than micro enterprises and small enterprises   |                     |                     |
|    | Less than 6 months  | 2,48,828            | 4,16,648            |
|    | 06 months - 1 year  | -                   | -                   |
|    | 01-02 years   | -                   | -                   |
|    | 02-03 years   | -                   | -                   |
|    | More than 3 years   | -                   | -                   |
|    |   | 2,48,828            | 4,16,648            |
|    |   | <b>2,48,828</b>     | <b>4,16,648</b>     |
| 9  | (a) <b><u>DEBTS SECURITIES</u></b>  |                     |                     |
|    | Transferable Non Convertible Unsecured Debentures NCD ( 2975 NCD's @ 1,00,000 each) with ROI @ 12% p.a.   | 67,40,00,000        | 53,90,00,000        |
|    | Total   | <b>67,40,00,000</b> | <b>53,90,00,000</b> |
| 10 | <b><u>BORROWINGS (Other than Debt Securities)</u></b>   |                     |                     |
|    | (a) Others-YES Bank<br>(Secured against hypothecation of Car & further secured by personal gurantee of Managing Director)<br>(Repayment terms : Repayment in 60 equal monthly installments starting from the date of first disbursement i.e. from Sept, 2022) | 12,06,016           | -                   |
|    |   | 12,06,016           | -                   |
|    | (b) Loans received from Director  | 1,50,00,000         | 1,50,00,000         |
|    |   | <b>1,62,06,016</b>  | <b>1,50,00,000</b>  |
| 11 | <b><u>OTHER CURRENT LIABILITIES</u></b>   |                     |                     |
|    | Expenses Payable  | -                   | 1,02,474            |
|    | Salary Payable  | 12,800              | -                   |
|    | Dividend Payable  | 35,016              | 12,444              |
|    | Lease Liability   | 13,20,100           | 25,58,500           |
|    |   | <b>13,67,916</b>    | <b>26,73,418</b>    |
| 12 | <b><u>CURRENT LIABILITIES</u></b>   |                     |                     |
|    | Interest Payable on Loans and NCD's   | 5,85,000            | 28,35,000           |
|    | Statutory Dues Payables   | 7,22,580            | 5,99,670            |
|    |   | <b>13,07,580</b>    | <b>34,34,670</b>    |

Name of the Company : QGO FINANCE LTD  
 Notes forming part of the financial statements  
 Note : 13

Calculation of Deferred Tax for F.Y. 2022-23

|                                    |           |  |  |  |
|------------------------------------|-----------|--|--|--|
| WDV as per Co Act                  | 21,79,354 |  |  |  |
| WDV as per IT Act                  | 27,42,984 |  |  |  |
| Less : Opening Deffered Tax Assets |           |  |  |  |

Calculation of Deferred Tax for F.Y. 2021-22

|                                    |           |  |  |  |
|------------------------------------|-----------|--|--|--|
| WDV as per Co Act                  | 9,85,979  |  |  |  |
| WDV as per IT Act                  | 12,97,544 |  |  |  |
| Less : Opening Deffered Tax Assets |           |  |  |  |

|                   |                   |
|-------------------|-------------------|
| (5,63,630)        | (3,11,565)        |
| (1,46,544)        | <u>(81,007)</u>   |
| (1,46,544)        | (81,007)          |
| 1,64,828          | 83,821            |
| <u>(3,11,372)</u> | <u>(1,64,828)</u> |

|     |   |  |                     |                     |  |
|-----|---|--|---------------------|---------------------|--|
| 14  | i   | <b><u>EQUITY SHARE CAPITAL</u></b>   |                     |                     |  |
|     |   | <b><u>Authorised Capital</u></b>   |                     |                     |  |
|     |   | 100,00,000 Equity Share of Rs. 10/- each (Previous Year<br>100,00,000 Equity Share of Rs. 10/- each) | 10,00,00,000        | 10,00,00,000        |  |
|     |   |  | <b>10,00,00,000</b> | <b>10,00,00,000</b> |  |
|     |   | <b><u>Subscribed Issued &amp; Paid up :</u></b>  |                     |                     |  |
|     |   | 69,52,800 Equity Share of Rs. 10/- each (Previous Year<br>69,52,800 Equity Share of Rs. 10/- each)   | 6,95,28,000         | 6,95,28,000         |  |
|     |   |  | <b>6,95,28,000</b>  | <b>6,95,28,000</b>  |  |
|     | ii  | <b><u>Reconciliation of the share Capital</u></b>  |                     |                     |  |
|     |   | <b><u>Equity Shares</u></b>  | Units / Value(Rs)   | Units / Value(Rs)   |  |
|     |   | As at the beginning of the Year  | 6952800/69528000    | 6952800/69528000    |  |
|     |   | Less: Reduction in Capital   | -                   | -                   |  |
|     |   | Add: Issued during the period for cash   | -                   | -                   |  |
|     |   | Shares outstanding at the end of the period  | 6952800/69528000    | 6952800/69528000    |  |
|     |   | <b><u>Terms / rights attached to equity shares</u></b>   |                     |                     |  |
|     | The company has only one class of equity shares having a face value of Rs 10/- per share (Previous Year Rs.10/-). Each holder of equity shares is entitled to one vote per share.   |  |                     |                     |  |
|     | Reconciliation of the number of shares outstanding is set out below:  |  |                     |                     |  |
|     | <b>Particulars</b>  | <b>As at 31st Mar, 2023</b>  |                     |                     |  |
|     |   | <b>Number of Shares</b>  | <b>Amount</b>       |                     |  |
|     | Number of shares at the beginning   | 69,52,800  | 6,95,28,000         |                     |  |
|     | Add: Shares issued during the year  | -  | -                   |                     |  |
|     | Less: Buyback during the year   | -  | -                   |                     |  |
|     | Number of shares at the end   | 69,52,800  | 6,95,28,000         |                     |  |
| iii | <b><u>Details of shareholders holding more than 5 % shares in the company</u></b>   |  |                     |                     |  |
|     | Equity shares of Rs 10/-each fully paid up<br>Rachana Singi   |  |                     |                     |  |
|     | As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares. |  |                     |                     |  |
|     |   | <b>31.03.2023</b>  | <b>31.03.2022</b>   |                     |  |
| 15  | a   | <b><u>OTHER EQUITY</u></b>   |                     |                     |  |
|     |   | <b><u>Retained Earnings</u></b>  |                     |                     |  |
|     |   | Balance as per last financial statements   | 2,25,26,046         | 1,45,90,460         |  |
|     |   | Add: Profit for the Year   | 1,27,51,517         | 93,26,146           |  |
|     |   | Less : Dividend Paid   | (27,81,120)         | (13,90,560)         |  |
|     |   |  | <b>3,24,96,443</b>  | <b>2,25,26,046</b>  |  |
|     | b   | General Reserve  | 35,00,000           | 35,00,000           |  |
|     | c   | <b><u>Capital Reserve</u></b>  |                     |                     |  |
|     |   | Share Forfeiture a/c   | 43,14,040           | 43,14,040           |  |
|     | d   | <b><u>NBFC Reserve Funds</u></b>   |                     |                     |  |
|     |   | Opening balance  | 1,43,69,025         | 1,06,62,112         |  |
|     |   | Add: Addition during the year  | 48,47,463           | 37,06,913           |  |
|     |   |  | <b>1,92,16,488</b>  | <b>1,43,69,025</b>  |  |
| e   | Standard Assets Reserves  | 19,72,900  | 16,42,689           |                     |  |
|     | Total (a to d)  | <b>6,14,99,871</b>   | <b>4,63,51,800</b>  |                     |  |

## QGO FINANCE LTD

| Note No. |      |   |
|----------|------|---|
| 16       | i    | <p><b>Significant Accounting Policies</b></p> <p><b>Company Information</b></p> <p>QGO Finance Ltd (Formerly Known as Parnami Credits Limited) ("the Company") is a public limited company in India and Incorporated under the provision of the Companies Act, 1956. The registered office of the Company is located at 3rd Floor, A-514, TTC Industrial Area, MIDC, Mahape, Navi Mumbai : 400 701.</p> <p>The Company is listed on the Bombay Stock Exchange (BSE). <span style="float: right;">The Financial</span></p> <p>Statement are approved for issue by the Company's board of directors on <u>29.05.2023</u>.</p>   |
|          | ii   | <p><b>Basis of preparation of financial statements</b></p> <p>The Financial Statement of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") provision of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting policies have been applied consistently to all periods presented in these financial statements.</p>  |
|          | iii  | <p><b>Use of Estimates</b></p> <p>The preparation of "financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of "financial statements, income and expenses during the period. 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 future periods which are affected.</p>   |
|          | iv   | <p><b>Interest on Borrowings</b></p> <p>IAfter initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.</p>  |
|          | v    | <p><b>Borrowing Cost</b></p> <p>All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.</p>  |
|          | vi   | <p><b>Fair Value Measurement</b></p> <p>At each reporting date, the Management analysis the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.</p> <p>The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.</p> <p>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.</p> |
|          | vii  | <p><b>Revenue Recognition</b></p> <p>Interest income is accounted for all financial instruments measured at amortised cost. 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 instrument to the gross carrying amount of the financial asset.</p>   |
|          | viii | <p><b>Taxation</b></p> <p>Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.</p>  |
|          | a    | <p><b>Current Tax</b></p> <p>Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.</p> <p>The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.</p>   |
|          | b    | <p><b>Deferred Tax</b></p> <p>Deferred tax is provided 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.</p> <p>Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized</p>  |
|          | ix   | <p><b>Property, Plant and Machinery</b></p> <p>Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.</p>  |

| x                      | <p><b>Depreciation / Amortization</b><br/>The Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Companies Act 2013, Depreciation is provided using the useful life of the asset estimated by the management, detail of which are as under :</p> <table border="0"> <thead> <tr> <th style="text-align: left;"><u>Tangible Assets</u></th> <th style="text-align: left;"><u>Estimated Useful Life</u></th> </tr> </thead> <tbody> <tr> <td>Computers</td> <td>3 Years</td> </tr> <tr> <td>Printers</td> <td>6 Years</td> </tr> <tr> <td>Office equipment's</td> <td>5 Years</td> </tr> <tr> <td>Software</td> <td>6 Years</td> </tr> <tr> <td>Motor Car</td> <td>10 Years</td> </tr> </tbody> </table>   | <u>Tangible Assets</u> | <u>Estimated Useful Life</u> | Computers | 3 Years | Printers | 6 Years | Office equipment's | 5 Years | Software | 6 Years | Motor Car | 10 Years |
|------------------------|--|------------------------|------------------------------|-----------|---------|----------|---------|--------------------|---------|----------|---------|-----------|----------|
| <u>Tangible Assets</u> | <u>Estimated Useful Life</u>   |                        |                              |           |         |          |         |                    |         |          |         |           |          |
| Computers              | 3 Years  |                        |                              |           |         |          |         |                    |         |          |         |           |          |
| Printers               | 6 Years  |                        |                              |           |         |          |         |                    |         |          |         |           |          |
| Office equipment's     | 5 Years  |                        |                              |           |         |          |         |                    |         |          |         |           |          |
| Software               | 6 Years  |                        |                              |           |         |          |         |                    |         |          |         |           |          |
| Motor Car              | 10 Years   |                        |                              |           |         |          |         |                    |         |          |         |           |          |
| xi                     | <p><b>Impairment of Non-Financial Assets</b><br/>The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset. Unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.</p>   |                        |                              |           |         |          |         |                    |         |          |         |           |          |
| xii                    | <p><b>Provisions and Contingent Liabilities</b><br/>Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.</p>  |                        |                              |           |         |          |         |                    |         |          |         |           |          |
| xiii                   | <p><b>Provisioning/ Write-off of Assets</b><br/>The Company makes provision for Standard and Non-Performing Assets as per the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate. Provision for other financial services is also made on similar basis. The Company recognises loss allowances for Expected Credit Losses (ECLs) on Loans and advances to customers<br/>ECLs are required to be measured through a loss allowance at an amount equal to:<br/>- 12-month ECL, i.e. that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or<br/>- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument,(referred to as Stage 2 and Stage 3).<br/>A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition (and consequently for credit impaired financial assets). For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.<br/>ECLs are a probability-weighted estimate of the present value of credit losses. These are measured as the present value of the difference between the cash flows due to the Company under the contract and the cash flows that the Company expects to receive arising from the weighting of multiple future economic scenarios, discounted at the asset's EIR.</p> |                        |                              |           |         |          |         |                    |         |          |         |           |          |

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| xiv | <p><b>Financial Instruments</b><br/><b>Initial recognition</b><br/>The company recognises the "financial asset and "financial liabilities when it becomes a party to the contractual provisions of the instruments. All the "financial assets and "financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of issue of "financial asset and "financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.</p> <p><b>Subsequent measurement</b><br/><b>Non derivative financial instruments</b><br/><b>Financial Assets at amortised cost</b><br/>This category is the most relevant to the Company. All the Loans and other receivables under "financial assets (except Investments) are non-derivative "financial assets with "fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.</p> <p><b>Financial Assets at Fair Value through Profit or Loss/Other comprehensive income</b><br/>Instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.<br/>If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&amp;L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.</p> <p><b>Financial liabilities</b><br/>The measurement of "financial liabilities depends on their classification, as described below:<br/><b>Trade &amp; other payable</b><br/>After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.</p> <p><b>Derecognition</b><br/>A "financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing "financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.</p> |
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| xv    | <p><b>Cash and Cash Equivalents</b></p> <p>Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.</p>   |
| xvi   | <p><b>Employee Benefits</b></p> <p>Company does not have any policy for Leave Encashment or any other pension plans/schemes. All the unused leaves outstanding as on 31st March gets lapsed and does not get accumulated.</p>   |
| xvii  | <p><b>Earning Per Share</b></p> <p>Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.</p>  |
| xviii | <p><b>Cash Flow</b></p> <p>The Investing and financing activities in cash flow statement do not have a direct impact on current cash flows although they do affect the capital and assets structure of an entity. The Company has disclosed these transactions, to the extent material, in notes to cash flow statement.</p>  |
| xix   | <p><b>Leases</b></p> <p>The Company's lease asset classes primarily consist of leases for land and buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.</p> <p>The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprise the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.</p> <p>The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.</p> <p>The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is re-measured when there is change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.</p> <p>The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognize the lease payments associated with these leases as an expense over the lease term.</p> |
| xx    | <p><b>Segment Reporting</b></p> <p>The company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial management in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.</p>   |



17 NOTES TO ACCOUNT

| i  | <p><b>Deferred Tax</b><br/>Under Ind AS, Deferred Taxes are required to be recognised using the balance sheet approach for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. Further, Deferred Tax asset shall be recognised for the carry forward of unused tax losses and credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and credits can be utilised as against virtual certainty for future taxable profit as required by previous GAAP.</p>   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
|--|---|----------------------|----------------------|---|----------------------|----------------------|--|-------------------------------|-------------------|---|---------------------------|---|---|---------------------------|---|-----------------------------|---|--------|-------------|------------|--------------------|----------------------|-----------|---------------|--------------------------------|----------|---------------|---------------------|-----------|--------------|------------------------------|------------|---------------------------|------------------------------|-----------|-------------|--------|------------------|------------------|---------------------|-----------|-------------|--------|----------|-----------------------------|------------------------------|-------------|---|-------------|----------------------|----------------------|--------------------|----------------------|--------|----------|---------------|---------------|-------------|-------------|---------------|------------------------------|----------|---|--------------|----------|-------------|-------------|---------------------------|----------|-------------|-------------|-------------|----------------|----------|----------|-----------------------------|----------|--------------|--------------|--|--|---------------------|---------------------|
| ii   | <p><b>Contingent Liabilities and Capital Commitments</b><br/>The estimated amount of contracts remaining to be executed on capital account to the extent not provided for</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Assessment Year</th> <th>31.03.2023<br/>Rupees</th> <th>31.03.2022<br/>Rupees</th> </tr> </thead> <tbody> <tr> <td colspan="4"><b>Contingent Liabilities</b></td> </tr> <tr> <td colspan="4">Claims against the company not acknowledged as debt</td> </tr> <tr> <td>Income Tax</td> <td>2015-2016</td> <td>56,070</td> <td>56,070</td> </tr> <tr> <td>Income Tax</td> <td>2022-2023</td> <td>6,80,090</td> <td>6,80,090</td> </tr> <tr> <td>Income Tax</td> <td>2021-2022</td> <td>4,75,740</td> <td>4,75,740</td> </tr> <tr> <td>Income Tax</td> <td>2013-2014</td> <td>1,28,950</td> <td>1,28,950</td> </tr> <tr> <td>Income Tax</td> <td>2019-2020</td> <td>64,010</td> <td>64,010</td> </tr> <tr> <td colspan="2"></td> <td><b>14,04,860</b></td> <td><b>14,04,860</b></td> </tr> </tbody> </table>   |                      |                      | Particulars   | Assessment Year      | 31.03.2023<br>Rupees | 31.03.2022<br>Rupees   | <b>Contingent Liabilities</b> |                   |   |                           | Claims against the company not acknowledged as debt |   |                           |   | Income Tax                  | 2015-2016                               | 56,070 | 56,070      | Income Tax | 2022-2023          | 6,80,090             | 6,80,090  | Income Tax    | 2021-2022                      | 4,75,740 | 4,75,740      | Income Tax          | 2013-2014 | 1,28,950     | 1,28,950                     | Income Tax | 2019-2020                 | 64,010                       | 64,010    |             |        | <b>14,04,860</b> | <b>14,04,860</b> |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Particulars  | Assessment Year   | 31.03.2023<br>Rupees | 31.03.2022<br>Rupees |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| <b>Contingent Liabilities</b>  |   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Claims against the company not acknowledged as debt  |   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Income Tax   | 2015-2016   | 56,070               | 56,070               |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Income Tax   | 2022-2023   | 6,80,090             | 6,80,090             |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Income Tax   | 2021-2022   | 4,75,740             | 4,75,740             |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Income Tax   | 2013-2014   | 1,28,950             | 1,28,950             |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Income Tax   | 2019-2020   | 64,010               | 64,010               |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
|  |   | <b>14,04,860</b>     | <b>14,04,860</b>     |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| iii  | <p><b>Segment Information</b><br/>The primary segment reporting format is determined to be business segments as the company's risks and rates of return are affected predominantly by differences in the segments being operated, Secondary information is reported geographically. Accordingly, the Company has identified "Financing and Investing Sector "as the operating segments.<br/>The Company operates only in India and therefore the analysis of geographical segments is limited to Indian operations only.</p>  |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| iv   | <p><b>Segment Reporting</b></p> <table border="1"> <thead> <tr> <th>Segment Revenue</th> <th>31.03.2023<br/>Rupees</th> <th>31.03.2022<br/>Rupees</th> </tr> </thead> <tbody> <tr> <td>Interest from Financial Services</td> <td>11,55,00,855</td> <td>8,38,02,855</td> </tr> <tr> <td style="text-align: right;"><b>Total</b></td> <td><b>11,55,00,855</b></td> <td><b>8,38,02,855</b></td> </tr> </tbody> </table>  |                      |                      | Segment Revenue   | 31.03.2023<br>Rupees | 31.03.2022<br>Rupees | Interest from Financial Services   | 11,55,00,855                  | 8,38,02,855       | <b>Total</b>                                | <b>11,55,00,855</b>       | <b>8,38,02,855</b>                                  |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Segment Revenue  | 31.03.2023<br>Rupees  | 31.03.2022<br>Rupees |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Interest from Financial Services   | 11,55,00,855  | 8,38,02,855          |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| <b>Total</b>   | <b>11,55,00,855</b>   | <b>8,38,02,855</b>   |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| v  | <p>The Company has identified business segment as primary segments. The reportable business segments are in Financial Sector.</p> <p>Related Party Disclosures, as required by AS-24 are given below:</p> <p>a Key Management Personnel :</p> <table border="0"> <tr> <td>Rachana Singi</td> <td>Managing Director</td> </tr> <tr> <td>Alok Pathak</td> <td>CFO</td> </tr> <tr> <td>Urmi Joiser</td> <td>Company Secretary</td> </tr> </table> <p>b The related enterprises / persons are :</p> <table border="0"> <tr> <td>Beond Textiles LLP</td> <td>Under the Same Management</td> </tr> <tr> <td>Deepika Nath</td> <td>Relative of Managing Director</td> </tr> <tr> <td>Symposium Finance Pvt Ltd</td> <td>Under the Management of Relatives of MD</td> </tr> <tr> <td>Creative Vastrado Pvt. Ltd.</td> <td>Under the Management of Relatives of MD</td> </tr> </table> <p>c Details of transaction / payments :</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Particulars</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Beond Textiles LLP</td> <td>Office Premises Rent</td> <td>14,40,000</td> </tr> <tr> <td>Rachana Singi</td> <td>Managing Director Remuneration</td> <td>6,00,000</td> </tr> <tr> <td>Rachana Singi</td> <td>Travelling Expenses</td> <td>35,45,696</td> </tr> <tr> <td>Deepika Nath</td> <td>Interest payment on NCD Loan</td> <td>27,00,000</td> </tr> <tr> <td>Symposium Finance Pvt Ltd</td> <td>Interest payment on NCD Loan</td> <td>30,00,000</td> </tr> <tr> <td>Alok Pathak</td> <td>Salary</td> <td>6,00,000</td> </tr> <tr> <td>Alok Pathak</td> <td>Travelling Expenses</td> <td>15,09,682</td> </tr> <tr> <td>Urmi Joiser</td> <td>Salary</td> <td>8,15,000</td> </tr> <tr> <td>Creative Vastrado Pvt. Ltd.</td> <td>Interest payment on NCD Loan</td> <td>1,50,00,000</td> </tr> </tbody> </table> <p>The above related party information is disclosed to the extent such parties have been identified by the management on the basis of information available. This is relied upon by the auditors.</p> <p><b>Disclosure of Related Party Outstanding at the end of the year</b></p> <table border="1"> <thead> <tr> <th>The related enterprises / persons are :</th> <th>Particulars</th> <th>31.03.2023<br/>Rupees</th> <th>31.03.2022<br/>Rupees</th> </tr> </thead> <tbody> <tr> <td>Beond Textiles LLP</td> <td>Office Premises Rent</td> <td>31,683</td> <td>1,43,206</td> </tr> <tr> <td>Rachana Singi</td> <td>Loan Received</td> <td>1,50,00,000</td> <td>1,50,00,000</td> </tr> <tr> <td>Rachana Singi</td> <td>Interest payment on NCD Loan</td> <td>1,35,000</td> <td>-</td> </tr> <tr> <td>Deepika Nath</td> <td>NCD Loan</td> <td>2,25,00,000</td> <td>2,25,00,000</td> </tr> <tr> <td>Symposium Finance Pvt Ltd</td> <td>NCD Loan</td> <td>2,50,00,000</td> <td>2,50,00,000</td> </tr> <tr> <td>Urmi Joiser</td> <td>Salary Advance</td> <td>1,14,000</td> <td>1,38,000</td> </tr> <tr> <td>Creative Vastrado Pvt. Ltd.</td> <td>NCD Loan</td> <td>12,50,00,000</td> <td>12,50,00,000</td> </tr> <tr> <td colspan="2"></td> <td><b>18,77,80,683</b></td> <td><b>18,77,81,206</b></td> </tr> </tbody> </table> |                      |                      | Rachana Singi   | Managing Director    | Alok Pathak          | CFO  | Urmi Joiser                   | Company Secretary | Beond Textiles LLP                          | Under the Same Management | Deepika Nath  | Relative of Managing Director                 | Symposium Finance Pvt Ltd | Under the Management of Relatives of MD | Creative Vastrado Pvt. Ltd. | Under the Management of Relatives of MD | Name   | Particulars | Amount     | Beond Textiles LLP | Office Premises Rent | 14,40,000 | Rachana Singi | Managing Director Remuneration | 6,00,000 | Rachana Singi | Travelling Expenses | 35,45,696 | Deepika Nath | Interest payment on NCD Loan | 27,00,000  | Symposium Finance Pvt Ltd | Interest payment on NCD Loan | 30,00,000 | Alok Pathak | Salary | 6,00,000         | Alok Pathak      | Travelling Expenses | 15,09,682 | Urmi Joiser | Salary | 8,15,000 | Creative Vastrado Pvt. Ltd. | Interest payment on NCD Loan | 1,50,00,000 | The related enterprises / persons are : | Particulars | 31.03.2023<br>Rupees | 31.03.2022<br>Rupees | Beond Textiles LLP | Office Premises Rent | 31,683 | 1,43,206 | Rachana Singi | Loan Received | 1,50,00,000 | 1,50,00,000 | Rachana Singi | Interest payment on NCD Loan | 1,35,000 | - | Deepika Nath | NCD Loan | 2,25,00,000 | 2,25,00,000 | Symposium Finance Pvt Ltd | NCD Loan | 2,50,00,000 | 2,50,00,000 | Urmi Joiser | Salary Advance | 1,14,000 | 1,38,000 | Creative Vastrado Pvt. Ltd. | NCD Loan | 12,50,00,000 | 12,50,00,000 |  |  | <b>18,77,80,683</b> | <b>18,77,81,206</b> |
| Rachana Singi  | Managing Director   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Alok Pathak  | CFO   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Urmi Joiser  | Company Secretary   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Beond Textiles LLP   | Under the Same Management   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Deepika Nath   | Relative of Managing Director   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Symposium Finance Pvt Ltd  | Under the Management of Relatives of MD   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Creative Vastrado Pvt. Ltd.  | Under the Management of Relatives of MD   |                      |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Name   | Particulars   | Amount               |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Beond Textiles LLP   | Office Premises Rent  | 14,40,000            |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Rachana Singi  | Managing Director Remuneration  | 6,00,000             |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Rachana Singi  | Travelling Expenses   | 35,45,696            |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Deepika Nath   | Interest payment on NCD Loan  | 27,00,000            |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Symposium Finance Pvt Ltd  | Interest payment on NCD Loan  | 30,00,000            |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Alok Pathak  | Salary  | 6,00,000             |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Alok Pathak  | Travelling Expenses   | 15,09,682            |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Urmi Joiser  | Salary  | 8,15,000             |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Creative Vastrado Pvt. Ltd.  | Interest payment on NCD Loan  | 1,50,00,000          |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| The related enterprises / persons are :  | Particulars   | 31.03.2023<br>Rupees | 31.03.2022<br>Rupees |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Beond Textiles LLP   | Office Premises Rent  | 31,683               | 1,43,206             |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Rachana Singi  | Loan Received   | 1,50,00,000          | 1,50,00,000          |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Rachana Singi  | Interest payment on NCD Loan  | 1,35,000             | -                    |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Deepika Nath   | NCD Loan  | 2,25,00,000          | 2,25,00,000          |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Symposium Finance Pvt Ltd  | NCD Loan  | 2,50,00,000          | 2,50,00,000          |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Urmi Joiser  | Salary Advance  | 1,14,000             | 1,38,000             |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| Creative Vastrado Pvt. Ltd.  | NCD Loan  | 12,50,00,000         | 12,50,00,000         |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
|  |   | <b>18,77,80,683</b>  | <b>18,77,81,206</b>  |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| vi   | <p><b>Payment to Auditors (Excluding Service Tax)</b></p> <table border="1"> <thead> <tr> <th></th> <th>31.03.23<br/>Rupees</th> <th>31.03.22<br/>Rupees</th> </tr> </thead> <tbody> <tr> <td>i) Statutory Audit Fees</td> <td>1,31,750</td> <td>81,750</td> </tr> <tr> <td>ii) Tax Audit Fees</td> <td>-</td> <td>-</td> </tr> </tbody> </table>   |                      |                      |   | 31.03.23<br>Rupees   | 31.03.22<br>Rupees   | i) Statutory Audit Fees  | 1,31,750                      | 81,750            | ii) Tax Audit Fees                          | -                         | -   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
|  | 31.03.23<br>Rupees  | 31.03.22<br>Rupees   |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| i) Statutory Audit Fees  | 1,31,750  | 81,750               |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| ii) Tax Audit Fees   | -   | -                    |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| vii  | <p><b>Earning Per Share</b></p> <table border="1"> <tbody> <tr> <td>a Net profit after tax as per Statements of Profit &amp; Loss attributable to Equity Shareholders</td> <td>1,75,98,980</td> <td>1,30,33,059</td> </tr> <tr> <td>b Weighted average number of shares used as denomination for calculating Basic and Diluted earning per share</td> <td>69,52,800</td> <td>69,52,800</td> </tr> <tr> <td>c Face value of shares ( ` Per Share) (Rs.)</td> <td>10.00</td> <td>10.00</td> </tr> <tr> <td>d Basic/Diluted earning per share (in `)(Rs.)</td> <td>2.53</td> <td>1.87</td> </tr> </tbody> </table>   |                      |                      | a Net profit after tax as per Statements of Profit & Loss attributable to Equity Shareholders | 1,75,98,980          | 1,30,33,059          | b Weighted average number of shares used as denomination for calculating Basic and Diluted earning per share | 69,52,800                     | 69,52,800         | c Face value of shares ( ` Per Share) (Rs.) | 10.00                     | 10.00   | d Basic/Diluted earning per share (in `)(Rs.) | 2.53                      | 1.87                                    |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| a Net profit after tax as per Statements of Profit & Loss attributable to Equity Shareholders                | 1,75,98,980   | 1,30,33,059          |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| b Weighted average number of shares used as denomination for calculating Basic and Diluted earning per share | 69,52,800   | 69,52,800            |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| c Face value of shares ( ` Per Share) (Rs.)  | 10.00   | 10.00                |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |
| d Basic/Diluted earning per share (in `)(Rs.)  | 2.53  | 1.87                 |                      |   |                      |                      |  |                               |                   |   |                           |   |   |                           |   |                             |   |        |             |            |                    |                      |           |               |                                |          |               |                     |           |              |                              |            |                           |                              |           |             |        |                  |                  |                     |           |             |        |          |                             |                              |             |   |             |                      |                      |                    |                      |        |          |               |               |             |             |               |                              |          |   |              |          |             |             |                           |          |             |             |             |                |          |          |                             |          |              |              |  |  |                     |                     |



|  |  |                     |   |                                       |   |                     |                     |              |
|--|--|---------------------|---|---------------------------------------|---|---------------------|---------------------|--------------|
| 5  | <b>Borrower group-wise classification of assets financed as in (2) and (3) above:</b>  |                     |   |                                       |   |                     |                     |              |
|  | <b>Category</b>  |                     | <b>Amount net of provisions</b>                 |                                       |   |                     |                     |              |
|  |  |                     | <b>2022-2023</b>                                |                                       |   | <b>2021-2022</b>    |                     |              |
|  |  |                     | <b>Secured</b>                                  | <b>Unsecured</b>                      | <b>TOTAL</b>  | <b>Secured</b>      | <b>Unsecured</b>    | <b>TOTAL</b> |
|  | 1. Related Parties **  |                     |   |                                       |   |                     |                     |              |
|  | (a) Subsidiaries   |                     | -   | -                                     | -   | -                   | -                   | -            |
|  | (b) Companies in the same group  |                     | -   | -                                     | -   | -                   | -                   | -            |
| (c) Other related parties                                      |  | -                   | -   | -                                     | -   | -                   | -                   |              |
| 2. Other than related parties                                  |  | 78,91,59,929        | -   | 78,91,59,929                          | 64,18,26,318  | 1,52,49,341         | 65,70,75,659        |              |
| <b>TOTAL</b>   |  | <b>78,91,59,929</b> | <b>-</b>  | <b>78,91,59,929</b>                   | <b>64,18,26,318</b>                                 | <b>1,52,49,341</b>  | <b>65,70,75,659</b> |              |
| 6  | <b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>  |                     |   |                                       |   |                     |                     |              |
|  | <b>Category</b>  |                     | <b>Market Value / Break up or fair value or</b> | <b>Book Value (Net of Provisions)</b> | <b>Market Value / Break up or fair value or NAV</b> |                     |                     |              |
|  |  |                     | <b>2022-23</b>                                  |                                       | <b>2021-2022</b>                                    |                     |                     |              |
|  | 1. Related Parties **  |                     | -   | -                                     | -   |                     |                     |              |
|  | (a) Subsidiaries   |                     | -   | -                                     | -   |                     |                     |              |
| (b) Companies in the same group                                |  | -                   | -   | -                                     |   |                     |                     |              |
| (c) Other related parties                                      |  | -                   | -   | -                                     |   |                     |                     |              |
| 2. Other than related parties                                  |  |                     |   |                                       |   |                     |                     |              |
| <b>TOTAL</b>   |  |                     |   |                                       |   |                     |                     |              |
| ** As per Accounting Standard of ICAI                          |  |                     |   |                                       |   |                     |                     |              |
| <b>(7) Other information</b>                                   |  |                     |   |                                       |   |                     |                     |              |
|  | <b>Particulars</b>   |                     |   | <b>2022-2023 Amount</b>               | <b>2021-2022 Amount</b>                             |                     |                     |              |
| (i)  | Gross Non-Performing Assets  |                     |   |                                       |   |                     |                     |              |
|  | (a) Related Parties  |                     |   | -                                     | -   |                     |                     |              |
|  | (b) Other than related Parties   |                     |   | -                                     | -   |                     |                     |              |
| (ii)   | Net Non-Performing Assets  |                     |   |                                       |   |                     |                     |              |
|  | (a) Related Parties  |                     |   | -                                     | -   |                     |                     |              |
|  | (b) Other than related parties   |                     |   | -                                     | -   |                     |                     |              |
| (iii)  | Assets acquired in satisfaction of debt  |                     |   | -                                     | -   |                     |                     |              |
| <b>8 Exposure to Real Estate Sector</b>                        |  |                     |   |                                       |   |                     |                     |              |
| <b>Category</b>  |  |                     |   |                                       | <b>2023</b>   |                     |                     |              |
| a)   | Direct Exposure  |                     |   |                                       | -   |                     |                     |              |
| (i)  | Residential Mortgage   |                     |   |                                       | 1,35,94,077   |                     |                     |              |
|  | Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented (Individual housing loans upto Rs 15 lacs may be shown separately)  |                     |   |                                       | -   |                     |                     |              |
| (ii)   | Commercial Real Estate   |                     |   |                                       | -   |                     |                     |              |
|  | Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi-tenanted commercial premises Industrial or warehouse space, hotels, land acquisition, development or construction, etc). Exposure would also include non-fund based (NFB) limits |                     |   |                                       | -   |                     |                     |              |
| (iii)  | Investment in mortgages Backed Securities (MBS) and other securitised exposures-   |                     |   |                                       | -   |                     |                     |              |
|  | a. Residential   |                     |   |                                       | -   |                     |                     |              |
|  | b. Commercial Real Estate  |                     |   |                                       | 77,55,65,852  |                     |                     |              |
| b)   | Indirect Exposure  |                     |   |                                       | -   |                     |                     |              |
|  | Fund based and non fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)  |                     |   |                                       | -   |                     |                     |              |
| 9) Maturity pattern of certain terms of assets and liabilities |  |                     |   |                                       |   |                     |                     |              |
|  |  |                     |   | <b>Liabilities</b>                    |   | <b>Assets</b>       |                     |              |
| <b>Maturity Pattern</b>  |  |                     |   | <b>Borrowing</b>                      | <b>Market</b>                                       | <b>Other Assets</b> | <b>Investment</b>   |              |
| 1 day to 30/31 days (one month)                                |  |                     |   | Nil                                   | Nil   |                     |                     |              |
| Over one month to 2 months                                     |  |                     |   | Nil                                   | Nil   |                     |                     |              |
| Over 2 months upto 6 months                                    |  |                     |   | Nil                                   | Nil   |                     |                     |              |
| Over 6 months to 1 year  |  |                     |   | Nil                                   | Nil   |                     |                     |              |
| Over 1 year to 5 years   |  |                     |   | Nil                                   | Nil   |                     |                     |              |
| Over 5 years   |  |                     |   | Nil                                   | Nil   |                     |                     |              |

ix

**Previous Year's Figures:**

Previous year figures have been regrouped and/or re-arranged, wherever necessary.

|  | Maturity Pattern                | Other current | Debtors | Current | Advance | Mutual Fund | PPE | Non Current Investments | Others | Total |
|--|---------------------------------|---------------|---------|---------|---------|-------------|-----|-------------------------|--------|-------|
|  | 1 day to 30/31 days (one month) |               |         |         |         |             |     |                         |        |       |
|  | Over one month to 2 months      |               |         |         |         |             |     |                         |        |       |
|  | Over 2 months upto 6 months     |               |         |         |         |             |     |                         |        |       |
|  | Over 6 months to 1 year         |               |         |         |         |             |     |                         |        |       |
|  | Over 1 year to 5 years          |               |         |         |         |             |     |                         |        | -     |
|  | Over 5 years                    |               |         |         |         |             |     |                         |        |       |
|  | <b>Total</b>                    |               |         |         |         |             |     |                         |        |       |

x

| Sr.No | Type of Restructuring Assets   | Classification Details | No of borrowers | Other than CDR and SME Debt Restructuring |              |          |           | Total |          |      |          |     |       |  |  |  |  |  |  |  |  |
|-------|--|------------------------|-----------------|---|--------------|----------|-----------|-------|----------|------|----------|-----|-------|--|--|--|--|--|--|--|--|
|       |  |                        |                 | Standard                                  | Sub-Standard | Doubtful | loss      | Total | Standard | Sub- | Doubtful | Los | Total |  |  |  |  |  |  |  |  |
| 1     | Restructured accounts as on April 1 of FY (opening figures)  |                        | No of borrowers |   |              |          |           |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Amount          |   |              |          |           |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Provision there |   |              |          |           |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
| 2     | Fresh Restructuring during the year  |                        | No of borrowers | 1   | -            | -        | 1         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Amount          | 20,96,015                                 | -            | -        | 20,96,015 |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Provision there | 5,240                                     | -            | -        | 5,240     |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
| 3     | Upgradations to restructured standard category during the FY   |                        | No of borrowers | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Amount          | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Provision there | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
| 4     | Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the FY and hence need not be |                        | No of borrowers | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Amount          | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Provision there | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
| 5     | Downgradation of restructured accounts during the FY   |                        | No of borrowers | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Amount          | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Provision there | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
| 6     | Write offs of restructured accounts during the FY  |                        | No of borrowers | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Amount          | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Provision there | -   | -            | -        | -         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
| 7     | Restructured Accounts as on March 31 of the FY (closing figures) (*)   |                        | No of borrowers | 1   | -            | -        | 1         |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Amount          | 20,96,015                                 | -            | -        | 20,96,015 |       |          |      |          |     |       |  |  |  |  |  |  |  |  |
|       |  |                        | Provision there | 5,240                                     | -            | -        | 5,240     |       |          |      |          |     |       |  |  |  |  |  |  |  |  |

|       |  |
|-------|--|
| xi.   | <p>The Company has adopted Ind AS 116 'Leases' with the date of initial application being September 1, 2021. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The Company has applied Ind AS 116 using the modified retrospective approach. As a result, the comparative information has not been restated. In adopting Ind AS 116, the Company has applied the below practical expedients. The Company has applied a single discount rate to a portfolio of leases with reasonably similar characteristics. The Company has treated the leases with remaining lease term of less than 12 months as if they were "short term leases". The Company has not applied the requirements of Ind AS 116 for leases of low value assets. The Company has excluded the initial direct costs from measurement of the right-of-use asset at the date of transition. The Company has used hindsight, in determining the lease term if the contract contains options to extend or terminate the lease.</p> <p>On transition to Ind AS 116, the Company recognized right-of-use assets amounting to Rs. 13,20,100, relaxed accumulated depreciation amounting to Rs. 16,94,100, lease liabilities amounting to Rs. 13,20,100.</p> |
| xii.  | <p>The Company has not received any information / memorandum from the suppliers (as required to be filed by Suppliers / Vendors. with the notified authority under Micro, Small and Medium Enterprises Development Act, 2006), claiming their status as Micro, Small or Medium Enterprises. Consequently, the amount paid / payable together with interest paid / payable to these parties under the Act is Nil.</p>   |
| xiii. | <p>In the opinion of the Board of Directors:</p> <p>a. The current assets, loans &amp; advances are approximate of the value stated if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess or short of the amount reasonably necessary.</p> <p>b. All expenses paid / provided have been duly incurred for the purpose of the business. Previous year's figures have been rearranged / regrouped wherever necessary.</p>  |

**As per our report of even date  
For Subramaniam Bengali & Associates  
Chartered Accountants  
Firm Reg No: 127499W**

**For and on behalf of the Board**

**CA - P.Subramaniam  
Partner  
Mem No: 043163**

**Rachana Singi  
Managing Director  
Din No. 00166508**

**Seema Pathak  
Director  
Din No. 01764469**

**Place : Mumbai  
Date : 29-05-2023**

**Alok Pathak  
CFO**

**Urmi Joiser  
Company Secretary**

**Place : Mumbai**

**QGO FINANCE LTD**  
**Notes to financial statement for the year ended 31.03.2023**

| Note No. | PARTICULARS  | Year               | Year        |
|----------|--|--------------------|-------------|
|          |  | 31.03.2023         | 31.03.2022  |
| 18       | <b><u>INTEREST INCOME</u></b>                      |                    |             |
|          | Interest on Loans                                  | 11,50,28,483       | 8,17,44,619 |
|          | Misc Balance W/off                                 | -                  | 862         |
|          | Loan Processing Fees                               | -                  | -           |
|          | Documentation Charges                              | 4,72,372           | 20,57,374   |
|          | <b>11,55,00,855</b>                                | <b>8,38,02,855</b> |             |
| 19       | <b><u>OTHER INCOME</u></b>                         |                    |             |
|          | Interest on deposits with Banks                    | 1,53,125           | 43,621      |
|          | Profit on Sale of Fixed Assets                     | 15,295             | -           |
|          | <b>1,68,420</b>                                    | <b>43,621</b>      |             |
| 20       | <b><u>EXPENSES</u></b>                             |                    |             |
|          | <b>Employee benefits expense</b>                   |                    |             |
|          | Directors Remuneration                             | 6,00,000           | 6,00,000    |
|          | Salary & Bonus                                     | 28,53,045          | 21,83,596   |
|          | Employee Insurance                                 | 34,898             | 37,050      |
|          | Staff Welfare                                      | 1,29,399           | 1,22,820    |
|          | <b>36,17,341.71</b>                                | <b>29,43,466</b>   |             |
| 21       | <b><u>OTHER EXPENSES</u></b>                       |                    |             |
|          | Rent   | 1,29,600           | 3,52,600    |
|          | Repairs-others                                     | 2,38,718           | 2,10,683    |
|          | Telephone expenses                                 | 56,319             | 45,218      |
|          | Stationery & Printing Expenses                     | 2,61,004           | 1,45,420    |
|          | Advertisement                                      | 1,31,144           | 1,21,904    |
|          | Director Sitting Fees                              | 6,54,000           | 6,43,100    |
|          | <b><u>Payment to Auditors:</u></b>                 |                    |             |
|          | Statutory Audit                                    | 1,31,750           | 81,750      |
|          | Legal & Professional Charges                       | 14,02,878          | 14,79,310   |
|          | Car Insurance                                      | 7,947              | 13,388      |
|          | <b><u>Other Expenditures:</u></b>                  |                    |             |
|          | AGM Expenses                                       | 17,000             | 14,708      |
|          | Bank charges                                       | 46,969             | 73,830      |
|          | Finance Charges                                    | 2,01,600           | 3,84,300    |
|          | Bad Debts  | -                  | 2,70,000    |
|          | Business Promotion Expenses                        | 26,975             | 8,163       |
|          | Credit Rating Charges                              | 11,143             | 11,476      |
|          | Custodian Chgs-NSDL_CDSL                           | -                  | 55,000      |
|          | Documentation Charges                              | -                  | 23,175      |
|          | Electricity charges                                | 4,01,431           | 3,50,753    |
|          | Fees and Subscription                              | 65,663             | -           |
|          | GST FEES   | -                  | 2,580       |
|          | Insurance  | 82,865             | 5,317       |
|          | Interest on car loan                               | 56,031             | -           |
|          | Late Fees on TDS                                   | 14,076             | 291         |
|          | Internet Expenses                                  | 31,130             | 23,488      |
|          | Membership & Subscription                          | 53,029             | 35,848      |
|          | Office Expenses                                    | 1,60,169           | 1,92,199    |
|          | Postage & Courier expenses                         | 3,474              | 558         |
|          | Prov.-Doubtful/Standard Assets/Sub Standard Assets | 3,30,211           | 5,84,189    |
|          | Expected Credit loss                               | 3,30,405           | -           |
|          | Professional Tax- Corporate                        | 2,500              | 2,500       |
|          | <b>13,639</b>                                      | <b>11,800</b>      |             |
|          | <b>4,67,138</b>                                    | <b>4,91,644</b>    |             |
|          | <b>62,082</b>                                      | <b>41,975</b>      |             |
|          | <b>3,37,900</b>                                    | <b>3,27,000</b>    |             |
|          | <b>26,426</b>                                      | <b>2,021</b>       |             |
|          | <b>54,500</b>                                      | <b>33,336</b>      |             |
|          | <b>49,48,471</b>                                   | <b>39,94,249</b>   |             |
|          | <b>45,975</b>                                      | <b>13,234</b>      |             |
|          | <b>28,790</b>                                      | <b>24,000</b>      |             |
|          | <b>1,08,32,951</b>                                 | <b>1,00,71,007</b> |             |

**22 Segment Reporting:(IND AS 108)**

The Company's business activity primarily falls within a single business segment based on the nature of activity involved, which is in line with the business risks attached with the segment having regard to the internal organisation and management structure. The CODM reviews the Company's performance as a single business segment and not at any other disaggregated level.

**23 Fair value measurements****Financial Instruments by category**

All financial instrument as at 31 March 2023 and 31 March 2022 are measured at amortised cost.

**Fair Value Hierarchy:**

Financial assets and financial liabilities are measured at fair value in the financial statement and are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

**Fair value of instruments measured at amortized cost.**

| Particulars  | Level        | As on 31st March 2023 | As on 31st March 2022 |
|--------------|--------------|-----------------------|-----------------------|
| Loans        | Level 3      | 78,91,59,929          | 65,70,75,659          |
| Other Assets | Level 3      | 23,20,392             | 24,44,500             |
|              | <b>Total</b> | <b>79,14,80,321</b>   | <b>65,95,20,159</b>   |

The carrying amount of trade receivables, cash and cash equivalents, and other bank balances, current loans, other current financial assets, current borrowings, trade payables and other financial liabilities are considered to be approximately equal to the fair value

**24 Capital Management:**

Equity share capital and other equity are considered for the purpose of Company's capital management.

The Company is cash surplus and has no capital other than Equity. The Company is not exposed to any regulatory imposed capital requirements.

The cash surpluses were invested in income generating debt instruments (including through fixed deposits) depending on economic conditions in line with the guidelines set out by the Management while in current year no such investments are made. Safety of capital is of prime importance to ensure availability of capital for operations. Investment objective is to provide safety and adequate return on the surplus funds.

| Particulars  | As on 31st March 2023 | As on 31st March 2022 |
|--------------|-----------------------|-----------------------|
| Net debts*   | 67,40,00,000          | 53,90,00,000          |
| Total Equity | 13,10,27,871          | 11,58,79,800          |

\*Net debts is equal to total borrowings reduced by cash & cash equivalents.

**25 Financial Risk Management:**  
 The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

**A. Management of Liquidity Risk:**  
 Liquidity risk is the risk that the Company will face 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 without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2023 and 31st March, 2022. The Company's principal sources of liquidity are 'cash and cash equivalents' and cash flows that are generated from operations. The Company has no outstanding term borrowings. The Company believes that its working capital is sufficient to meet its current requirements.  
 The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required).  
 The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

| Particulars                       | Carrying Amount | Undiscounted amount   |                  | Total       |
|-----------------------------------|-----------------|-----------------------|------------------|-------------|
|                                   |                 | Payable within 1 year | More than 1 year |             |
| <b>As at 31 Mar, 2023</b>         |                 |                       |                  |             |
| <b>Non-derivative liabilities</b> |                 |                       |                  |             |
| Other Financial Liabilities       | 1,78,22,760     | 1,78,22,760           | -                | 1,78,22,760 |
| Provisions                        | 59,68,294       | 59,68,294             |                  | 59,68,294   |
| <b>As at 31 Dec , 2021</b>        |                 |                       |                  |             |
| <b>Non-derivative liabilities</b> |                 |                       |                  |             |
| Other Financial Liabilities       | 1,80,90,066     | 1,80,90,066           |                  | 1,80,90,066 |
| Provisions                        | 48,44,256       | 48,44,256             | 0                | 48,44,256   |

**B. Management of Credit Risk**  
 Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.  
**Trade Receivables:**  
 Credit risk is the risk of financial loss to the company if a customer or counter-party fails to meet its contractual obligations.  
 Major source of credit risk at the reporting date is from trade receivables as these are typically unsecured. There is absence of proper trade receivables management policy. The Company estimates the expected credit loss on the basis of past data and experience. Expected credit losses of financial assets are estimated on the basis of historical data provided the Company has reasonable and supportable data. On such an assessment the expected loss on trade receivables as on March 31, 2023 are Rs. 3,30,405.  
 Review of outstanding trade receivables and financial assets is carried out by Management at every month end. Company has a practice to provide for doubtful debts on a case to case basis after considering inter-alia customer's credibility etc.



**Cash and Bank Balance**

Bank balances are with reputed banks. Hence, there is no significant credit risk on such balances.

**Deposits**

Company has placed deposits with financially reliable counter parties and hence the credit risk is not significant

**C. Management of Market Risk**

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- (i) Currency Risk
- (ii) Interest Rate Risk
- (iii) Other Price Risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below.

| <u>Potential Impact of Risk</u>  | <u>Management Policy</u>   | <u>Sensitivity to Risk</u>   |
|--|--|--|
| <b>(i) Currency Risk</b><br>The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities in exports & expenses payable in foreign currency which is majorly in US dollars.  | There is no Foreign Transaction During the Year  |  |
| <b>(ii) Interest Rate Risk</b><br>The Company is not exposed to the interest rate risk as there are no variable interest bearing borrowings/ investments. The interest rate risk arises due to uncertainties about the future market interest rate on these borrowings/ investments. | The Company will implement policies and guidelines including tenure of investment made to minimise impact of interest rate risk if any of the loans will be subject to interest rate risk in future. | A 0.25% decrease in interest rates would have led to an additional NIL gain in the Statement of Profit and Loss (2021- NIL gain). A 0.25% decrease in interest rates would have led to an equal but opposite effect. |
| <b>(iii) Other Price Risk</b><br>The company currently has not made any investments and hence is not exposed to price risk.  | The Company has laid policies and guidelines to minimise impact of price risk  | A 1% increase in prices would lead to approximately an additional Rs. Nil gain in the Statement of Profit and Loss. A 1% decrease in prices would lead to an equal but opposite effect.                              |

The accompanying notes are an integral part of the financial statements.

As per our Report of even date  
For Subramaniam Bengali & Associates  
CHARTERED ACCOUNTANTS  
Firm Registration No.: 127499W

CA P. Subramaniam  
(Partner)  
M.No.: 043163  
UDIN:

For and on behalf of the Board

Rachana Singi  
Managing Director  
Din No. 00166508

Seema Pathak  
Director  
Din No. 01764469

Alok Pathak  
CFO

Urmil Jaisar  
Company Secretary

Place : Mumbai  
Date : 29-05-2023

Place : Mumbai  
Date : 29-05-2023

**Name of the Company : QGO FINANCE LTD**  
**Notes forming part of the financial statements**

**Trade Receivables**  
**For the Year 2021-22**

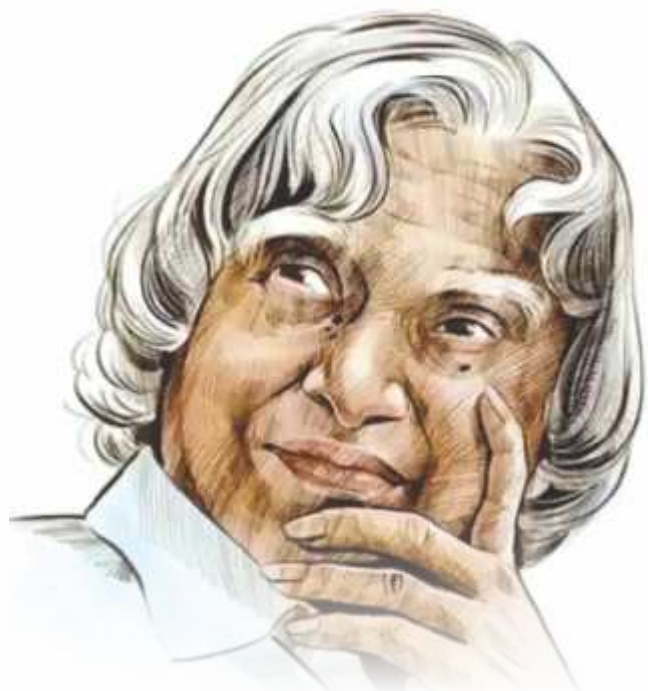
| Particulars  | Outstanding for following periods from due date of Payment |                    |           |           |                   |                  |
|--|--|--------------------|-----------|-----------|-------------------|------------------|
|  | Less than 6 months   | 6 months - 1 Years | 1-2 Years | 2-3 Years | More than 3 Years | Total            |
| (i) Undisputed Trade Receivable - Unconsidered Good                                | 88,74,153  | -                  | -         | -         | -                 | 88,74,153        |
| (ii) Undisputed Trade receivables - which have significant increase in credit risk | -  | -                  | -         | -         | -                 | -                |
| (iii) Undisputed Trade Receivable - Credit impaired                                | -  | -                  | -         | -         | -                 | -                |
| (iv) Disputed Trade Receivable - Considered Good                                   | -  | -                  | -         | -         | -                 | -                |
| (v) Disputed Trade Receivables - which have significant increase in credit risk    | -  | -                  | -         | -         | -                 | -                |
| (vi) Disputed Trade Receivable - Credit Impaired                                   | -  | -                  | -         | -         | -                 | -                |
|  | <b>88,74,153</b>   | <b>-</b>           | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>88,74,153</b> |

**Trade Receivables**  
**For the Year 2022-2023**

| Particulars  | Outstanding for following periods from due date of Payment |                    |           |           |                   |                    |
|--|--|--------------------|-----------|-----------|-------------------|--------------------|
|  | Less than 6 months   | 6 months - 1 Years | 1-2 Years | 2-3 Years | More than 3 Years | Total              |
| (i) Undisputed Trade Receivable - Unconsidered Good                                | 1,10,13,489  | -                  | -         | -         | -                 | 1,10,13,489        |
| (ii) Undisputed Trade receivables - which have significant increase in credit risk | -  | -                  | -         | -         | -                 | -                  |
| (iii) Undisputed Trade Receivable - Credit impaired                                | -  | -                  | -         | -         | -                 | -                  |
| (iv) Disputed Trade Receivable - Considered Good                                   | -  | -                  | -         | -         | -                 | -                  |
| (v) Disputed Trade Receivables - which have significant increase in credit risk    | -  | -                  | -         | -         | -                 | -                  |
| (vi) Disputed Trade Receivable - Credit Impaired                                   | -  | -                  | -         | -         | -                 | -                  |
|  | <b>1,10,13,489</b>   | <b>-</b>           | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>1,10,13,489</b> |

“ Thinking Is The Capital,  
An Enterprise Is A Way,  
And Hard Work Is The  
Solution. ”

**-ABDUL KALAM**





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